

Certificate of Incumbency For a Partnership or Sole Proprietorship Only (See Form 989SF Completion Instructions Below)

I, _____, do hereby certify to the Federal Home Loan Mortgage Corporation (“Freddie Mac”) that I am the **(Select One)**: General Partner **OR** Authorized Representative of the General Partner **OR** Sole Proprietor of _____ (“Seller”), **(Select One)**: a General Partnership **OR** a Limited Partnership **OR** a Sole Proprietorship, existing under the laws of _____ and I am duly authorized to make the certifications herein, and I further certify as follows:

1. Select Either Option A or B below: (The option not selected in this paragraph 1, will have no force or effect hereunder)

A. As the **(Select One)**: Sole Proprietor or General Partner, of Seller, I have authorized and empowered the persons listed under paragraph 2 below (“Authorized Persons”) individually to provide Freddie Mac with instructions to transfer funds (cash or securities, as applicable) by wire transfer, automated clearinghouse ("ACH") or other payment system expressly approved by Freddie Mac, in connection with the sale of Mortgages to Freddie Mac by Seller. **OR**

B. Attached hereto as **Exhibit A**, is a copy of a resolution dated (mm/dd/yy) _____, (“Resolution”) of the _____ of _____ the General Partner of Seller, that remains in full force and effect and which has not been amended, that authorizes and empowers the persons listed in paragraph 2 below (“Authorized Persons”), to provide Freddie Mac with instructions to transfer funds (cash or securities, as applicable) by wire transfer, Automated Clearing House ("ACH") or other payment system specifically and expressly approved by Freddie Mac, in connection with the sale of Mortgages to Freddie Mac by Seller.

2. The Authorized Persons listed in this paragraph 2 hold the positions/titles (with the Seller) set forth directly across from their names and are authorized individually to execute and deliver any and all written instruments, documents and forms (“Records”) necessary or proper or required by Freddie Mac to effectuate the authority set forth in paragraph 1 above by affixing their signatures (or having their signatures affixed) to the Records and delivering the duly executed Records to Freddie Mac at an address specifically and expressly designated by Freddie Mac:

*Name:	*Position/Title:	*Signature:
*Telephone:	*Fax Number:	*E-mail Address:
*Name:	*Position/Title:	*Signature:
*Telephone:	*Fax Number:	*E-mail Address:
*Name:	*Position/Title:	*Signature:
*Telephone:	*Fax Number:	*E-mail Address:
*Name:	*Position/Title:	*Signature:
*Telephone:	*Fax Number:	*E-mail Address:
*Name:	*Position/Title:	*Signature:
*Telephone:	*Fax Number:	*E-mail Address:

*Mandatory Information

{Seller must authorize and name at least two employees in paragraph 2 of this Form 989SF}

3. The specimen signature set forth directly across from each Authorized Person's name in paragraph 2 above is the true and genuine original signature of each such person and Freddie Mac may conclusively rely on the accuracy, genuineness, and good faith of any: (i) Record provided to Freddie Mac bearing an original signature above; or (ii) facsimile ("fax") transmission of a Record submitted to Freddie Mac bearing a copy or representation of an original signature above, that contains or communicates instructions (or modifies previous instructions) to transfer funds by wire transfer, ACH or other payment system specifically and expressly approved by Freddie Mac.
4. The Authorized Persons are also authorized to execute and deliver any and all instructions to Freddie Mac to transfer funds (cash or securities, as applicable) by wire transfer, ACH or other payment system specifically and expressly approved by Freddie Mac, using electronic means and electronic signatures.
5. The information set forth in this Certificate of Incumbency is true and correct and Freddie Mac may conclusively rely upon this Certificate of Incumbency and any attachments hereto, until Seller delivers a replacement Certificate of Incumbency to Freddie Mac at an address specified by Freddie Mac.
6. If I have attached a Form 989ASF to this Form 989SF to add "Authorized Persons", such Form 989ASF is by this reference incorporated herein and made a part of this Form 989SF.

IN WITNESS WHEREOF, I have subscribed my name this ____ day of _____, 20 ____.

(Signer's Signature) By: _____

(Signer's) Typed/Printed Name: _____

(Signer's) Typed/Printed Title: _____

(Seller's) Typed/Printed Name: _____

Notary Acknowledgment

State of _____)
 _____)
 County of _____)

The foregoing instrument was acknowledged before me, a Notary Public, on this ____ day of _____, 20 ____.

by _____ a _____ of _____
 (Type or Print Signer's Name) (Type or Print Signer's Title) (Type or Print Seller's Name)

Notary Public Signature: _____

Notary Public Printed Name: _____

(NOTARY SEAL)

Commission Expires (mm/dd/yy): _____

Notary Public State Registration Number: _____

Please retain a copy for your records.

See Form 989SF Completion Instructions on the Next Page

Form 989SF Completion Instructions:

This Form 989SF must be completed, signed, notarized and delivered to Freddie Mac. If Seller is a partnership and the General Partner is a Corporation or Limited Liability company, the Seller must also include a copy of a resolution of the General Partner's Board of Directors or Board of Members, authorizing Seller's employees to provide wire instructions to Freddie Mac.

1. **Opening Paragraph:** Type/print the name of the General Partner, Authorized Representative of the General Partner or the Sole Proprietor.
2. **Opening Paragraph:** Type/print an "X", in the brackets preceding the title of the person signing the Form 989SF: "General Partner", "Authorized Representative of the General Partner" or "Sole Proprietor". The person signing must have one of these titles.
3. **Opening Paragraph:** Type/print the Seller's full legal name.
4. **Opening Paragraph:** Type/print an "X", in the brackets preceding the words "General Partnership", "Limited Partnership" or "Sole Proprietorship".
5. **Opening Paragraph:** Type/print the name of the State, district, territory or possession under which Seller exists.
6. **Paragraph Enumerated #1:** Type/print an "X", in the brackets in the paragraph enumerated #1, after either: "A" or the "B", as applicable.
7. **Paragraph Enumerated #1 - OPTION A:** If option "A" is selected, in paragraph enumerated #1, type/print an "X", in the brackets preceding the titles of: "Sole Proprietor" or "General Partner", as applicable, and skip instruction #8 and complete instructions #9 through #18.
8. **Paragraph Enumerated #1 - OPTION B:** If option "B" is selected, in paragraph enumerated #1, type/print: (i) the date of the General Partner's Resolution, (ii) the type of governing body the General Partner has, e.g., Board of Directors, Board of Members or Managing Member and (iii) the General Partner's full legal name.
9. **Paragraph Enumerated #2:** Type/print the name(s), title(s)/position(s), phone number(s), fax number(s), and email address(es) of Seller's employee(s) who have been authorized by Seller's governing body to give Freddie Mac wire transfer instructions. Each "Authorized Person" must sign his or her signature with a pen and ink in the space below the caption titled, "Signature".

Mandatory: Seller must authorize and identify at least two employees in paragraph enumerated #2 in the Form 989SF. (Fax numbers are optional).

10. **Execution:** Type/print the date that Seller's Secretary, Assistant Secretary, In-house Counsel or Managing Member signs the Form 989SF.
11. **Execution:** The Seller's Secretary, Assistant Secretary, In-house Counsel or Managing Member, as applicable, must sign his or her name with pen and ink on the signature line immediately below the line for the date.
12. **Execution:** Type/print, on the applicable lines below the signature line: (i) the name and title/position of Seller's Secretary, Assistant Secretary, In-house Counsel or Managing Member who will sign the Form 989SF and (ii) Seller's full legal name.
13. **Acknowledgment:** Type/print the name of the state and county in the U.S. in which the Notary Public is commissioned at the top left of the Notary Acknowledgment.
14. **Acknowledgment:** Type/print the date that Seller's Secretary, Assistant Secretary, In-house Counsel or Managing Member, as applicable, signs or acknowledges his or her signature before the Notary Public.
15. **Acknowledgment:** Type/print the name and title/position of Seller's Secretary, Assistant Secretary, In-house Counsel or Managing Member, as applicable, who signed the Form 989SF, and also Seller's full legal name on the applicable lines below the signature line.
16. **Acknowledgment:** The Notary Public must sign his or her name with pen and ink and then type/print his or her name, commission expiration date and registration/commission number, as applicable, and place his or her notary seal on the Form 989SF.
17. **Acknowledgment:** The notary acknowledgment language may be changed if necessary to comply with applicable law.
18. **Legal Counsel:** You should consult with your legal counsel when completing this Form 989SF to reduce the risk of errors.

Mail Form 989SF to: Attn: Customer System Setup
Mail Stop A2B
Freddie Mac
8250 Jones Branch Drive
McLean, VA 22102

FORM OF RESOLUTION WHEN THE SELLER IS A PARTNERSHIP AND THE GENERAL PARTNER IS A CORPORATION OR LIMITED LIABILITY COMPANY

(Refer to instructions below for completing this form)

Exhibit A

[#1 – _____]
OF

[#2 – _____]
OF

[#3 – _____]

[#4 – DATE (mm/dd/yy): _____]

WHEREAS, the [#1 – _____] of [#2 – _____]
(the "General Partner") of [#3 – _____] is adopting the following resolution
("Resolution") to delegate authority to certain employees of [#3 – _____]
("Employees") with certain specified titles assigned by the management of
[#3 – _____] ("Management") to provide wire or Automated Clearing House
("ACH") instructions to the Federal Home Loan Mortgage Corporation ("Freddie Mac") to transfer cash or securities in connection
with the sale of mortgages to Freddie Mac.

NOW, THEREFORE, BE IT RESOLVED that any Employees who have been assigned any of the titles set forth below (the
"Authorized Titles"), by the Management are authorized and empowered individually to provide the Federal Home Loan
Mortgage Corporation ("Freddie Mac"), with instructions to transfer funds (cash or securities) by wire transfer, ACH" or
other payment system specifically and expressly approved by Freddie Mac in connection with the sale of mortgages to
Freddie Mac.

Authorized Titles:

BE IT FURTHER RESOLVED that the Employees with Authorized Titles are authorized individually to execute and deliver any
and all instruments, documents and/or forms ("Records") necessary or proper or required by Freddie Mac to effectuate the
authority set forth in this Resolution including, but not limited to, delivering: (i) a Record to Freddie Mac bearing the original
signature of any of the Employees with Authorized Titles; or (ii) a facsimile ("fax") transmission of a Record to Freddie Mac
bearing a copy or representation of the original signature of any of the Employees with Authorized Titles that contains or
communicates instructions (or modifies previously provided instructions) to transfer funds by wire transfer, ACH or other
payment system specifically and expressly approved by Freddie Mac.

BE IT FURTHER RESOLVED that the Employees with Authorized Titles are also authorized to execute and deliver instructions
to Freddie Mac to transfer funds (cash or securities, as applicable) by wire transfer, ACH or other payment system specifically
and expressly approved by Freddie Mac using electronic means, records and electronic signatures.

Any such actions set forth above heretofore taken by any of the Employees on behalf of
[#3 – _____] are hereby ratified, approved, and confirmed.

Please retain a copy for your records.

**INSTRUCTIONS FOR PREPARING A RESOLUTION WHEN THE GENERAL PARTNER
OF A PARTNERSHIP IS A CORPORATION OR LIMITED LIABILITY COMPANY**

1. Type the name of the General Partner's governing body (e.g., Board of Directors, Board of Members or Managing Member).
2. Type General Partner's full legal name (examples: XYZ Corporation or ABC, LLC).
3. Type Partnership's (SELLER'S) full legal name (example: Mortgage Partners).
4. Type the date the Resolution was adopted by the General Partner's governing body.
5. Type the authorized titles (without employee names) in the blank lines provided.
6. You should consult with your legal counsel when preparing this Resolution to reduce the risk of errors.

The language in the Form of Resolution may only be changed if it is necessary to comply with applicable laws, regulations and/or rules.