

Certificate of Incumbency For a Limited Partnership (See Form 989SF Completion Instructions on Page Four)

I, _____, do hereby certify to the Federal Home Loan Mortgage Corporation (“Freddie Mac”) that I am the duly appointed and acting: _____ of _____ which is a Limited Partnership, organized and existing under the laws of _____, and which is the general partner (“General Partner”) of _____ (“Seller/Servicer”) a Limited Partnership, formed under the laws of _____ and I further certify as follows:

1. Attached as **Exhibit A** hereto is a true and correct copy of a resolution of the General Partner’s: _____ dated _____ the “Resolution”) that remains in full force and effect and has not been amended, which duly authorizes and empowers the Seller/Servicer’s employees listed in paragraph numbered 2, Part (A) and/or Part (B) below (the “Authorized Employees”), to, individually and singularly, provide Freddie Mac with instructions (or modified 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 and/or the Servicing of Mortgages for Freddie Mac.
2. The *Authorized Employees hold the positions and/or titles with the Seller/Servicer set forth directly across from their names and are duly authorized and empowered, individually and singularly, to: (i) execute any and all paper or Electronic instruments, documents and forms, (“Records”), as defined in Chapter 1401, required by Freddie Mac to effectuate the authority set forth in paragraph numbered 1 above by: (a) affixing an Authorized Employee’s original written signature to paper Records or (b) attaching an Authorized Employee’s Electronic Signature, as defined in Chapter 1401, to and/or logically associating an Authorized Employee’s Electronic Signature with (including copies or representations of an Authorized Employee’s original written signature or Electronic Signature) Electronic Records, as defined in Chapter 1401, and (ii) deliver the duly executed Records and/or Electronic Records to Freddie Mac.

The Seller/Servicer must select Part (A) and/or Part (B) below, as applicable, by marking or checking the applicable box(es).

Part (A) Selling Mortgages: The Authorized Employees listed in this “Part (A)” below can only provide wire and ACH instructions solely in connection with the sale of Mortgages to Freddie Mac.

Name:	Position/Title:	Signature:
Telephone:	E-mail Address:	

Name:	Position/Title:	Signature:
Telephone:	E-mail Address:	

Name:	Position/Title:	Signature:
Telephone:	E-mail Address:	

Name:	Position/Title:	Signature:
Telephone:	E-mail Address:	
Name:	Position/Title:	Signature:
Telephone:	E-mail Address:	

***The Seller/Servicer must name at least two Authorized Employees above**

Part (B) Servicing Mortgages: The Authorized Employees listed in this “Part (B)” below can only provide wire and ACH instructions solely in connection with the Servicing of Mortgages for Freddie Mac.

Name:	Position/Title:	Signature:
Telephone:	E-mail Address:	

Name:	Position/Title:	Signature:
Telephone:	E-mail Address:	

Name:	Position/Title:	Signature:
Telephone:	E-mail Address:	

Name:	Position/Title:	Signature:
Telephone:	E-mail Address:	

Name:	Position/Title:	Signature:
Telephone:	E-mail Address:	

***The Seller/Servicer must name at least two Authorized Employees above.**

3. The specimen signature set forth directly across from each duly Authorized Employee's name and position and/or title in paragraph numbered 2, Part (A) and/or Part (B) above, is the true and genuine original written signature of each such duly Authorized Employee or an Electronic copy or representation of each such duly Authorized Employee's original written signature, an Authorized Employee's Electronic Signature.
4. Freddie Mac may conclusively rely on the accuracy, genuineness, good faith, validity, effectiveness and enforceability of any Record or Electronic Record provided to Freddie Mac by a Seller/Serviceicer bearing the original written signature or Electronic Signature of Seller/Serviceicer's duly Authorized Employee.
5. If a completed, signed and notarized Form 989ASF is attached to (or logically associated with) this Form 989SF (or an Electronic copy hereof) to add duly Authorized Employees, such Form 989ASF or Electronic copy thereof, is conclusively deemed to be incorporated herein by this reference and made a part hereof.
6. Seller/Serviceicer's duly Authorized Employees are duly authorized and empowered to engage in and conduct Electronic Transactions with Freddie Mac in connection with providing Freddie Mac with, individually and singularly, wire transfer and/or ACH instructions, and the Seller/Serviceicer consents to such Electronic Transactions.
7. The Seller/Serviceicer acknowledges and agrees that: (i) this Form 989SF 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 989ASF, Resolution, and/or other Record attached hereto, (or associated herewith) that is delivered to Freddie Mac unless and until such time that the Seller/Serviceicer delivers a Certificate of Incumbency and Resolution that is accepted by Freddie Mac as a compliant replacement Certificate of Incumbency.

As Seller/Serviceicer's: _____, I am duly authorized by Seller/Serviceicer to represent and warrant to (and covenant and agree with) Freddie Mac that Freddie Mac's receipt of an Electronic copy of this Form 989SF, with a copy or representation of my original written signature, attached thereto or associated therewith, is receipt by Freddie Mac of an Electronic Form 989SF, duly executed by me using my adopted Electronic Signature, which is as valid, effective and enforceable as Freddie Mac's receipt of a paper Form 989SF, with my original written signature affixed thereto.

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

(Seller/Serviceicer's) (Limited Partnership) Typed Name: _____

General Partner's Typed Name: _____

By: General Partner's Signer's Signature: _____

General Partner's Signer's Typed Full Name: _____

General Partner's 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 General Partner's Signer's Name) (Type General Partner's Signer's Title) (Type General Partner's Complete Legal Name)

the general partner of _____, a limited partnership.
(Type Seller/Service's (Limited Partnership) 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 989SF Completion Instructions on the next page.

Form 989SF Completion Instructions:

This Form 989SF must be completed, signed, notarized and delivered to Freddie Mac, together with a copy of the General Partner's governing body resolution ("Resolution") duly authorizing and empowering certain of Seller/Service's employees to, individually and singularly, provide wire transfer and/or ACH instructions to Freddie Mac. Consult with your legal counsel when completing the Form 989SF. Information entered in certain fields online in Form 989SF will automatically populate applicable online fields elsewhere in the form and in the Resolution. If the Seller/Service chooses to fill out this Form 989SF and Resolution with pen and ink, contact counterparty_authorization@freddiemac.com for a Word version.

1. **Opening Paragraph:** Type the full name of General Partner's Secretary, Assistant Secretary or In-house Counsel, as applicable, on the first line of the opening unnumbered paragraph of the Form 989SF.
2. **Opening Paragraph:** Choose from the dropdown menu the applicable title of the General Partner's employee who will sign the Form 989SF. The signer must have one of these titles: "Secretary," "Assistant Secretary" or "In-house Counsel."
3. **Opening Paragraph:** Type General Partner's complete legal name.
4. **Opening Paragraph:** Type the name of the State, district, territory or possession under which the General Partner was organized and exists.
5. **Opening Paragraph:** Type Limited Partnership's (Seller/Service's) complete legal name.
6. **Opening Paragraph:** Type the name of the State under which the Seller/Service was organized and exists.
7. **Paragraph Enumerated #1:** Choose from the dropdown menu: "Board of Directors," "Board of Members," "Board of Managers," "Sole Member," or "Sole Manager," as applicable.
8. **Paragraph Enumerated #1 -** Type the date that the applicable governing body adopted or consented to the Resolution.
9. **Paragraph Enumerated #2:** First, select Part (A) Selling Mortgages and/or Part (B) Servicing Mortgages, as applicable. Second, type the name, position and/or title, telephone number and e-mail address of each Authorized Employee. Finally, each "Authorized Employee" must sign his/her signature with a pen and ink in the space below the caption titled "Signature" or include a copy or representation of his/her original written signature.
10. **Execution:** Select the applicable title: "Secretary," "Assistant Secretary" or "In-house Counsel."
11. **Execution:** Type the date that the Form 989SF is signed.
12. **Execution:** Type Limited Partnership's (Seller/Service's) complete legal name on the line above the General Partner's complete legal name.
13. **Execution:** Type General Partner's complete legal name on the line above the signature line.
14. **Execution:** The signer must sign his/her name with pen and ink on the signature line immediately below the General Partner's typed complete legal name.
15. **Execution:** Type the full name of General Partner's Secretary, Assistant Secretary or In-house Counsel who will sign the Form 989SF, on the line below the signature line.
16. **Execution:** Choose from the dropdown menu the title of Secretary, Assistant Secretary or In-house Counsel, as applicable, on the line below the typed full name of the signer of the Form 989SF.
17. **Notarization:** 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.
18. **Notarization:** Type/print the date that the General Partner's Secretary, Assistant Secretary or In-house Counsel, as applicable, signed or acknowledged before the Notary Public.
19. **Notarization:** Type the full name and title and/or position of the General Partner's Secretary, Assistant Secretary or In-house Counsel, as applicable, who signed the Form 989SF.
20. **Notarization:** Type the General Partner's complete legal name.
21. **Notarization:** Type the Seller/Service's (Limited Partnership's) complete legal name.
22. **Notarization:** The Notary Public must sign 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, if required by law, on the Form 989SF.
23. **Notarization:** The notary acknowledgment language may be changed as necessary to comply with applicable law.
24. **Addenda:** For more than five Authorized Employees, complete, sign and notarize one or more Form 989ASF(s) and attach or associate them to (or with) this Form 989SF.

Mail Form 989SF 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

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

Exhibit A

**RESOLUTION
OF THE**

OF

GENERAL PARTNER OF _____

DATE: _____

WHEREAS, the _____ of _____ is adopting the following resolution (“Resolution”) to duly authorize and empower certain employees of _____, with certain specified names and titles (or titles only), listed below, to, individually and singularly, provide wire transfer or Automated Clearing House (ACH) instructions (or modified instructions) to the Federal Home Loan Mortgage Corporation (“Freddie Mac”) to transfer funds (cash or securities) in connection with the sale of Mortgages to and/or the Servicing of Mortgages for Freddie Mac.

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

Authorized Employees (Selling Mortgages):

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

BE IT FURTHER RESOLVED that the Authorized Employees immediately set forth below, are duly authorized and empowered by the _____ to, individually and singularly, provide Freddie Mac with instructions (or modified instructions) to transfer funds (cash or securities) by wire transfer, ACH or other funds transfer system expressly approved and designated by Freddie Mac, solely in connection with the Servicing of Mortgages for Freddie Mac.

Authorized Employees (Servicing Mortgages):

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

BE IT FURTHER RESOLVED that all of the Authorized Employees listed above are duly authorized and empowered, individually and singularly, to: (a) execute any and all instruments, documents, forms, Records and Electronic Records necessary or proper or required by Freddie Mac to effectuate the authority set forth in this Resolution by: (i) affixing their original written signatures to paper instruments, documents, forms and/or other Records and/or (ii) attaching their Electronic Signatures to or logically associating their Electronic Signatures with Electronic Records, which contain or communicate instructions (or modified instructions) to transfer funds (cash or securities) by wire transfer, ACH or other funds transfer system expressly approved and designated by Freddie Mac and (b) deliver any and all such executed instruments, documents, forms, Records and Electronic Records to Freddie Mac.

BE IT FURTHER RESOLVED that the Authorized Employees are duly authorized and empowered to, individually and singularly, 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 herein.

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 A RESOLUTION WHEN THE GENERAL PARTNER IS A CORPORATION OR 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 989SF. If the Seller/Servicer chooses to fill out the Form 989SF and Resolution with pen and ink, contact counterparty_authorization@freddiemac.com for a Word version.

1. Insert name of the General Partner's Governing Body (e.g., Board of Directors, Board of Members, Managing Member, etc.).
2. General Partner's Complete Legal Name (examples: XYZ Corporation or ABC, LLC).
3. Insert Limited Partnership's (Seller/Servicer's) complete legal name.
4. Insert date the Resolution was adopted or consented to by the General Partner's Governing Body.
5. Insert the Authorized Employees names and titles (or titles only) on the lines.

Authorized Employees may be listed in Part (A) and Part (B). If an Authorized Employee will be providing wire transfer and/or ACH instruction for both selling Mortgages and Servicing Mortgages, such Authorized Employee must be listed in both Part (A) and Part (B). Please Note: The language in the Form or Resolution may only be changed if it is necessary to do so to comply with applicable laws, regulations and/or rules.