

## Warehouse Provider Certificate of Incumbency (See Form 990SF 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 (*Select One*): \_\_\_\_\_ of \_\_\_\_\_ (“Warehouse Provider”), a \_\_\_\_\_ existing under the laws of \_\_\_\_\_, and further certify that:

1. The Warehouse Provider’s federal tax identification number is \_\_\_\_\_ and the address of its principal place of business is \_\_\_\_\_.
2. Attached as **Exhibit "A"** hereto is a true and correct copy of a resolution of Warehouse Provider’s \_\_\_\_\_ (If Executive Committee of Board of Directors is chosen, provide evidence of authority for Executive Committee action) dated \_\_\_\_\_ (the “Resolution”) that remains in full force and effect and has not been amended, duly authorizing and empowering the Warehouse Provider employees listed in paragraph 3 below (each, an “Authorized Employee”) to provide Freddie Mac with instructions, or modification to previously provided instructions, (collectively, “Instructions”) to transfer funds (cash or securities, as applicable) by wire transfer, Automated Clearing House (ACH) or other funds transfer system expressly approved and designated by Freddie Mac in connection with financing of Mortgages intended for sale to Freddie Mac by a customer of Warehouse Provider.
3. Each Authorized Employee holds the position and/or title with Warehouse Provider indicated below and is duly authorized individually to execute any and all paper or electronic instruments, documents and/or forms (“Records”) necessary or proper or required by Freddie Mac to effectuate the authority set forth in paragraph 2 above by affixing, attaching or associating their original written signature or Electronic Signature (or copies or representations thereof) as described in Chapter 1401 of the Freddie Mac *Single-Family Seller/Service Guide* (the “Signature”) to or with such Records and delivering the duly executed Records to Freddie Mac as required (fax numbers optional):

<b>Name:</b>	<b>Position/Title:</b>	<b>Signature:</b>
<b>Phone #:</b>	<b>E-mail:</b>	<b>Fax #:</b>
<b>Name:</b>	<b>Position/Title:</b>	<b>Signature:</b>
<b>Phone #:</b>	<b>E-mail:</b>	<b>Fax #:</b>
<b>Name:</b>	<b>Position/Title:</b>	<b>Signature:</b>
<b>Phone #:</b>	<b>E-mail:</b>	<b>Fax #:</b>
<b>Name:</b>	<b>Position/Title:</b>	<b>Signature:</b>
<b>Phone #:</b>	<b>E-mail:</b>	<b>*Fax #:</b>

4. The specimen signature set forth directly across from each Authorized Employee's name and position/title in paragraph 3 above is the true and genuine original written signature of each such Authorized Employee.
5. 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.
6. If a completed and notarized Form 990ASF, Warehouse Provider Addendum to Certificate of Incumbency, is attached to (or associated with) this Form 990SF to add Authorized Employees, such Form 990ASF is conclusively deemed by this reference to be incorporated herein and made a part of this Form 990SF.
7. The Authorized Employees are also duly authorized to execute and deliver any and all Instructions to Freddie Mac to transfer funds as described by paragraph 2 above using Electronic means and Electronic Signatures, as defined in Chapter 1401.
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 990ASF, Resolution and/or Record attached here or associated herewith that is delivered to Freddie Mac, until Warehouse Provider delivers a replacement Certificate of Incumbency and Resolution to Freddie Mac that is accepted as a replacement Certificate of Incumbency by Freddie Mac.

IN WITNESS WHEREOF, I have subscribed my name this \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.

By (Signature): \_\_\_\_\_

Typed Name: \_\_\_\_\_

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 Name) (Type Signer's Title) (Type Warehouse Provider's Name)

Notary Signature: \_\_\_\_\_

Notary Printed Name: \_\_\_\_\_

Notary Commission Expires: \_\_\_\_\_

**(NOTARY SEAL)**

Notary State Registration Number: \_\_\_\_\_

**See Form 990SF completion instructions on the next page.**

**Instructions:**

This Certificate of Incumbency must be completed, signed, notarized and delivered to Freddie Mac with the Resolution referenced in paragraph numbered 2 attached as Exhibit A. The Resolution must be in the form attached, unless applicable law requires another form of resolution. **Warehouse Provider must identify at least two Authorized Employees.** If additional space is needed to identify Authorized Employees, Warehouse Provider should complete Form 990ASF, Warehouse Provider Addendum to Certificate of Incumbency, and submit that form together with Form 990SF. The notary acknowledgment may be changed if required by applicable law.

**Important:** Each Warehouse Provider exists under the laws of the State in which it was organized except for National Banks, Federal Savings and Loan Associations, Federal Savings Banks and Federal Credit Unions, which exist under the laws of the United States.

Information entered in certain fields in Form 990SF will automatically populate applicable fields elsewhere in the form and in the Resolution. For example, when the Seller enters the Warehouse Provider's legal name in the first paragraph of Form 990SF, this information will automatically populate the applicable Warehouse Provider fields elsewhere in the form and in the Resolution. If the Warehouse Provider chooses to complete this Form 990SF and Resolution with pen and ink, contact [counterparty\\_authorization@freddiemac.com](mailto:counterparty_authorization@freddiemac.com) to request a Word version.

**Mail Original Certificate of Incumbency with all exhibits and attachments 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](mailto:counterparty_authorization@freddiemac.com)

Contact the Counterparty Authorization team at [counterparty\\_authorization@freddiemac.com](mailto:counterparty_authorization@freddiemac.com) with any questions or comments regarding this form.

**FORM OF RESOLUTION:  
Exhibit A**

1. \_\_\_\_\_  
OF  
2. \_\_\_\_\_

3. DATE: \_\_\_\_\_

WHEREAS, the 1. \_\_\_\_\_ of 2. \_\_\_\_\_ is adopting the following resolution (“Resolution”) to amend, restate and reassign general delegations of authority to its management with respect to subject matters not otherwise covered by specific Resolutions.

NOW, THEREFORE, BE IT RESOLVED, that the employees identified below (the “Authorized Employees”) are duly authorized and empowered individually to provide the Federal Home Loan Mortgage Corporation (“Freddie Mac”) with instructions (or modifications of 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 (“Wire Instructions”) in connection with the financing of Mortgages intended by one or more customers for sale to Freddie Mac.

Authorized Employees:

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

BE IT FURTHER RESOLVED, that the Authorized Employees are duly authorized individually to execute and deliver any and all instruments, documents and/or forms in whatever format (including specifically an electronic format) (collectively, “Records”) necessary or proper or required by Freddie Mac to effectuate the authority set forth in this Resolution including, but not limited to: (i) a Record to Freddie Mac bearing the original signature of any of the Authorized Employees; or (ii) an electronic signature or a facsimile transmission of a Record to Freddie Mac bearing a copy or representation of the original written signature of any Authorized Employee, that contains or communicates Wire Instructions.

BE IT FURTHER RESOLVED, that the Authorized Employees are duly authorized individually to execute and deliver Records to Freddie Mac using electronic means, electronic signatures and electronic systems.

Any such actions set forth herein taken by any Authorized Employee on behalf of

2. \_\_\_\_\_ are hereby ratified, approved, and confirmed.

## **INSTRUCTIONS FOR RESOLUTION:**

Information entered in this Resolution will automatically populate applicable fields in Form 990SF. If the Seller chooses to fill out the Form 990SF and Resolution with pen and ink, you may request a Word version from [counterparty\\_authorization@freddiemac.com](mailto:counterparty_authorization@freddiemac.com).

- 1. INSERT THE NAME OF WAREHOUSE PROVIDER'S GOVERNING BODY (e.g., BOARD OF DIRECTORS, BOARD OF MEMBERS, MANAGING MEMBER, ETC.)**
- 2. INSERT WAREHOUSE PROVIDER'S COMPLETE LEGAL NAME (e.g., XYZ COMPANY, ABC LLC)**
- 3. INSERT THE DATE OF THE RESOLUTION**
- 4. COMPLETE THE SECTION OF PARAGRAPH 3 FOR THE AUTHORIZED EMPLOYEES**
- 5. ATTACH EXHIBIT "A" TO THE CERTIFICATE OF INCUMBENCY**