

**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 March 31, 2004]

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 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. Management 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 corporate governance:
 - a. To recommend changes and amendments to the corporate governance guidelines;
 - b. To recommend to the Board a process for an annual evaluation by the Board and each of the Board committees of their respective operations and performance, to oversee those evaluations, and to make such recommendations as the Committee deems appropriate concerning policies, practices or other topics identified by the Committee, the Board or the committee being evaluated. The procedures for review of committee performance shall provide for review of the 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;
- c. To review, at least annually, the Committee's performance, including review of the matters specified in paragraph 1(b);
 - d. To review and report to the Board, at least annually, on the structure of the Board's committees and to make such recommendations as the Committee deems appropriate;and
 - e. To make recommendations on such other matters relating to corporate governance that the Committee or its Chairman may deem appropriate or that the Board or its Chairman may request.
2. 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 of Directors; and
 - c. To recommend to the Board of Directors the slate of nominees to be proposed for election by the stockholders at the Corporation's Annual Meeting of Stockholders;
 3. To recommend to the Board of Directors nominees to fill vacancies on the Board.
 4. To review management's proposed response to stockholder proposals submitted for inclusion in the Corporation's Proxy Statement in accordance with the Corporation's Bylaws, and to make recommendations to the Board of Directors regarding responses to any such proposals when the Committee deems it necessary or appropriate.
 5. To recommend to the Board of Directors policies or other approaches regarding termination of membership on the Board, including retirement and change in primary employment status.
 6. To oversee the management of reputation risk and legislative and related matters.
 7. To review and reassess the adequacy of the Committee's Charter on an annual basis and recommend any changes to the Board for approval .
 8. 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.