

Certificate of Incumbency for a Limited Liability Company

(See Form 988SF-2 Completion Instructions on Page Three)

I, _____, do hereby certify to the Federal Home Loan Mortgage Corporation ("Freddie Mac") that I am the duly appointed and acting: _____ of _____ ("Seller") a Limited Liability Company ("LLC"), organized and existing under the laws of _____, and further certify as follows:

- Attached as **Exhibit A** hereto, is a true and correct copy of a resolution of the _____ of the Seller dated _____, (the "Resolution") that remains in full force and effect and has not been amended, and which duly authorizes and empowers Seller's employees listed in paragraph numbered 2 below (the "Authorized Employees"), to individually provide Freddie Mac with instructions (or modifications to previously provided instructions) to transfer funds (cash or securities) by wire transfer, Automated Clearing House (ACH) or other funds transfer system expressly approved and designated by Freddie Mac, in connection with the sale of Mortgages to Freddie Mac by the Seller.
- The *Authorized Employees: (a) hold the positions and/or titles with the Seller set forth directly across from their names and (b) are duly authorized individually to (i) execute any and all paper or Electronic instruments, documents and forms, ("Records"), as defined in Chapter 1401, necessary or proper or required by Freddie Mac to effectuate the authority set forth in paragraph numbered 1 above by affixing, attaching or associating their original written signatures or Electronic Signatures (or copies or representations thereof), ("Signatures"), as defined in Chapter 1401, to (or with) such Records and (ii) deliver the duly executed Records to Freddie Mac as required:

***Seller must name at least two Authorized Employees**

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

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

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

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

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

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

**Fax numbers are not required

3. The specimen signature set forth directly across from each Authorized Employee's name and position and/or title in paragraph numbered 2 above is the true and genuine original written signature of each such Authorized Employee.
4. Freddie Mac may conclusively rely on the accuracy, genuineness, good faith, validity, effectiveness and enforceability of any Record provided to Freddie Mac bearing the Signature of an Authorized Employee.
5. If a completed, signed and notarized Form 988ASF is attached to (or associated with) this Form 988SF-2 to add Authorized Employees, such Form 988ASF is conclusively deemed to be incorporated herein by this reference and made a part hereof.
6. The Seller's Authorized Employees are duly authorized to engage in and conduct Electronic Transactions with Freddie Mac in connection with providing Freddie Mac with wire transfer instructions and the Seller consents to such Electronic Transactions.
7. The Seller acknowledges and agrees that: (i) this Form 988SF-2 is a "Purchase Document," as defined in the Guide and (ii) capitalized terms used herein, that are not defined herein, shall have the meanings ascribed to such terms in the Guide.
8. 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 Form 988ASF, Resolution and/or Record attached hereto (or associated herewith) that is delivered to Freddie Mac until such time Seller delivers a Certificate of Incumbency and Resolution to Freddie Mac that is accepted as a compliant replacement Certificate of Incumbency by Freddie Mac.

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

Seller's Typed Name: _____

By: Signer's Signature: _____

Signer's Typed Name: _____

Signer's Typed Title: _____

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 Signer's Full Name) (Type Signer's Title) (Type Seller's Complete Legal Name)

Notary Public Signature: _____

Notary Public Printed Name: _____

(NOTARY SEAL)

Commission Expires: ____ / ____ / ____

Notary Public State Registration Number: _____

Please retain a copy for your records.

See Form 988SF-2 Completion Instructions on the next page.

Form 988SF-2 Completion Instructions:

This Form 988SF-2 must be completed, signed, notarized and delivered to Freddie Mac together with a copy of Seller's applicable governing body resolution duly authorizing certain of Seller's employees to provide wire transfer instructions to Freddie Mac ("Resolution"). Consult your Legal counsel when completing the Form 988SF-2. Information entered in certain fields in Form 988SF-2 will automatically populate applicable fields elsewhere in the form and in the Resolution. If the Seller chooses to fill out this Form 988SF-2 and Resolution with pen and ink, contact counterparty_authorization@freddiemac.com for a Word version.

1. **Opening Paragraph:** Type the full name of Seller's Secretary, Assistant Secretary or In-house Counsel, as applicable, on the first line of the opening unnumbered paragraph of the Form 988SF-2.
2. **Opening Paragraph:** Choose from the dropdown menu the title of the employee signing the Form 988SF-2. The signer must have one of these titles: "Secretary," "Assistant Secretary" or "In-house Counsel."
3. **Opening Paragraph:** Type the Seller's complete legal name.
4. **Opening Paragraph:** Type the name of the State under which the Seller was organized and exists.
5. **Paragraph Numbered #1:** Choose from the dropdown menu Seller's applicable governing body: "Board of Members," "Board of Managers," "Sole Member" or "Sole Manager."
6. **Paragraph Numbered #1:** Type the date that the applicable governing body adopted or consented to the Resolution.
7. **Paragraph Numbered #2:** Type the name, position and/or title, telephone number and e-mail address of each Authorized Employee. Each "Authorized Employee" must sign his/her signature with a pen and ink in the space below the caption titled "Signature."
8. **Execution:** Type the date that the Form 988SF-2 is signed.
9. **Execution:** Type Seller's complete legal name on the line above the signature line.
10. **Execution:** The signer must sign with pen and ink on the signature line immediately below Seller's typed name.
11. **Execution:** Type the full name of the signer of the Form 988SF-2.
12. **Execution:** Choose from the dropdown menu the title of Secretary, Assistant Secretary or In-house Counsel, as applicable, on the line below the typed name of the signer of the Form 988SF-2.
13. **Notarization:** Type/print the name of the State and county in which the Notary Public is commissioned at the top left of the Notary Acknowledgment.
14. **Notarization:** Type/print the date that Seller's Secretary, Assistant Secretary or In-house Counsel signs or acknowledges signing before the Notary Public.
15. **Notarization:** Type the full name and title of Secretary, Assistant Secretary or In-house Counsel who signed the Form 988SF-2 and the Seller's complete legal name on the applicable lines below the signature line.
16. **Notarization:** The Notary Public must sign with pen and ink and then type/print his or her full name, commission expiration date and registration/commission number, as applicable, and, place his or her notary seal as applicable, on the Form 988SF-2.
17. **Notarization:** The notary acknowledgment language may be changed as necessary to comply with applicable law.
18. **Addenda:** For more than six Authorized Employees, complete, sign and notarize one or more Form 988ASF(s) and attach or associate them to (or with) this Form 988SF-2.

Mail Form 988SF-2 to: Freddie Mac
8250 Jones Branch Drive
McLean, VA 22102-3110
Attn: Counterparty Authorization

E-mail Portable Document Format(PDF) to: counterparty_authorization@freddiemac.com

EXHIBIT A
RESOLUTION
OF THE

OF

DATE: _____

WHEREAS, the _____ of _____ is adopting the following resolution (“Resolution”) to delegate authority to employees of _____, with titles or names and titles, to provide wire transfer instructions or Automated Clearing House (ACH) instructions (or modifications to previously provided 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 as required.

NOW, THEREFORE, BE IT RESOLVED that the employees set forth below (“Authorized Employees”), are duly authorized and empowered by the _____ to individually provide Freddie Mac, with wire transfer instructions (or modifications to previous instructions) to transfer funds (cash or securities) by wire transfer, ACH or other funds transfer system expressly approved and designated by Freddie Mac in connection with the sale of mortgages to Freddie Mac.

Authorized Employees:

_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

BE IT FURTHER RESOLVED that the Authorized Employees are duly authorized individually to: (a) execute any and all paper or electronic instruments or forms (“Records”) necessary or proper or required by Freddie Mac to effectuate the authority set forth in this Resolution by affixing, attaching or associating their original written signatures or Electronic Signatures, or copies or representations thereof, (“Signatures”) to (or with) the Records and Electronic Records which contain or communicate wire transfer instructions (or modifies previously provided wire transfer instructions) to transfer funds (cash or securities) by wire transfer, ACH or other funds transfer system approved and designated by Freddie Mac and (b) deliver duly executed Records to Freddie Mac.

BE IT FURTHER RESOLVED that the Authorized Employees are authorized and empowered to individually engage in and conduct Electronic Transactions with Freddie Mac and use electronic means, electronic systems, Electronic Records and Electronic Signatures on behalf of _____ to effectuate the authority set forth in this Resolution.

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

INSTRUCTIONS FOR PREPARING FREDDIE MAC FORM RESOLUTION FOR LIMITED LIABILITY COMPANY

You should consult with your legal counsel when preparing this Resolution. Information entered in the Resolution will automatically populate applicable fields in the Form 988SF-2. If the Seller chooses to fill out the Form 988SF-2 and Resolution with pen and ink, contact counterparty_authorization@freddiemac.com for a Word version.

1. Insert Seller's Governing Body Name.
2. Insert Seller's complete legal name.
3. Insert the date the Resolution was adopted or consented to by the Seller's Governing Body.
4. Insert the Authorized Employees positions and/or titles only. If the Seller chooses to include employee names as well, print them next to the appropriate position and/or title, as applicable.

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