

**CHARTER OF THE GOVERNANCE AND NOMINATING COMMITTEE
OF THE
BOARD OF DIRECTORS
OF THE
FEDERAL HOME LOAN MORTGAGE CORPORATION**

[Amended and Restated by the Board of Directors on June 2, 2005]

Organization, Membership Requirements and Committee Processes

The Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of the Federal Home Loan Mortgage Corporation (“Freddie Mac”) shall consist of the Chairmen of the Audit, Finance and Capital Deployment, Compensation and Human Resources, and Mission and Sourcing Committees of the Board (the “Committee Chairmen”), the Lead Director, if the Lead Director is not one of the Committee Chairmen, and any other Director so designated by the Board. Each of these individuals shall serve on the Committee only if the individual is independent under the rules of the New York Stock Exchange. The Lead Director shall serve as Chair of the Committee unless the Board designates another member of the Committee to serve as Chair.

The Committee generally shall hold at least six regularly scheduled meetings and a total of at least eight meetings each year. The Committee’s Chairman shall report regularly to the Board on the Committee’s activities and minutes of the Committee’s meetings shall be submitted to the Board.

The members of the Committee shall have access to any employees of Freddie Mac, and shall have the authority to engage such outside consultants or advisors including, but not limited to, attorneys, accountants, auditors and management consultants, as the Committee may deem appropriate to fulfill its responsibilities. Freddie Mac shall provide appropriate funding for the retention of any such consultants or advisors, and for other necessary and appropriate administrative expenses of the Committee, all as determined by the Committee.

Purpose, Powers, Duties and Responsibilities of the Committee

Pursuant to the authority granted to it by the Board, the Committee is hereby charged by the Board with the following authority and responsibilities:

1. With respect to Freddie Mac corporate governance documents:
 - a. To review Freddie Mac’s Bylaws at least annually and to recommend to the Board such changes to the Bylaws as the Committee deems appropriate; and
 - b. To review Freddie Mac’s Corporate Governance Guidelines (the “Guidelines”), including the standards for determining the independence of members of the Board and the qualifications for Board membership, at least annually and to recommend to the Board such changes to the Guidelines as the Committee deems appropriate;

2. With respect to the annual evaluation by the Board and each of the Board committees of their respective operations and performance:
 - a. To develop, adopt and amend the process for annual evaluation by the Board and each of the Board committees of their respective operations and performance, which shall include procedures for review of each committee's structure and operations (including authority to delegate to subcommittees), the committee's process for reporting to the Board, and the process for determining the membership of the committee, including qualifications for committee membership;
 - b. To oversee the annual evaluations of Board and committee operations and performance;
 - c. To review, at least annually, the Committee's performance, including review of the matters specified in paragraph 2(a);
 - d. To make such recommendations to the Board as the Committee deems appropriate concerning policies, practices or other topics identified by the Committee, the Board or any other committee, including with respect to the reporting of information by management to the Board and to its committees and by the committees to the Board; and
 - e. To review and report to the Board, at least annually, on the structure and responsibilities of the Board's committees and to make such recommendations as the Committee deems appropriate.
3. With respect to candidates for membership on the Board:
 - a. To identify individuals qualified to become members of the Board, consistent with criteria approved by the Board;
 - b. To review proposals for nominations from stockholders that are submitted in accordance with the Corporation's Bylaws for possible recommendation to the Board;
 - c. To recommend to the Board the slate of nominees to be proposed for election by the stockholders at the Corporation's Annual Meeting of Stockholders; and
 - d. To recommend to the Board nominees to fill vacancies on the Board.
4. With respect to members of the Board:
 - a. To review the independence of members of the Board and other individuals nominated for election to the Board, at least annually, and to make recommendations to the Board concerning independence determinations for publication in Freddie Mac's proxy statement; and

- b. To review the application to Board members of the term limits, retirement age and other qualifications for Board membership under the Guidelines, at least annually, and to address with the affected member and/or with the Board, as appropriate, any matters that may arise thereunder.
5. With respect to the membership of Board committees:
 - a. To make recommendations to the Board, at least annually, concerning the assignment of members of the Board to committees, and to reflect in those recommendations any applicable legal requirements concerning membership on those committees, taking into account the views of the respective committees as communicated to the Committee by the chairs of those committees; and
 - b. To make a recommendation to the Board, at least annually, for publication in Freddie Mac's proxy statement, concerning the designation of an "audit committee financial expert" under applicable regulations of the Securities and Exchange Commission, taking into account the views of the Audit Committee as communicated to the Committee by the chair of the Audit Committee.
6. To review management's proposed response to stockholder proposals submitted for inclusion in Freddie Mac's proxy statement in accordance with the Corporation's Bylaws, the Corporate Policy concerning such proposals, and any applicable laws and regulations, and to make recommendations to the Board regarding responses to any such proposals as the Committee deems necessary or appropriate.
7. To oversee the management of reputation risk and legislative and related matters.
8. To review, at least annually, a report from the Chairman of the Board of Trustees of Freddie Mac's political action committee on the progress and operations of the PAC.
9. To oversee Freddie Mac's compliance with the December 9, 2003, Consent Order with the Office of Federal Housing Enterprise Oversight ("OFHEO"), to review and approve for submission to OFHEO quarterly reports from management on Freddie Mac's progress in complying with the Consent Order, and to review senior management's annual report concerning its review of the effectiveness of internal controls with respect to reporting to the Board and senior management.
10. To review and reassess the adequacy of the Committee's Charter, at least annually, and to recommend to the Board such changes to the Committee's Charter as the Committee deems appropriate.
11. To perform such other duties as may from time to time be assigned by the Board or requested by the Board's Chairman or Lead Director.