

FEDERAL HOME LOAN MORTGAGE CORP  
Form 10-Q  
August 07, 2014  
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

For the quarterly period ended June 30, 2014  
or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission File Number: 001-34139

Federal Home Loan Mortgage Corporation  
(Exact name of registrant as specified in its charter)  
Freddie Mac

Federally chartered corporation	8200 Jones Branch Drive	52-0904874	(703) 903-2000
	McLean, Virginia 22102-3110		(Registrant's telephone number, including area code)
(State or other jurisdiction of incorporation or organization)	(Address of principal executive offices, including zip code)	(I.R.S. Employer Identification No.)	

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports); and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer <input checked="" type="checkbox"/>	Accelerated filer <input type="checkbox"/>
Non-accelerated filer (Do not check if a smaller reporting company) <input type="checkbox"/>	Smaller reporting company <input type="checkbox"/>

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of July 24, 2014, there were 650,040,391 shares of the registrant's common stock outstanding.

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**PART I — FINANCIAL INFORMATION**

We continue to operate under the conservatorship that commenced on September 6, 2008, under the direction of FHFA as our Conservator. The Conservator succeeded to all rights, titles, powers and privileges of Freddie Mac, and of any shareholder, officer or director thereof, with respect to the company and its assets. The Conservator has delegated certain authority to our Board of Directors to oversee, and management to conduct, business operations so that the company can continue to operate in the ordinary course. The directors serve on behalf of, and exercise authority as directed by, the Conservator. See “BUSINESS — Conservatorship and Related Matters” in our Annual Report on Form 10-K for the year ended December 31, 2013, or 2013 Annual Report, for information on the terms of the conservatorship, the powers of the Conservator, and related matters, including the terms of our Purchase Agreement with Treasury.

This Quarterly Report on Form 10-Q includes forward-looking statements that are based on current expectations and are subject to significant risks and uncertainties. These forward-looking statements are made as of the date of this Form 10-Q and we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date of this Form 10-Q. Actual results might differ significantly from those described in or implied by such statements due to various factors and uncertainties, including those described in: (a) the “FORWARD-LOOKING STATEMENTS” sections of this Form 10-Q, our 2013 Annual Report, and our Quarterly Report on Form 10-Q for the quarter ended March 31, 2014; and (b) the “RISK FACTORS” and “BUSINESS” sections of our 2013 Annual Report. Throughout this Form 10-Q, we use certain acronyms and terms that are defined in the “GLOSSARY.”

**ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

You should read this MD&A in conjunction with our consolidated financial statements and related notes for the three and six months ended June 30, 2014 included in “FINANCIAL STATEMENTS” and our 2013 Annual Report.

**EXECUTIVE SUMMARY**

**Overview**

Freddie Mac is a GSE chartered by Congress in 1970 with a public mission to provide liquidity, stability, and affordability to the U.S. housing market. We have maintained a consistent market presence since our inception, providing essential mortgage liquidity in a wide range of economic environments. We are working to support the continued recovery of the housing market and the nation’s economy by: (a) providing America’s families with access to mortgage funding at low rates while helping distressed borrowers keep their homes and avoid foreclosure, where possible; and (b) providing consistent liquidity to the multifamily mortgage market, which includes providing financing for affordable rental housing. At the same time, we are working with FHFA, our customers and the industry to build a stronger housing finance system for the nation.

**Conservatorship and Government Support for Our Business**

We continue to operate in conservatorship that began in September 2008, under the direction of FHFA, as our Conservator. The conservatorship and related matters continue to have a wide-ranging impact on us, including our management, business, financial condition, and results of operations. There is significant uncertainty as to our future, as conservatorship has no specified termination date, and it is unknown what changes may occur to our business model during or following conservatorship, including whether we will continue to exist.

We are also subject to certain constraints on our business activities imposed by Treasury due to the terms of, and Treasury’s rights under, the Purchase Agreement. We are dependent upon the continued support of Treasury and FHFA in order to continue operating our business. We cannot over the long term build and retain capital from the earnings generated by our business operations, or return capital to stockholders other than Treasury.

For more information on the conservatorship and government support for our business, including the Purchase Agreement, see “BUSINESS — Conservatorship and Related Matters” and “NOTE 2: CONSERVATORSHIP AND RELATED MATTERS” in our 2013 Annual Report.

**Consolidated Financial Results**

During the second quarter of 2014, home price growth continued to moderate compared to the first half of 2013. Comprehensive income was \$1.9 billion for the second quarter of 2014 compared to \$4.4 billion for the second quarter of 2013. Comprehensive income for the second quarter of 2014 consisted of \$1.4 billion of net income and

\$0.5 billion of other comprehensive income. Our results for the second quarter of 2014 include: (a) a benefit for credit losses; and (b) settlements of lawsuits regarding our investments in certain residential non-agency mortgage-related securities; offset by (c) declines in the fair value of our derivatives due to the decrease in longer-term interest rates. Our total equity was \$4.3 billion at June 30, 2014. As a result of our positive net worth at June 30, 2014, no draw is being requested from Treasury under the Purchase Agreement for the second quarter of 2014. Through June 30, 2014, we have paid aggregate cash dividends to Treasury that exceed our



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aggregate draws received under the Purchase Agreement by \$14.9 billion. At June 30, 2014, our aggregate funding received from Treasury under the Purchase Agreement was \$71.3 billion.

### Sustainability of Earnings

The level of earnings we have experienced in recent periods is not sustainable over the long term. Our 2013 financial results included a significant benefit related to the release of the deferred tax asset valuation allowance. As a result, we no longer maintain a valuation allowance against our deferred tax asset. Additionally, our 2013 and 2014 financial results included settlements of representation and warranty claims and of residential non-agency mortgage-related securities litigation. We do not expect future settlements, if any, of representation and warranty claims related to pre-conservatorship loan originations to have a significant effect on our financial results. Our recent financial results, particularly the level of loan loss provisioning, also benefited significantly from strong home price appreciation, which is moderating. In addition, declines in the size of our mortgage-related investments portfolio, as required by FHFA and the Purchase Agreement with Treasury, will reduce earnings over time. Our financial results will also continue to be affected by changes in interest rates, yield curves, implied volatility, and mortgage spreads (which impact both derivatives and mortgage-related securities held by us), and therefore can cause significant earnings and net worth variability from period to period.

### Our Primary Business Objectives

Our business objectives reflect direction that we have received from the Conservator. We are focused on the following primary business objectives: (a) reducing taxpayer exposure to losses by reducing and managing our overall risk profile, especially to mortgage-related risks; (b) supporting U.S. homeowners and renters by providing lenders with a constant source of liquidity for mortgage products even when other sources of financing are scarce; (c) building a commercially strong and efficient business enterprise; and (d) positioning the company, in particular our people and infrastructure, to succeed in a to-be-determined “future state.”

On May 13, 2014, FHFA issued its 2014 Strategic Plan and the 2014 Conservatorship Scorecard. The 2014 Strategic Plan provides an updated vision for FHFA's implementation of its obligations as conservator of Freddie Mac and Fannie Mae (the “Enterprises”), and establishes three reformulated strategic goals: (a) maintain, in a safe and sound manner, foreclosure prevention activities and credit availability for new and refinanced mortgages to foster liquid, efficient, competitive and resilient national housing finance markets; (b) reduce taxpayer risk through increasing the role of private capital in the mortgage market; and (c) build a new single-family securitization infrastructure for use by the Enterprises and adaptable for use by other participants in the secondary market in the future. The 2014 Conservatorship Scorecard establishes objectives and performance targets and measures for 2014 for the Enterprises related to the strategic goals set forth in the 2014 Strategic Plan. For more information, see “LEGISLATIVE AND REGULATORY MATTERS — FHFA's 2014 Strategic Plan for the Conservatorships of Freddie Mac and Fannie Mae and the 2014 Conservatorship Scorecard.”

### Reducing Taxpayer Exposure to Losses by Reducing and Managing Our Overall Risk Profile, Especially to Mortgage-Related Risks

We are working diligently with FHFA to reduce the taxpayers' exposure and improve the return on the taxpayers' investment. We continue to actively manage and reduce the high credit risk related to our 2005-2008 Legacy single-family book by: (a) providing homeowners with alternatives that allow them to stay in their homes; (b) maximizing the proceeds from short sales and REO sales; (c) actively managing our servicers; (d) pursuing our rights with our sellers; (e) enforcing our rights with other counterparties; and (f) reducing our mortgage-related investments portfolio over time. The 2005-2008 Legacy single-family book represented 15% of our single-family credit guarantee portfolio at June 30, 2014, but comprised 81% of our credit losses in the first half of 2014.

### Providing Homeowners with Alternatives that Allow Them to Stay in Their Homes

We establish guidelines for our servicers to follow and provide them default management programs to use, in part, in determining which type of loan workout would be expected to provide us with an opportunity to manage our exposure to credit losses. Our servicers pursue repayment plans and loan modifications for borrowers facing financial or other hardships because the level of recovery on a reperforming loan may often be much higher than would be the case with a foreclosure or a foreclosure alternative. Since 2009, we have helped approximately 1,017,000 borrowers experiencing hardship complete a loan workout. Under our loan workout programs, our servicers contact borrowers

experiencing hardship with a goal of helping them stay in their homes or avoid foreclosure. Across all of our modification programs, we modified \$7.0 billion and \$8.5 billion in UPB of loans in the first six months of 2014 and 2013, respectively. Our servicers seek and also facilitate the completion of foreclosure alternatives when a home retention solution is not possible.

Beginning in 2009, we introduced a variety of borrower-assistance programs, including HAMP, to help keep families in their homes. Our relief refinance initiative, including HARP (which is the portion of our relief refinance initiative for loans with LTV ratios above 80%), is another key program used by our seller/servicers to help keep families in their homes. In the first six months of 2014 and 2013, we purchased or guaranteed \$16.0 billion and \$65.1 billion in UPB of relief refinance loans, respectively, which included \$8.9 billion and \$41.8 billion in UPB of HARP loans, respectively. We have purchased HARP loans provided to nearly 1.3 million borrowers since the initiative began in 2009, including approximately 51,000 borrowers

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during the first half of 2014. See “Table 34 — Single-Family Relief Refinance Loans” for more information about the volume of our relief refinance purchases.

As of June 30, 2014, the borrower’s monthly payment for all of our completed HAMP modifications was reduced on average by an estimated \$529 at the time of modification, which amounts to an average of \$6,348 per year, and a total of \$1.6 billion in annual reductions (these amounts are calculated by multiplying the number of completed modifications by the average reduction in monthly payment, and have not been adjusted to reflect the actual performance of the loans following modification).

The table below presents our single-family loan workout activities for the last five quarterly periods.

Table 1 — Total Single-Family Loan Workout Volumes

Based on workouts completed with borrowers for loans within our single-family credit guarantee portfolio.

Excludes those modification, repayment, and forbearance activities for which the borrower has started the required process, but the actions have not been made permanent or effective, such as loans in modification trial periods.

(1) Also excludes certain loan workouts where our single-family seller/servicers have executed agreements in the current or prior periods, but these have not been incorporated into certain of our operational systems due to delays in processing. These categories are not mutually exclusive and a loan in one category may also be included within another category in the same period.

(2) As of June 30, 2014, approximately 23,000 borrowers were in modification trial periods, including approximately 20,000 borrowers in trial periods for our non-HAMP modification.

(3) Excludes loans with long-term forbearance under a completed loan modification. Many borrowers enter into a short-term forbearance agreement before another loan workout is pursued or completed. We only report forbearance activity for a single loan once during each quarterly period within the year; however, a single loan may be included under separate forbearance agreements in separate periods.

While we believe our home retention programs have been largely successful, many borrowers still need our assistance. See “RISK MANAGEMENT — Credit Risk — Mortgage Credit Risk — Single-Family Mortgage Credit Risk” for more information about loss mitigation activities and our efforts to keep families in their homes, including through our loan modification initiatives and our relief refinance mortgage initiative. Under the 2014 Conservatorship Scorecard, FHFA set goals for us relating to: (a) encouraging eligible borrowers to refinance their mortgages under HARP; and (b) assessing and developing additional plans for loss mitigation strategies. In June 2014, FHFA announced that it would begin a nationwide outreach campaign. This campaign includes open forum meetings with participation from us and Fannie Mae, in certain cities, to inform community leaders about HARP eligibility criteria and benefits. We are also assessing or piloting other new strategies for loss mitigation with FHFA and Fannie Mae, including implementing a temporary new modification initiative in Detroit, Michigan, to assist troubled borrowers in the city.

**Maximizing the Proceeds from Short Sales and REO Sales**

In cases where repayment plans and loan modifications are not possible or successful, a short sale transaction typically provides us with a comparable or higher level of recovery than a foreclosure and subsequent property sale from our REO inventory. In large part, the benefit of a short sale is that we avoid costs we would otherwise incur to complete the foreclosure and dispose of the property, including maintenance, property taxes, and other expenses associated with holding REO property.

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We believe our REO disposition and short sale severity ratios in the first half of 2014 were positively affected by changes made in 2012 to our process for evaluating the market value of impaired loan collateral and determining the list price for our REO properties when we offer them for sale.

Under the 2014 Conservatorship Scorecard, FHFA set a goal for us to develop and implement a plan for targeted sales of non-performing loans and REO properties that facilitate neighborhood stabilization, especially in markets that have been hardest hit by the housing downturn. In the first half of 2014, we worked with FHFA and Fannie Mae to develop a plan for both short sales and REO sales, including expanded auctions of properties, in certain cities that were hardest hit by the housing crisis. In these areas we are also: (a) expanding our efforts with locally-based private entities to facilitate REO dispositions; and (b) expanding our first look opportunities, which provide an initial period for REO properties to be purchased by owner occupants and non-profits dedicated to neighborhood stabilization before permitting investors to make offers.

**Actively Managing our Servicers**

We continue to face challenges with respect to the performance of certain of our single-family servicers in managing our seriously delinquent loans. Our servicers represent and warrant to us that loans serviced on our behalf will be serviced in accordance with our servicing contract. These contractual obligations provide us with remedies for breaches in servicing. These contractual remedies include the ability to require the servicer to pay compensatory or other fees, repurchase the loan at its current UPB, and/or reimburse us for losses realized. Beginning in 2013, we increased our review of servicing related violations, which included issuing notices of defect to our servicers for certain violations of our servicing standards. As of June 30, 2014, we had: (a) \$0.4 billion of outstanding repurchase requests for servicing related violations; and (b) an additional \$0.3 billion of outstanding notices of defect, with our servicers, based on the UPB of the related loans. We also recognized \$179 million of compensatory fees in the first half of 2014 primarily for servicer failures to complete a foreclosure within our timelines.

We continue to have a large population of seriously delinquent loans, many of which have been delinquent for more than one year; these loans tend to be more challenging to resolve. As of June 30, 2014, our serious delinquency rate for the aggregate of those states that require a judicial foreclosure and all other states was 2.89% and 1.39%, respectively. Foreclosures generally take longer to complete in states where judicial foreclosures are required, compared to other states. During the six months ended June 30, 2014, the average time to foreclose on properties in states that require a judicial foreclosure was 1,033 days compared to 644 days in all other states for loans in our single-family credit guarantee portfolio, excluding those underlying our Other Guarantee Transactions. These averages are based on the loans that completed foreclosure during the period.

In the first half of 2014, we facilitated the transfer of servicing for \$15.1 billion in UPB of loans from our primary servicers to specialty servicers. As part of our efforts to maximize foreclosure alternatives, increase problem loan workouts, and mitigate our credit losses, we have continued to facilitate the transfer of servicing for certain pools of loans to servicers that specialize in workouts of problem loans.

**Pursuing Our Rights with Our Sellers**

We have contractual arrangements with our sellers under which they agree to sell us mortgage loans, and represent and warrant that those loans have been originated under specified underwriting standards. If we subsequently discover that the representations and warranties were breached (i.e., that contractual standards were not followed), we can exercise certain contractual remedies to mitigate our actual or potential credit losses. These remedies include the ability to require the seller to repurchase the loan at its current UPB and/or reimburse us for losses realized. In 2013, we substantially achieved the goal set for us (in the 2013 Conservatorship Scorecard) to complete our requests for remedies for breaches of seller representations and warranties related to pre-conservatorship loan activity. As a result, our exposure to single-family mortgage seller/servicers has declined with respect to repurchase obligations arising from breaches of representations and warranties made to us for loans they underwrote and sold to us. As of June 30, 2014 and December 31, 2013, we had \$0.5 billion and \$1.6 billion, respectively, of outstanding repurchase requests with sellers, based on UPB of the loans.

We continue to recover credit losses from seller/servicers in the normal course of business related to breaches of representations and warranties for loans they sold to us or service for us. In the first half of 2014, we recovered amounts from seller/servicers with respect to \$1.4 billion in UPB of loans subject to our repurchase requests for

selling and servicing violations, including \$0.4 billion in UPB related to settlement agreements. Approximately 18% of the \$1.4 billion in UPB associated with resolved repurchase requests in the first half of 2014 were satisfied by the reimbursement of losses (excluding amounts related to settlement agreements).

In May 2014, at the direction of FHFA, we announced certain changes to our representation and warranty framework for loans acquired on and after July 1, 2014. See "RISK MANAGEMENT — Credit Risk — Institutional Credit Risk — Single-Family Mortgage Seller/Serviceers" for information about these changes.

#### Enforcing Our Rights with Other Counterparties

We continue to pursue claims for coverage under mortgage insurance policies. We also continue to actively pursue settlements with mortgage insurance counterparties. We use mortgage insurance, which is a form of credit enhancement, to

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mitigate our credit loss exposure. Primary mortgage insurance is generally required to be purchased at loan origination, typically at the borrower's expense, for mortgages with LTV ratios greater than 80%, from an insurer that is typically selected by the lender.

We received payments under primary and other mortgage insurance of \$0.6 billion and \$0.9 billion during the six months ended June 30, 2014 and 2013, respectively. Although the financial condition of certain of our mortgage insurers has improved in recent periods, there is still significant risk that some of these counterparties may fail to fully meet their obligations. We expect to receive substantially less than full payment of our claims from one of our top five mortgage insurance counterparties, as it is only permitted to partially pay claims under orders of its regulator.

Our ability to manage our exposure to mortgage insurers is limited as: (a) certain of our mortgage insurers are operating below our eligibility thresholds; and (b) our ability to revoke a mortgage insurer's status as an eligible insurer requires FHFA approval under certain circumstances. We consider the collectability of our claims against our mortgage insurers when determining the carrying amount of our receivables and estimating our loan loss reserves on our consolidated balance sheets.

We are developing counterparty risk management standards for mortgage insurers, in conjunction with Fannie Mae, at the direction of FHFA, consisting of the following: (a) revised eligibility requirements, which includes financial requirements under a risk based framework; and (b) revised master policies that provide greater certainty of coverage and facilitate timely claims processing. The revised standards are designed to provide that mortgage insurers are able to withstand a stress economic scenario and fulfill their intended role of providing private capital to the mortgage market. In December 2013, FHFA announced that we and Fannie Mae, in collaboration with our mortgage insurers, had completed development of new master policies, for which the mortgage insurers are seeking state regulatory approval. Aligning mortgage insurer eligibility requirements is a key component of the 2014 Conservatorship Scorecard and the 2014 Strategic Plan. We have announced that the revised master policies will be implemented October 1, 2014. FHFA has published the draft eligibility requirements for public input during a comment period which will conclude on September 8, 2014. We expect to publish new eligibility requirements by the end of 2014, which will become effective 180 days after the publication date. Approved insurers that do not fully comply with the new financial requirements would be given a transition period of up to two years from the publication date.

At the direction of our Conservator, we are also working to enforce our rights as an investor with respect to the non-agency mortgage-related securities we hold, and are engaged in various efforts, in some cases in conjunction with other investors, to mitigate or recover losses on our investments in these securities. In the first half of 2014, we and FHFA reached settlements with a number of institutions pursuant to which we received an aggregate of \$4.9 billion, which was recognized in our consolidated statement of comprehensive income for the period. Lawsuits against a number of large institutions are currently pending. See "NOTE 15: CONCENTRATION OF CREDIT AND OTHER RISKS" for more information about our recent agreements with non-agency mortgage-related security issuers.

**Reducing Our Mortgage-Related Investments Portfolio Over Time**

In July 2014, pursuant to the 2014 Conservatorship Scorecard, we submitted a plan to FHFA to meet (even under adverse market conditions) the portfolio reduction requirements of the Purchase Agreement. Under the plan (and as set forth in the 2014 Conservatorship Scorecard), we are focused on reducing the less liquid assets in our mortgage-related investments portfolio. The Scorecard provides that any sales of less liquid assets should be economically sensible transactions that consider impacts to the market and neighborhood stability.

From December 31, 2013 to June 30, 2014, the size of our mortgage-related investments portfolio declined by 9% or \$41.1 billion, to \$419.9 billion. Our less liquid assets accounted for \$27.6 billion of this decline. Our less liquid assets declined primarily due to liquidations and our active efforts to reduce less liquid assets through securitization of \$3.5 billion of single-family reperforming and modified loans and sale of \$8.2 billion of less liquid assets (excluding sales of: (a) multifamily held-for-sale loans; and (b) single-family loans purchased for cash). We plan to continue reducing the balance of our less liquid assets, although we continue to add certain of these assets to our mortgage-related investments portfolio as part of our business strategies (e.g., removal of seriously delinquent loans from PC pools and acquisitions of multifamily and single-family loans purchased for cash). For more information, see "Limits on Investment Activity and Our Mortgage-Related Investments Portfolio."

**Supporting U.S. Homeowners and Renters by Providing Lenders with a Constant Source of Liquidity for Mortgage Products even when Other Sources of Financing are Scarce**

We maintain a consistent market presence by providing lenders with a constant source of liquidity for mortgage products even when other sources of financing are scarce. This liquidity provides our customers with confidence to continue lending even in difficult environments. In the first six months of 2014 and 2013, we purchased or issued other guarantee commitments for \$107.6 billion and \$261.7 billion in UPB of single-family conforming mortgage loans, respectively, representing approximately 526,000 and 1,281,000 homes, respectively. Origination volumes in the U.S. residential mortgage market declined significantly during the first half of 2014, as compared to the first half of 2013, driven by a significant decline in the volume of refinance mortgages. We attribute this decline to higher average mortgage interest rates in the first half of 2014

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compared to the first half of 2013. In addition, many borrowers have already refinanced their loans in recent periods at relatively low interest rates, and thus may be less likely to do so in the future. We estimate that we, Fannie Mae, and Ginnie Mae collectively guaranteed approximately 90% of the single-family conforming mortgages originated in the first half of 2014.

During the first half of 2014, our multifamily new business activity totaled \$7.1 billion, and provided financing for 508 properties amounting to approximately 114,000 apartment units. Approximately 90% of the units were affordable to families earning at or below the median income in their area.

Under the 2014 Conservatorship Scorecard, FHFA set several goals for us relating to increasing access to single-family mortgage credit for creditworthy borrowers. These goals include continuing to improve, and provide additional clarity regarding, our representation and warranty framework.

Building a Commercially Strong and Efficient Business Enterprise

Single-Family Guarantee Segment Strategies

Our single-family business is our core business line. We continue to take steps to build a stronger, profitable business model for our ongoing business. Our goal is to strengthen the business model in order to run the business efficiently and effectively in support of homeowners and taxpayers and, if required as part of a future state for the enterprise, to be able to promptly return to private sector ownership.

Our Single-family Guarantee segment is focused on strengthening our business model by:

Leveraging the fundamentals: We are leveraging our existing product offerings to better meet the needs of an evolving mortgage market. This includes working to reduce repurchase requests and penalties, in the form of fees, by providing greater certainty for seller/servicers that the loans they sell to us or service for us meet our requirements.

• We are doing this by enhancing the tools we make available to our customers (including Loan Prospector, Loan Quality Advisor, and Home Value Estimator), and expanding and leveraging the data standards of the Uniform Mortgage Data Program. We intend to continue to simplify, streamline, and strengthen our operations, while keeping pace with regulatory requirements, such as those implemented under the Dodd-Frank Act.

Better serving our customers: Our customers are our sellers, servicers, and investor/dealers. Based on feedback we have received directly from our customers through our Customer Advisory Boards, surveys, and ongoing conversations, we are enhancing our processes and programs to improve our customers' experience when doing business with us.

Managing the credit risk of the single-family credit guarantee portfolio: We are managing our credit risk by setting our underwriting standards at a level commensurate with the long-term credit risk appetite of the company. We use a process of delegated underwriting for the single-family mortgages we purchase or securitize. In this process, our contracts with seller/servicers describe mortgage eligibility and underwriting standards, and the seller/servicers represent and warrant to us that the mortgages sold to us meet these standards. Beginning in 2009, we have made various changes to our credit policies, including changes to improve our underwriting standards, purchased fewer loans with higher risk characteristics, and assisted in improving our mortgage insurers' and lenders' underwriting practices. As a result, the credit quality of the New single-family book is significantly better than that of the 2005-2008 Legacy single-family book, as measured by original LTV ratios, FICO scores, the proportion of loans underwritten with full documentation, delinquency rates, and credit losses. However, in recent periods, as refinancing volumes have declined, the composition of our loan purchase activity has been shifting to a higher proportion of home purchase loans and these loans generally have higher original LTV ratios and lower credit scores, in aggregate, than loans sold to us during 2010 through 2012.

• Transferring the credit risk of the single-family credit guarantee portfolio: We consider credit risk transfer transactions to be a prudent way to manage risk in our business. In addition to three credit risk transfer transactions completed in 2013, we executed four transactions (two STACR debt note transactions and two Agency Credit Insurance Structure, or ACIS transactions) during the first half of 2014. These transactions shift a portion of the mezzanine credit loss position on certain groups of loans in the New single-family book from us to private investors. While these credit risk transfer transactions have been relatively small compared to our overall mortgage credit risk exposure, we believe they have attracted broad interest in the market. We will continue to seek to expand and refine our offerings of credit risk transfer transactions in the future. The 2014 Conservatorship Scorecard includes a goal for



us to complete credit risk transfer transactions for \$90 billion in UPB using at least one transaction type in addition to STACR debt note transactions.

Optimizing the economics of the single-family credit guarantee portfolio: We strive to achieve the highest economic returns on our portfolio while considering and balancing our: (a) customer diversification; (b) housing mission and goals; and (c) customers' liquidity needs. However, economic returns on our guarantee activities are limited by, and subject to, FHFA's oversight. We also align our mortgage-related securities offerings and disclosures with customer needs and investor demand to balance the achievement of the above objectives while considering the relative performance of our securities in the market.

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### Investments Segment Strategies

Our Investments segment is a key business operation, which has certain objectives in 2014, including:

- Maintaining a presence in the agency mortgage-related securities market. Our activities in this market may include outright purchases and sales, dollar roll transactions, and structuring activities (e.g., resecuritizing existing agency securities into REMICs) and selling some or all of the tranches.

Maintaining a portfolio of liquid securities consistent with our liquidity management guidelines. In managing the reduction of our mortgage-related investments, we evaluate the liquidity of these investments based on two categories: (a) single-class and multiclass agency securities (excluding certain structured agency securities collateralized by non-agency mortgage-related securities); and (b) assets that are less liquid than the agency securities noted above. We are focusing our efforts on reducing the balance of less liquid assets in the mortgage-related investments portfolio. Our liquid assets collectively represented \$161.2 billion and \$174.7 billion at June 30, 2014 and December 31, 2013, respectively, or approximately 38% of UPB of the portfolio at both June 30, 2014 and December 31, 2013.

Managing the single-family performing loans obtained through our cash purchase program. In conjunction with the single-family business, we purchase loans from lenders for cash and securitize the majority of these loans into Freddie Mac agency securities that may be sold to dealers or investors, or retained in our mortgage investments portfolio as agency securities.

Managing single-family reperforming loans and performing modified loans. This includes securitizing loans, structuring the resulting securities and selling some or all of the tranches, and could include selling loans or other disposition strategies in the future.

Managing single-family delinquent loans along with the single-family business. This includes removing seriously delinquent loans from PC pools and selling loans, and could include other disposition strategies in the future.

Reducing the overall balance of our holdings of non-agency mortgage-related securities through liquidations and sales, subject to a variety of constraints, including market conditions.

Managing the treasury function, including funding and liquidity, for the overall company, through the issuance of short-term and long-term unsecured debt. We maintain a liquidity and contingency operating portfolio of cash and non-mortgage investments for short-term liquidity management.

Managing the interest-rate risk for the overall company through the use of derivatives and unsecured debt.

### Multifamily Segment Strategies

Our Multifamily business is a key business operation focusing on financing multifamily rental housing. We provide financing for affordable housing for renters nationwide and are a consistent source of liquidity to the multifamily mortgage market. We maintain a strong credit and capital management discipline, which we believe generates appropriate risk-adjusted returns on our business for taxpayers. We accomplish this primarily by focusing on our business model of purchasing, aggregating, and securitizing mortgage loans in order to transfer the expected credit risk associated with the loans to third-party investors. The Multifamily business model aligns with our objective that private investors absorb the first and predominant losses before any taxpayer exposure. We plan to continue to provide and support a consistent supply of affordable rental housing while reducing our exposure to credit risk through securitization.

The 2014 Conservatorship Scorecard includes a goal for us to maintain the dollar volume of new multifamily business activity for 2014 at or below the 2013 cap of \$25.9 billion, excluding certain targeted loan types, such as those that support affordable housing. Additionally, the 2014 Conservatorship Scorecard set a goal for us to assess the economics and feasibility of adopting additional types of risk transfer structures and of increasing the amount of risk transferred in current risk transfer structures (i.e., K Certificate transactions). For this purpose, risk is broadly defined to include, but is not limited to, credit, counterparty or aggregation risk. During the first half of 2014, we continued our K Certificate securitizations in the multifamily market with K Certificate transactions of \$8.4 billion in UPB. Positioning the Company, in Particular Our People and Infrastructure, to Succeed in a To-Be-Determined “Future State” Development of a New Secondary Mortgage Market

Under the direction of FHFA, we continue various efforts to build the infrastructure for a future housing finance system, including the following:

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Common Securitization Platform: We continue to work with FHFA and Fannie Mae on the development of a new common securitization platform. In October 2013, Common Securitization Solutions, LLC (which is equally owned by us and Fannie Mae) was formed to build and operate the platform. As part of the 2014 Conservatorship Scorecard, FHFA set certain goals relating to the continued development of the common securitization platform. We and FHFA expect this will be a multi-year effort. In addition, the 2014 Strategic Plan provides for us and Fannie Mae to work towards the development of a single (common) security as part of this effort.

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Uniform Mortgage Data Program: We and Fannie Mae continue to collaborate with the industry to develop and implement uniform data standards for single-family mortgages. The 2014 Conservatorship Scorecard set a goal for us to provide active support for the following mortgage data standardization initiatives: (a) the Servicing Data and Technology Initiative; (b) the Uniform Closing Disclosure Dataset; and (c) the Uniform Loan Application Dataset. Lender placed insurance standards: As part of the servicing alignment initiative, we announced changes in our servicing standards for situations in which our servicers obtain property hazard insurance on properties securing single-family loans we own or guarantee. As a result, effective June 1, 2014, our seller/servicers may not receive compensation or other payment from insurance carriers nor may they use their own or affiliated entities to insure or reinsure a property. The 2014 Conservatorship Scorecard includes a goal for us to continue to develop approaches to reduce borrower costs for lender placed insurance.

In addition, in the first half of 2014 we worked to help our seller/servicers improve their underwriting processes for loans that they sell to us, including the following:

We continued our initiative for enhanced early-risk assessment by seller/servicers through the use of Loan Quality Advisor, an automated tool for use in evaluating the credit eligibility of loans and identifying non-compliance issues; We implemented requirements for our seller/servicers in response to certain final rules from the Consumer Financial Protection Bureau, including rules concerning the requirements for borrowers' ability to repay and high-cost mortgages. See "BUSINESS — Legislative and Regulatory Developments — Dodd-Frank Act" in our 2013 Annual Report for further information on the final rules;

We adhered to recently implemented standard timelines, appeal requirements, and alternative remedies for resolution of repurchase obligations as part of our efforts to enhance post-delivery quality control practices and transparency associated with our new representation and warranty framework; and

We continued to execute our loan review sampling strategy, specifically focusing on newly purchased mortgage loans, to evaluate compliance with our standards.

### Investing in Human Capital, Technology and Other Resources

We continue to make strategic investments to maintain and improve our ability to operate the company for the foreseeable future in conservatorship and potentially afterwards. Our human capital risks have stabilized in recent periods, as increased levels of voluntary turnover experienced in 2011 have abated. The possibility remains that we may experience increased turnover again in the future as the Administration and Congress continue to debate our future business model.

Our information technology risk also continues to decline. For example, in 2013, we completed a three-year multimillion dollar project to move our key legacy applications and infrastructure to current, supported technology.

We are investing each year to maintain our technology and are focused on standardizing and simplifying the technology portfolio. We continue to focus on emerging information security risks. We are reviewing our information technology architecture design with a focus on simplifying our information technology environment. We are also improving our out-of-region disaster recovery capabilities.

### Streamlining, Simplifying and Strengthening Operations

We continue to strengthen our operations. Beginning in mid-2012 and continuing in 2013 and 2014, we took steps to enhance management's focus on control issues by elevating awareness of those issues across the company and stressing timely remediation. As a result, the number of outstanding control issues reached its lowest level since conservatorship. We also continue to work to improve our operating efficiency. In 2013, we began a multi-year project focused on simplifying our control structure and eliminating redundant control activities. We updated our risk and control framework to increase our emphasis on risk management and are conducting detailed operational control design reviews to identify ways to simplify our controls structure.

### Mortgage Market and Economic Conditions

#### Overview

The U.S. real gross domestic product rose by 4.0% on an annualized basis during the second quarter of 2014, compared to decreasing 2.1% in the first quarter of 2014 and increasing 2.5% in the second quarter of 2013, according to the Bureau of Economic Analysis. The national unemployment rate was 6.1% in June 2014, compared to 6.7% in both March 2014 and December 2013, based on data from the U.S. Bureau of Labor Statistics. An average of

approximately 233,000 monthly net new jobs (non-farm) were added to the economy during the first half of 2014, which shows evidence of a positive trend for the economy and the labor market. The average interest rate on new 30-year fixed-rate conforming mortgages largely held steady over the past three quarters, averaging 4.29% during the fourth quarter of 2013, 4.36% in the first quarter of 2014, and 4.23% during the second quarter of 2014, based on our weekly Primary Mortgage Market Survey. This compares with the second quarter of 2013, when the average rate on new 30-year fixed-rate conforming mortgages was 3.67%. Higher mortgage interest rates in recent periods contributed to a relatively low volume of single-family refinance mortgage activity in the market during the first half of 2014.

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Single-Family Housing Market

Although home prices increased on a national basis in the second quarter of 2014 and from June 2013 to June 2014 (based on our index), some localities continued to be affected by weakness in employment growth and a significant inventory of seriously delinquent loans in their markets.

Based on data from the National Association of Realtors, sales of existing homes in the second quarter of 2014 were 5.04 million (on a seasonally-adjusted annual basis), increasing 9.6% from 4.60 million in the first quarter of 2014.

Based on data from the U.S. Census Bureau and HUD, sales of new homes in the second quarter of 2014 were approximately 419,000 (on a seasonally-adjusted annual basis), declining 3.5% from approximately 434,000 in the first quarter of 2014. Home price appreciation has continued to moderate, with our nationwide index registering approximately a 6.1% increase from June 2013 to June 2014, compared with a 7.9% increase from March 2013 to March 2014. Despite increases in recent periods, our national home price index reflects a cumulative decline of 11.2% since June 2006. These estimates were based on our own price index of mortgage loans on one-family homes funded by us or Fannie Mae. Other indices of home prices may have different results, as they are determined using different pools of mortgage loans and calculated under different conventions than our own.

Multifamily Housing Market

The multifamily market continued to experience positive trends during the first half of 2014. Recent data reported by Reis, Inc. indicated that the national apartment vacancy rate was 4.1% and 4.3% in the second quarter of 2014 and 2013, respectively, and remains low compared to the cyclical peak of 8% reached at the end of 2009. In addition, Reis, Inc. reported that effective rents (i.e., the average rent paid by the tenant over the term of the lease adjusted for concessions by the landlord and costs borne by the tenant) grew by 0.9% during the second quarter of 2014. Vacancy rates and effective rents are important to loan performance because multifamily loans are generally repaid from the cash flows generated by the underlying property and these factors significantly influence those cash flows. According to the latest information available from Moody's Analytics, Inc. and Real Capital Analytics, Inc., apartment prices are now more than 7% above the peak level reached before the housing crisis, and reflect continued strong demand from investors for apartment properties.

Outlook

Forward-looking statements involve known and unknown risks and uncertainties, some of which are beyond our control. These statements are not historical facts, but rather represent our expectations based on current information, plans, judgments, assumptions, estimates, and projections. Actual results may differ significantly from those described in or implied by such forward-looking statements due to various factors and uncertainties. For example, a number of factors could cause the actual performance of the housing and mortgage markets and the U.S. economy in the near term to be significantly worse than we expect, including adverse changes in national or international economic conditions and changes in the federal government's fiscal or monetary policies. See "FORWARD-LOOKING STATEMENTS" for additional information.

Although national home prices have increased in recent periods, home prices at June 30, 2014 remained significantly below their peak levels in many geographical areas. Declines in the market's inventory of vacant housing have supported stabilization and increases in home prices in a number of metropolitan areas. We believe that home prices will not increase at the same growth rate experienced in 2013, but will continue to gradually moderate during the remainder of 2014 and will return towards growth rates that are consistent with long-term historical averages (approximately 2 to 5 percent growth on an annual basis). To the extent a large volume of loans concentrated in a particular geographic area completes the foreclosure process in a short period, the resulting increase in the market's inventory of homes for sale could have a negative effect on home prices.

Single-Family

We continue to expect key macroeconomic drivers of the economy, such as income growth, employment, and inflation, will affect the performance of the housing and mortgage markets during the second half of 2014. Since we expect that economic growth will continue and mortgage interest rates will remain relatively low compared to historical levels, but trend slowly upward during the remainder of 2014, we believe that housing affordability will remain relatively high in most metropolitan housing markets during the remainder of 2014 for potential home buyers. We expect that the volume of home sales in the full year of 2014 will likely be slightly lower than in 2013. Important

factors that we believe will continue to negatively affect single-family housing demand are the relatively high unemployment rate in certain areas and relatively modest family income growth.

We expect the UPB of our single-family credit guarantee portfolio will be relatively unchanged at the end of 2014 compared to the end of 2013, as an expected decline in purchase volume is expected to be offset by a decline in prepayments. We expect mortgage origination volumes in the full year of 2014, including refinancings, to be at the lowest level since 2000. Our loan purchase activity in the first half of 2014 declined to \$107.6 billion in UPB compared to \$261.7 billion in UPB during the first half of 2013. We expect this trend to continue in the second half of 2014 as refinancing volumes continue to remain low. During the first half of 2014, refinancings, including HARP, comprised approximately 48% of our single-family purchase and issuance volume compared with 81% in the first half of 2013. We expect HARP activity to continue to remain low during

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the second half of 2014 since the pool of borrowers eligible to participate in the program has declined and mortgage interest rates moved higher in recent periods.

Our guarantee fee rate charged on new acquisitions is significantly higher than that of our Legacy single-family books as a result of two across-the-board increases in guarantee fees implemented in 2012. In June 2014, FHFA released a request for input on the guarantee fees that we and Fannie Mae charge lenders. We cannot predict what changes, if any, FHFA will require us to make to our guarantee fees as a result of the input received from this request. For more information, see “LEGISLATIVE AND REGULATORY MATTERS — FHFA Request for Input on Guarantee Fees.” Our charge-offs declined significantly during the first half of 2014 compared to the first half of 2013. We expect our charge-offs and credit losses to continue to be lower than the level we experienced in 2013, but to remain elevated in the remainder of 2014 in part due to the substantial number of delinquent and underwater mortgage loans in our single-family credit guarantee portfolio that will likely be resolved. For the near term, we also expect:

• REO disposition and short sale severity ratios to remain high. However, our recovery rates have been positively affected by recent improvements in home prices and home sales; and

- The number of seriously delinquent loans and the volume of our loan workouts to continue to decline.

**Multifamily**

We expect that, at the national level, new supply of multifamily housing will be absorbed by market demand in the near term driven by a strengthening economy and positive demographics. However, there may be certain local markets where new supply may outpace demand, which would be evidenced by excess supply and rising vacancy rates. As multifamily market fundamentals improved in recent years, other market participants, particularly banking institutions, increased their activities in the multifamily market. As a result, we face increased competition and we believe that our portion of new business in the multifamily market will not increase during the full year 2014 compared to the level in 2013. We also expect that our new multifamily business activity for the full year of 2014 will be below the cap specified by the 2014 Conservatorship Scorecard of \$25.9 billion in UPB.

As a result of the positive market fundamentals and continuing strong portfolio performance, we expect our credit losses and delinquency rates to remain low during the second half of 2014. We expect the performance of the multifamily market to continue to be positive through 2014 and believe the long-term outlook for the multifamily market continues to be favorable.

**Limits on Investment Activity and Our Mortgage-Related Investments Portfolio**

Our mortgage-related investments portfolio consists of agency securities, single-family non-agency mortgage-related securities, CMBS, housing revenue bonds, and single-family and multifamily unsecuritized mortgage loans. Our ability to acquire and sell mortgage assets is significantly constrained by limitations under the Purchase Agreement and those imposed by FHFA. Under the Purchase Agreement and FHFA regulation, the UPB of our mortgage-related investments portfolio is subject to a cap that decreases by 15% each year until the cap reaches \$250 billion. The reduction in the mortgage-related investments portfolio will result in a decline in income from this portfolio over time. The table below presents the UPB of our mortgage-related investments portfolio, for purposes of the limit imposed by the Purchase Agreement and FHFA regulation.

Table 2 — Mortgage-Related Investments Portfolio

	June 30, 2014	December 31, 2013
	(in millions)	
Investments segment — Mortgage investments portfolio	\$307,398	\$331,071
Single-family Guarantee segment — Single-family unsecuritized mortgage loans <sup>(2)</sup>	32,443	37,726
Multifamily segment — Mortgage investments portfolio	80,039	92,227
Total mortgage-related investments portfolio	\$419,880	\$461,024
Mortgage-related investments portfolio cap <sup>(3)</sup>	\$469,625	\$552,500

(1) Based on UPB.



(2) Represents unsecuritized seriously delinquent single-family loans.

(3) Represents the portfolio cap as discussed above at December 31, 2014 and 2013, respectively.

We evaluate the liquidity of the assets in our mortgage-related investments portfolio based on two categories:

(a) single-class and multiclass agency securities (excluding certain structured agency securities collateralized by non-agency mortgage-related securities); and (b) assets that are less liquid than the agency securities noted above.

Assets that we consider to be less liquid than agency securities include unsecuritized performing single-family mortgage loans, multifamily mortgage loans, certain structured agency securities collateralized with non-agency mortgage-related securities, CMBS, housing revenue bonds, unsecuritized seriously delinquent and modified single-family mortgage loans which we removed from PC trusts, and investments in non-agency mortgage-related securities backed by subprime, option ARM, and Alt-A and other loans.

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The UPB of our mortgage-related investments portfolio at June 30, 2014 was \$419.9 billion, a decline of 9% compared to \$461.0 billion at December 31, 2013. Our less liquid assets accounted for \$27.6 billion of this decline primarily due to liquidations (i.e., principal repayments) and our active efforts to reduce less liquid assets through securitization of \$3.5 billion of single-family reperforming and modified loans and sale of \$8.2 billion of less liquid assets (excluding sales of: (a) multifamily held-for-sale loans; and (b) single-family loans purchased for cash). Our less liquid assets collectively represented \$258.6 billion and \$286.3 billion at June 30, 2014 and December 31, 2013, respectively, or approximately 62% of UPB of the portfolio at both June 30, 2014 and December 31, 2013.

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## SELECTED FINANCIAL DATA

The selected financial data presented below should be reviewed in conjunction with MD&A and our consolidated financial statements and related notes.

Table 3 — Selected Financial Data

	Three Months Ended June 30,		Six Months Ended June 30,		
	2014	2013	2014	2013	
	(dollars in millions, except share-related amounts)				
<b>Statements of Comprehensive Income Data</b>					
Net interest income	\$3,503	\$4,144	\$7,013	\$8,409	
Benefit for credit losses	618	623	533	1,126	
Non-interest income (loss)	(1,406)	) 678	1,705	1,080	
Non-interest expense	(680)	) (498)	) (1,451)	) (1,122)	)
Income tax (expense) benefit	(673)	) 41	(2,418)	) 76	
Net income	1,362	4,988	5,382	9,569	
Comprehensive income	1,890	4,357	6,389	11,328	
Net income (loss) attributable to common stockholders <sup>(2)</sup>	(528)	) 631	(1,007)	) (1,759)	)
Net income (loss) per common share – basic and diluted	(0.16)	) 0.19	(0.31)	) (0.54)	)
Cash dividends per common share	—	—	—	—	
Weighted average common shares outstanding (in millions) – basic and diluted <sup>(8)</sup>	3,236	3,238	3,237	3,238	
			June 30, 2014	December 31, 2013	
			(dollars in millions)		
<b>Balance Sheets Data</b>					
Mortgage loans held-for-investment, at amortized cost by consolidated trusts (net of allowances for loan losses)			\$1,533,521	\$1,529,905	
Total assets			1,916,618	1,966,061	
Debt securities of consolidated trusts held by third parties			1,453,563	1,433,984	
Other debt			445,112	506,767	
All other liabilities			13,653	12,475	
Total stockholders' equity			4,290	12,835	
<b>Portfolio Balances<sup>(4)</sup></b>					
Mortgage-related investments portfolio <sup>(5)</sup>			\$419,880	\$461,024	
Total Freddie Mac mortgage-related securities <sup>(6)</sup>			1,601,788	1,592,511	
Total mortgage portfolio <sup>(7)</sup>			1,895,319	1,914,661	
TDRs on accrual status			81,976	78,708	
Non-accrual loans			36,969	43,457	
			Three Months Ended June 30,	Six Months Ended June 30,	
	2014	2013	2014	2013	
<b>Ratios<sup>(8)</sup></b>					
Return on average assets <sup>(9)</sup>	0.3	% 1.0	% 0.6	% 1.0	%
Allowance for loans losses as percentage of mortgage loans, held-for-investment <sup>(10)</sup>	1.3	1.5	1.3	1.5	

Equity to assets ratio <sup>(11)</sup>	0.3	0.4	0.4	0.4
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See “NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES” in our 2013 Annual Report and in this (1) Form 10-Q for information regarding our accounting policies and the impact of new accounting policies on our consolidated financial statements.

For a discussion of how the senior preferred stock dividend is determined and how it affects net income (loss) (2) attributable to common stockholders, see “NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES — Earnings Per Common Share” in our 2013 Annual Report.

Includes the weighted average number of shares that are associated with the warrant for our common stock issued (3) to Treasury as part of the Purchase Agreement, because it is unconditionally exercisable by the holder at a cost of \$0.00001 per share.

(4) Based on UPB.

(5) See “Table 2 — Mortgage-Related Investments Portfolio” for the composition of this line item.

(6) See “Table 25 — Freddie Mac Mortgage-Related Securities” for the composition of this line item.

(7) See “Table 10 — Composition of Segment Mortgage Portfolios and Credit Risk Portfolios” for the composition of this line item.

The dividend payout ratio on common stock is not presented because the amount of cash dividends per common (8) share is zero for all periods presented. The return on common equity ratio is not presented because the simple average of the beginning and ending balances of total stockholders’ equity, net of preferred stock (at redemption value) is less than zero for all periods presented.

(9) Ratio computed as net income (loss) divided by the simple average of the beginning and ending balances of total assets.

(10) Ratio computed as the allowance for loan losses divided by the total recorded investment of held-for-investment mortgage loans.

(11) Ratio computed as the simple average of the beginning and ending balances of total stockholders’ equity divided by the simple average of the beginning and ending balances of total assets.

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## CONSOLIDATED RESULTS OF OPERATIONS

The following discussion of our consolidated results of operations should be read in conjunction with our consolidated financial statements, including the accompanying notes. Also see “CRITICAL ACCOUNTING POLICIES AND ESTIMATES” in our 2013 Annual Report for information concerning certain significant accounting policies and estimates applied in determining our reported results of operations.

Table 4 — Summary Consolidated Statements of Comprehensive Income

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
	(in millions)			
Net interest income	\$3,503	\$4,144	\$7,013	\$8,409
Benefit for credit losses	618	623	533	1,126
Net interest income after benefit for credit losses	4,121	4,767	7,546	9,535
Non-interest income (loss):				
Gains (losses) on extinguishment of debt securities of consolidated trusts	(188	) 28	(176	) 62
Gains (losses) on retirement of other debt	1	25	8	(7
Derivative gains (losses)	(1,926	) 1,362	(4,277	) 1,737
Impairment of available-for-sale securities:				
Total other-than-temporary impairment of available-for-sale securities	(178	) (18	) (509	) (39
Portion of other-than-temporary impairment recognized in AOCI	21	(26	) (12	) (48
Net impairment of available-for-sale securities recognized in earnings	(157	) (44	) (521	) (87
Other gains (losses) on investment securities recognized in earnings	372	(497	) 1,138	(773
Other income (loss)	492	(196	) 5,533	148
Total non-interest income (loss)	(1,406	) 678	1,705	1,080
Non-interest expense:				
Administrative expenses	(453	) (444	) (921	) (876
REO operations income (expense)	50	110	(9	) 104
Temporary Payroll Tax Cut Continuation Act of 2011 expense	(187	) (123	) (365	) (216
Other expenses	(90	) (41	) (156	) (134
Total non-interest expense	(680	) (498	) (1,451	) (1,122
Income before income tax (expense) benefit	2,035	4,947	7,800	9,493
Income tax (expense) benefit	(673	) 41	(2,418	) 76
Net income	1,362	4,988	5,382	9,569
Other comprehensive income (loss), net of taxes and reclassification adjustments:				
Changes in unrealized gains (losses) related to available-for-sale securities	479	(717	) 906	1,563
Changes in unrealized gains (losses) related to cash flow hedge relationships	49	84	101	174
Changes in defined benefit plans	—	2	—	22
Total other comprehensive income (loss), net of taxes and reclassification adjustments	528	(631	) 1,007	1,759
Comprehensive income	\$1,890	\$4,357	\$6,389	\$11,328

Net Interest Income

The table below presents an analysis of net interest income, including average balances and related yields earned on assets and incurred on liabilities.

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Freddie Mac

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Table 5 — Net Interest Income/Yield and Average Balance Analysis

	Three Months Ended June 30,					
	2014			2013		
	Average Balance <sup>(1)</sup>	Interest Income (Expense)	Average Rate	Average Balance <sup>(1)</sup>	Interest Income (Expense)	Average Rate
	(dollars in millions)					
Interest-earning assets:						
Cash and cash equivalents	\$13,081	\$1	0.04 %	\$29,467	\$3	0.04 %
Federal funds sold and securities purchased under agreements to resell	33,574	5	0.06	38,996	9	0.09
Mortgage-related securities:						
Mortgage-related securities <sup>(2)</sup>	256,665	2,557	3.98	316,237	3,243	4.10
Extinguishment of PCs held by Freddie Mac	(110,559 )	(1,037 )	(3.75 )	(123,582 )	(1,244 )	(4.02 )
Total mortgage-related securities, net	146,106	1,520	4.16	192,655	1,999	4.15
Non-mortgage-related securities <sup>(2)</sup>	12,318	4	0.10	26,319	20	0.29
Mortgage loans held by consolidated trusts <sup>(3)</sup>	1,532,968	14,249	3.72	1,507,578	14,097	3.74
Unsecuritized mortgage loans <sup>(3)</sup>	171,029	1,660	3.88	210,508	2,017	3.83
Total interest-earning assets	\$1,909,076	\$17,439	3.65	\$2,005,523	\$18,145	3.62
Interest-bearing liabilities:						
Debt securities of consolidated trusts including PCs held by Freddie Mac	\$1,550,049	\$(13,142)	(3.39 )	\$1,531,830	\$(12,953)	(3.38 )
Extinguishment of PCs held by Freddie Mac	(110,559 )	1,037	3.75	(123,582 )	1,244	4.02
Total debt securities of consolidated trusts held by third parties	1,439,490	(12,105 )	(3.36 )	1,408,248	(11,709 )	(3.33 )
Other debt:						
Short-term debt	110,240	(34 )	(0.12 )	129,920	(45 )	(0.14 )
Long-term debt <sup>(4)</sup>	332,560	(1,721 )	(2.07 )	395,137	(2,125 )	(2.15 )
Total other debt	442,800	(1,755 )	(1.59 )	525,057	(2,170 )	(1.65 )
Total interest-bearing liabilities	1,882,290	(13,860 )	(2.94 )	1,933,305	(13,879 )	(2.87 )
Expense related to derivatives <sup>(5)</sup>	—	(76 )	(0.02 )	—	(122 )	(0.02 )
Impact of net non-interest-bearing funding	26,786	—	0.04	72,218	—	0.10
Total funding of interest-earning assets	\$1,909,076	\$(13,936)	(2.92 )	\$2,005,523	\$(14,001)	(2.79 )
Net interest income/yield		\$3,503	0.73		\$4,144	0.83
Six Months Ended June 30,						
	2014			2013		
	Average Balance <sup>(1)</sup>	Interest Income (Expense)	Average Rate	Average Balance <sup>(1)</sup>	Interest Income (Expense)	Average Rate
	(dollars in millions)					
Interest-earning assets:						
Cash and cash equivalents	\$16,361	\$1	0.01 %	\$32,451	\$10	0.06 %
Federal funds sold and securities purchased under agreements to resell	40,865	10	0.05	37,460	20	0.11
Mortgage-related securities:						
Mortgage-related securities <sup>(2)</sup>	264,155	5,164	3.91	322,239	6,660	4.13
Extinguishment of PCs held by Freddie Mac	(113,574 )	(2,134 )	(3.76 )	(122,931 )	(2,506 )	(4.08 )
Total mortgage-related securities, net	150,581	3,030	4.03	199,308	4,154	4.17

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Non-mortgage-related securities <sup>(2)</sup>	9,094	4	0.08	20,650	22	0.21
Mortgage loans held by consolidated trusts <sup>(3)</sup>	1,532,692	28,733	3.75	1,501,390	28,601	3.81
Unsecuritized mortgage loans <sup>(3)</sup>	174,625	3,322	3.80	214,788	4,026	3.75
Total interest-earning assets	\$1,924,218	\$35,100	3.65	\$2,006,047	\$36,833	3.67
Interest-bearing liabilities:						
Debt securities of consolidated trusts including PCs held by Freddie Mac	\$1,548,866	\$(26,482)	(3.42)	\$1,524,918	\$(26,245)	(3.44)
Extinguishment of PCs held by Freddie Mac	(113,574)	2,134	3.76	(122,931)	2,506	4.08
Total debt securities of consolidated trusts held by third parties	1,435,292	(24,348)	(3.39)	1,401,987	(23,739)	(3.39)
Other debt:						
Short-term debt	118,380	(75)	(0.13)	124,805	(89)	(0.14)
Long-term debt <sup>(4)</sup>	340,596	(3,509)	(2.06)	405,829	(4,343)	(2.14)
Total other debt	458,976	(3,584)	(1.56)	530,634	(4,432)	(1.67)
Total interest-bearing liabilities	1,894,268	(27,932)	(2.95)	1,932,621	(28,171)	(2.91)
Expense related to derivatives <sup>(5)</sup>	—	(155)	(0.02)	—	(253)	(0.03)
Impact of net non-interest-bearing funding	29,950	—	0.05	73,426	—	0.11
Total funding of interest-earning assets	\$1,924,218	\$(28,087)	(2.92)	\$2,006,047	\$(28,424)	(2.83)
Net interest income/yield		\$7,013	0.73		\$8,409	0.84

(1) We calculate average balances based on amortized cost.

(2) Interest income (expense) includes accretion of the portion of impairment charges recognized in earnings where we expect significant increases in cash flows from the impaired securities.

(3) Mortgage loans on non-accrual status, where interest income is generally recognized when collected, are included in average balances.

(4) Includes current portion of long-term debt.

Represents changes in fair value of derivatives in closed cash flow hedge relationships that were previously deferred in AOCI and have been reclassified to earnings as the associated hedged forecasted issuance of debt affects earnings.



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Net interest income decreased by \$641 million and \$1.4 billion for the three and six months ended June 30, 2014, respectively, compared to the three and six months ended June 30, 2013. The decreases in net interest income were primarily due to the negative impact of the reduction in the balance of mortgage-related assets due to continued liquidations. Excluding the impact of the legislated 10 basis point increase in guarantee fees, which was implemented in April 2012, net interest income decreased by \$703 million and \$1.5 billion for the three and six months ended June 30, 2014, respectively, compared to the three and six months ended June 30, 2013. Net interest income includes \$183 million and \$355 million for the three and six months ended June 30, 2014, respectively, compared to \$121 million and \$212 million for the three and six months ended June 30, 2013, respectively, related to this increase in guarantee fees.

We refer to the interest income that we do not recognize as foregone interest income (i.e., interest income we would have recorded if the loan had been current in accordance with its terms). We recognize interest income on non-accrual mortgage loans only when cash payments are received. Foregone interest income and reversals of previously recognized interest income, net of cash received, related to non-accrual mortgage loans was \$0.3 billion and \$0.7 billion during the three and six months ended June 30, 2014, respectively, compared to \$0.5 billion and \$1.1 billion during the three and six months ended June 30, 2013, respectively. These amounts have declined primarily because of the reduction in the number of loans on non-accrual status.

The objectives set for us under our charter and conservatorship, restrictions in the Purchase Agreement and restrictions imposed by FHFA have negatively impacted, and will continue to negatively impact, our net interest income. For example, our mortgage-related investments portfolio is subject to a cap that decreases by 15% each year until the cap reaches \$250 billion. This decline in asset balances will cause a reduction in our interest income from this portfolio over time. For more information on the various restrictions and limitations on our investment activity and our mortgage-related investments portfolio, see “BUSINESS — Conservatorship and Related Matters — Limits on Investment Activity and Our Mortgage-Related Investments Portfolio” in our 2013 Annual Report.

During the three months ended June 30, 2014, we had sufficient access to the debt markets. For more information, see “LIQUIDITY AND CAPITAL RESOURCES — Liquidity.”

**Benefit for Credit Losses**

We maintain loan loss reserves at levels we believe are appropriate to absorb probable incurred losses on mortgage loans held-for-investment and loans underlying our financial guarantees. Our loan loss reserves are increased through the provision for credit losses and are reduced by a benefit for credit losses and net charge-offs. The provision for credit losses primarily reflects our estimate of incurred losses for newly impaired loans as well as changes in our estimates of incurred losses for previously impaired loans. Assuming that all other factors remain the same, home price growth may reduce the likelihood that loans will default and may also reduce the amount of credit losses on the loans that do default.

Our benefit for credit losses was \$0.6 billion in both the second quarter of 2014 and 2013, and was \$0.5 billion in the first half of 2014 compared to \$1.1 billion in the first half of 2013. Our benefit for credit losses for the six months ended June 30, 2014 includes benefits from: (a) settlement agreements with certain sellers; (b) an increase in expected recoveries from one of our mortgage insurers; (c) the reduction of loan loss reserves associated with certain seriously delinquent single-family mortgage loans reclassified from held-for-investment to held-for-sale; and (d) moderate home price growth. We do not expect future settlement agreements, if any, with seller/servicers to have a significant effect on our financial results. See “RISK MANAGEMENT — Credit Risk — Institutional Credit Risk” for further information on recent developments concerning our mortgage insurance counterparties. The benefit for credit losses in the first half of 2013 reflects a more significant increase in home prices that was partially offset by incurred losses associated with newly delinquent loans.

Our provision for credit losses and amount of charge-offs in the future will be affected by a number of factors, including: (a) the actual level of mortgage defaults, including default rates among borrowers that participated in HARP and HAMP; (b) the effect of the MHA Program, the servicing alignment initiative, and other current and future loss mitigation efforts; (c) any government actions or programs that affect the ability of borrowers to refinance underwater mortgages or obtain modifications; (d) changes in property values; (e) regional economic conditions, including unemployment rates; (f) additional delays in the foreclosure process; and (g) third-party mortgage insurance

coverage and recoveries.

During the three and six months ended June 30, 2014, our charge-offs, net of recoveries for single-family loans, were significantly lower than those recorded in the three and six months ended June 30, 2013 primarily due to: (a) lower volumes of foreclosures and foreclosure alternatives; and (b) improvements in home prices in many of the areas in which we have had significant foreclosure and short sale activity. Our recoveries in both the first half of 2014 and the first half of 2013 included approximately \$0.4 billion, related to repurchase requests from our seller/servicers (including \$0.3 billion in the first half of 2014 with respect to settlement agreements related to repurchase requests from certain sellers). We continue to experience a high volume of foreclosures and foreclosure alternatives as compared to periods prior to 2008. As a result, we expect our credit losses will continue to remain elevated during the second half of 2014 even if the volume of new seriously delinquent loans continues to decline.

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The total number of single-family seriously delinquent loans declined approximately 14% and 15% during the first six months of 2014 and 2013, respectively. As of June 30, 2014 and June 30, 2013, the UPB of our single-family loans classified as TDRs was \$99.6 billion and \$91.7 billion, respectively. However, these amounts include \$81.4 billion and \$71.0 billion, respectively, of single-family TDRs that were no longer seriously delinquent. Loans that have been classified as TDRs remain categorized as such throughout the remaining life of the loan regardless of whether the borrower makes payments which return the loan to a current payment status. See “RISK MANAGEMENT — Credit Risk — Mortgage Credit Risk” for further information on our single-family credit guarantee portfolio, including credit performance, seriously delinquent loans, charge-offs, REO assets, our loan loss reserves balance, TDRs, and non-accrual loans.

## Non-Interest Income (Loss)

## Gains (Losses) on Extinguishment of Debt Securities of Consolidated Trusts

During the three months ended June 30, 2014 and 2013, we extinguished debt securities of consolidated trusts with a UPB of \$14.9 billion and \$17.7 billion, respectively (representing our purchase of single-family PCs with a corresponding UPB amount). Gains (losses) on extinguishment of these debt securities of consolidated trusts were \$(188) million and \$28 million during the three months ended June 30, 2014 and 2013, respectively.

During the six months ended June 30, 2014 and 2013, we extinguished debt securities of consolidated trusts with a UPB of \$22.8 billion and \$23.6 billion, respectively (representing our purchase of single-family PCs with a corresponding UPB amount). Gains (losses) on extinguishment of these debt securities of consolidated trusts were \$(176) million and \$62 million during the six months ended June 30, 2014 and 2013, respectively.

We recognized losses in the 2014 periods because interest rates declined between the time of issuance and repurchase of these debt securities. We recognized gains in the 2013 periods because interest rates increased between the time of issuance and repurchase of these debt securities.

See “Table 18 — Mortgage-Related Securities Purchase Activity” for additional information regarding purchases of mortgage-related securities, including those issued by consolidated PC trusts.

## Gains (Losses) on Retirement of Other Debt

Gains on retirement of other debt were \$1 million and \$25 million during the three months ended June 30, 2014 and 2013, respectively. We recognized gains on the retirement of other debt during the three months ended June 30, 2013 primarily due to the repurchase of other debt at a discount.

Gains (losses) on retirement of other debt were \$8 million and \$(7) million during the six months ended June 30, 2014 and 2013, respectively. We recognized gains on the retirement of other debt during the six months ended June 30, 2014 primarily as a result of exercising our call option on other debt. We recognized losses on the retirement of other debt during the six months ended June 30, 2013 primarily due to losses on the repurchase of other debt at a premium in the first quarter of 2013.

For more information, see “LIQUIDITY AND CAPITAL RESOURCES — Liquidity — Other Debt Securities.”

## Derivative Gains (Losses)

The table below presents derivative gains (losses) reported in our consolidated statements of comprehensive income. See “NOTE 9: DERIVATIVES — Table 9.2 — Gains and Losses on Derivatives” for information about gains and losses related to specific categories of derivatives. Changes in fair value and interest accruals on derivatives not in hedge accounting relationships are recorded as derivative gains (losses) in our consolidated statements of comprehensive income. At June 30, 2014 and December 31, 2013, we did not have any derivatives in hedge accounting relationships; however, there are amounts recorded in AOCI related to closed cash flow hedges. Amounts recorded in AOCI associated with these closed cash flow hedges are reclassified to earnings when the forecasted transactions affect earnings. If it is probable that the forecasted transaction will not occur, then the deferred gain or loss associated with the forecasted transaction is reclassified into earnings immediately.

While derivatives are an important aspect of our strategy to manage interest-rate risk, they could increase the volatility of reported net income because, while fair value changes in derivatives from fluctuations in interest rates, yield curves, and implied volatility affect net income, fair value changes in several of the types of assets and liabilities being hedged do not affect net income. Therefore, there can be timing mismatches affecting current period earnings, which may not be reflective of the economics of our business.



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Table 6 — Derivative Gains (Losses)

	Derivative Gains (Losses)			
	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
	(in millions)			
Interest-rate swaps	\$ (1,551 )	\$ 3,722	\$ (3,321 )	\$ 5,296
Option-based derivatives <sup>(1)</sup>	197	(1,222 )	266	(1,659 )
Other derivatives <sup>(2)</sup>	97	(205 )	125	(61 )
Accrual of periodic settlements	(669 )	(933 )	(1,347 )	(1,839 )
Total	\$ (1,926 )	\$ 1,362	\$ (4,277 )	\$ 1,737

(1) Primarily includes purchased call and put swaptions and purchased interest-rate caps and floors.

(2) Primarily includes futures, foreign-currency swaps, commitments, credit derivatives and swap guarantee derivatives. Our last foreign-currency swaps matured in January 2014.

Gains (losses) on derivatives are principally driven by changes in: (a) interest rates, yield curves, and implied volatility; and (b) the mix and balance of products in our derivative portfolio.

During the three and six months ended June 30, 2014, we recognized net losses on derivatives of \$1.9 billion and \$4.3 billion, respectively, primarily as a result of a decrease in longer-term interest rates. We recognized: (a) net losses on our pay-fixed swaps of \$3.2 billion and \$6.4 billion, respectively; and (b) net losses of \$0.7 billion and \$1.3 billion, respectively, related to the accrual of periodic settlements on interest-rate swaps as we were a net payer on our interest-rate swaps based on the coupons of the instruments. These losses were partially offset by net gains of \$1.7 billion and \$3.1 billion, respectively, on our receive-fixed swaps.

During the three and six months ended June 30, 2013, we recognized gains on derivatives of \$1.4 billion and \$1.7 billion, respectively, primarily as a result of an increase in longer-term interest rates. During the same periods, we recognized fair value gains on our pay-fixed swaps of \$9.7 billion and \$13.6 billion, respectively, which were largely offset by: (a) fair value losses on our receive-fixed swaps of \$6.0 billion and \$8.3 billion, respectively; (b) net losses of \$0.9 billion and \$1.8 billion, respectively, related to the accrual of periodic settlements on interest-rate swaps as we were a net payer on our interest-rate swaps based on the coupons of the instruments; and (c) fair value losses of \$1.2 billion and \$1.7 billion, respectively, on our option-based derivatives resulting from losses on our purchased call swaptions.

#### Investment Securities-Related Activities

##### Impairments of Available-For-Sale Securities

We recorded net impairments of available-for-sale securities recognized in earnings, which were related to non-agency mortgage-related securities, of \$157 million and \$521 million during the three and six months ended June 30, 2014, respectively, compared to \$44 million and \$87 million during the three and six months ended June 30, 2013, respectively. During the three and six months ended June 30, 2014, these impairments were primarily driven by an increase in the population of available-for-sale securities in an unrealized loss position that we intend to sell. See “CONSOLIDATED BALANCE SHEETS ANALYSIS — Investments in Securities — Mortgage-Related Securities — Other-Than-Temporary Impairments on Available-For-Sale Mortgage-Related Securities,” as well as “NOTE 7: INVESTMENTS IN SECURITIES” and “NOTE 15: CONCENTRATION OF CREDIT AND OTHER RISKS — Non-Agency Mortgage-Related Security Issuers” for additional information.

##### Other Gains (Losses) on Investment Securities Recognized in Earnings

Other gains (losses) on investment securities recognized in earnings consists of gains (losses) on trading securities and gains (losses) on sales of available-for-sale securities. With the exception of principal-only securities, our agency securities, classified as trading, were valued at a net premium (i.e., net fair value was higher than UPB) as of June 30, 2014.

We recognized gains (losses) on trading securities of \$40 million and \$33 million during the three and six months ended June 30, 2014, respectively, compared to \$(751) million and \$(1.1) billion during the three and six months ended June 30, 2013, respectively. The gains during the three and six months ended June 30, 2014 were primarily due

to the impact of a decline in longer-term interest rates during the periods, which more than offset the impact of the movement of these securities with unrealized gains towards maturity. The losses during the three and six months ended June 30, 2013 were primarily due to the movement of securities with unrealized gains towards maturity. We recognized gains on sales of available-for-sale securities of \$332 million and \$1.1 billion during the three and six months ended June 30, 2014, respectively, compared to gains on sales of available-for-sale securities of \$254 million and \$355 million during the three and six months ended June 30, 2013, respectively. The increase in gains during the three and six months ended June 30, 2014 primarily resulted from increased sales related to our structuring activity.

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## Other Income (Loss)

The table below summarizes the significant components of other income (loss).

Table 7 — Other Income (Loss)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
	(in millions)			
Other income (loss):				
Non-agency mortgage-related securities settlements	\$364	\$105	\$4,897	\$111
Gains (losses) on mortgage loans	(39	) (563	) 215	(554
Recoveries on loans impaired upon purchase <sup>(1)</sup>	59	75	109	149
Guarantee-related income, net <sup>(2)</sup>	111	69	144	159
All other	(3	) 118	168	283
Total other income (loss)	\$492	\$(196	) \$5,533	\$148

(1) Principally relates to impaired loans purchased prior to 2010. Consequently, our recoveries on these loans will generally decline over time.

(2) Principally relates to securitized multifamily mortgage loans where we have not consolidated the securitization trusts on our consolidated balance sheets.

## Non-Agency Mortgage-Related Securities Settlements

Non-agency mortgage-related securities settlements were \$0.4 billion and \$0.1 billion in the three months ended June 30, 2014 and 2013, respectively, and \$4.9 billion and \$0.1 billion in the six months ended June 30, 2014 and 2013, respectively. We had eight settlements in the first half of 2014, while we had two settlements in the first half of 2013. For information on the settlements in the first half of 2014, see "NOTE 15: CONCENTRATION OF CREDIT AND OTHER RISKS — Non-Agency Mortgage-Related Security Issuers."

## Gains (Losses) on Mortgage Loans

We recognized gains (losses) on mortgage loans of \$(39) million and \$(563) million in the three months ended June 30, 2014 and 2013, respectively, and \$215 million and \$(554) million in the six months ended June 30, 2014 and 2013, respectively. The improvements in the 2014 periods were mainly due to gains on multifamily mortgage loans, primarily due to a decline in longer-term interest rates in the 2014 periods compared to an increase in longer-term interest rates in the 2013 periods. The majority of these multifamily loans were designated for securitization and elected to be carried at fair value. Partially offsetting these gains were losses on seriously delinquent single-family loans that were reclassified from held-for-investment to held-for-sale during the second quarter of 2014 as these loans were adjusted to the lower of cost or fair value. These loans were reclassified in connection with a pilot transaction to sell certain seriously delinquent unsecuritized single-family loans (for which we received FHFA approval in April 2014). We executed a sale of substantially all of these loans in July 2014, which is expected to close in August 2014. During the first half of 2014 and 2013, we sold \$8.4 billion and \$14.4 billion, respectively, in UPB of multifamily loans primarily through K Certificate transactions. For more information on our sales of mortgage loans, see "NOTE 4: MORTGAGE LOANS AND LOAN LOSS RESERVES."

## All Other

All other income (loss) includes income recognized from transactional fees, fees assessed to our servicers for technology use and late fees or other penalties, changes in fair value of STACR debt notes, and other miscellaneous income. All other income (loss) was \$(3) million and \$168 million in the three and six months ended June 30, 2014, respectively, compared to \$118 million and \$283 million in the three and six months ended June 30, 2013, respectively. The decrease in the 2014 periods was primarily due to fair value losses on STACR debt notes due to an increase in market prices for these notes. We began issuing these notes during the third quarter of 2013 and have elected to carry these notes at fair value. Partially offsetting these losses was increased income from the accrual of compensatory fees in the 2014 periods related to servicers that failed to meet our loan foreclosure timelines.





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## Non-Interest Expense

The table below summarizes the components of non-interest expense.

Table 8 — Non-Interest Expense

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
	(in millions)			
Administrative expenses:				
Salaries and employee benefits	\$223	\$211	\$456	\$419
Professional services	126	134	264	243
Occupancy expense	14	14	27	27
Other administrative expense	90	85	174	187
Total administrative expenses	453	444	921	876
REO operations (income) expense	(50	) (110	) 9	(104
Temporary Payroll Tax Cut Continuation Act of 2011 expense	187	123	365	216
Other expenses <sup>(1)</sup>	90	41	156	134
Total non-interest expense	\$680	\$498	\$1,451	\$1,122

(1) Includes HAMP servicer incentive fees, costs related to terminations and transfers of mortgage servicing, and other miscellaneous expenses.

## Administrative Expenses

Our administrative expenses increased during the six months ended June 30, 2014 compared to the six months ended June 30, 2013 due to increases in salaries and employee benefits expense and professional services expense. The increase in salaries and employee benefits expense was mainly due to expenses associated with our retirement plans. Professional services expense increased primarily due to expenses associated with FHFA-led lawsuits regarding our investments in certain residential non-agency mortgage-related securities.

## REO Operations (Income) Expense

The table below presents the components of our REO operations (income) expense.

Table 9 — REO Operations (Income) Expense

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
	(dollars in millions)			
REO operations (income) expense:				
Single-family:				
REO property expenses <sup>(1)</sup>	\$228	\$238	\$477	\$483
Disposition (gains) losses, net <sup>(2)</sup>	(152	) (236	) (281	) (395
Change in holding period allowance, dispositions	(13	) (13	) (31	) (24
Change in holding period allowance, inventory <sup>(3)</sup>	(26	) (6	) (1	) 17
Recoveries <sup>(4)</sup>	(85	) (92	) (153	) (182
Total single-family REO operations (income) expense	(48	) (109	) 11	(101
Multifamily REO operations (income) expense	(2	) (1	) (2	) (3
Total REO operations (income) expense	\$(50	) \$(110	) \$9	\$(104

(1) Consists of costs incurred to maintain or protect a property after it is acquired in a foreclosure transfer, such as legal fees, insurance, taxes, and cleaning and other maintenance charges.

(2) Represents the difference between the disposition proceeds, net of selling expenses, and the fair value of the property on the date of the foreclosure transfer.

(3) Represents the (increase) decrease in the estimated fair value of properties that were in inventory during the period.

(4) Includes recoveries from primary mortgage insurance, pool insurance and seller/servicer repurchases.

REO operations (income) expense was \$(50) million in the second quarter of 2014, compared to \$(110) million in the second quarter of 2013 and was \$9 million in the first half of 2014 compared to \$(104) million in the first half of 2013. These changes were primarily due to lower gains on the disposition of REO properties. For more information on our REO activity, see “Segment Earnings — Segment Earnings — Results — Single-Family Guarantee,” “CONSOLIDATED BALANCE SHEETS ANALYSIS — REO, Net,” and “RISK MANAGEMENT — Credit Risk — Mortgage Credit Risk — REO Assets.”

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Temporary Payroll Tax Cut Continuation Act of 2011 Expense

Pursuant to the Temporary Payroll Tax Cut Continuation Act of 2011, we increased the guarantee fee on single-family residential mortgages sold to us by 10 basis points in April 2012. We pay these fees to Treasury on a quarterly basis and refer to this fee increase as the legislated 10 basis point increase in guarantee fees.

Expenses related to the legislated 10 basis point increase in guarantee fees were \$187 million and \$123 million during the three months ended June 30, 2014 and 2013, respectively, and \$365 million and \$216 million during the six months ended June 30, 2014 and 2013, respectively. As of June 30, 2014, loans with an aggregate UPB of \$767.6 billion were subject to these fees, and the cumulative total of the amounts paid and due to Treasury for these fees was \$1.0 billion. We expect these fees will continue to increase in the future as we add new business and thus the UPB of loans subject to these fees will continue to increase.

Income Tax (Expense) Benefit

We reported an income tax (expense) benefit of \$(673) million and \$41 million for the three months ended June 30, 2014 and 2013, respectively, and \$(2.4) billion and \$76 million in the six months ended June 30, 2014 and 2013, respectively. The change to income tax expense in the 2014 periods from income tax benefit in the 2013 periods results from the release of the valuation allowance in the second half of 2013. For 2014, we expect that our effective tax rate will be marginally below the corporate statutory rate, which is currently 35%. See "NOTE 12: INCOME TAXES" for additional information.

Comprehensive Income

Our comprehensive income was \$1.9 billion and \$6.4 billion for the three and six months ended June 30, 2014, respectively, consisting of: (a) \$1.4 billion and \$5.4 billion of net income, respectively; and (b) \$528 million and \$1.0 billion of other comprehensive income, respectively. The other comprehensive income in these periods primarily related to fair value gains on our available-for-sale securities resulting from a decline in longer-term interest rates coupled with the impact of spread tightening on our non-agency mortgage-related securities and the movement of these securities with unrealized losses towards maturity.

Our comprehensive income was \$4.4 billion and \$11.3 billion for the three and six months ended June 30, 2013, respectively, consisting of: (a) \$5.0 billion and \$9.6 billion of net income, respectively; and (b) \$(631) million and \$1.8 billion of other comprehensive income (loss), respectively. The other comprehensive loss during the three months ended June 30, 2013 was primarily due to the impact of an increase in interest rates on our available-for-sale securities, while the other comprehensive income during the six months ended June 30, 2013 was primarily due to gains on our non-agency mortgage-related securities due to spread tightening.

Other comprehensive income (loss) in all periods also reflects the reversals of: (a) unrealized losses due to the recognition of other-than-temporary impairments in earnings; and (b) unrealized gains and losses related to available-for-sale securities sold during the respective period. See "CONSOLIDATED BALANCE SHEETS ANALYSIS — Total Equity" for additional information regarding total other comprehensive income.

Segment Earnings

Our operations consist of three reportable segments, which are based on the type of business activities each performs — Single-family Guarantee, Investments, and Multifamily. Certain activities that are not part of a reportable segment are included in the All Other category.

The financial performance of our Single-family Guarantee segment is measured based on its contribution to GAAP net income (loss). Our Investments segment and Multifamily segment are measured based on each segment's contribution to GAAP comprehensive income (loss), which consists of the sum of its contribution to: (a) GAAP net income (loss); and (b) GAAP total other comprehensive income (loss), net of taxes.

The Single-family Guarantee segment reflects results from our single-family credit guarantee activities. The Investments segment reflects results from three primary activities: (a) managing the company's mortgage-related investments portfolio, excluding Multifamily segment investments; (b) managing the treasury function, including funding and liquidity, for the overall company; and (c) managing interest-rate risk for the overall company. The Multifamily segment reflects results from our investment (both purchases and sales), securitization, and guarantee activities in multifamily mortgage loans and securities. For more information, see "NOTE 13: SEGMENT REPORTING" in this Form 10-Q and our 2013 Annual Report.

In presenting Segment Earnings, we make significant reclassifications among certain financial statement line items in order to reflect a measure of management and guarantee income on guarantees and a measure of net interest income on investments that is in line with how we manage our business. These include reclassifying certain credit guarantee-related activities and investment-related activities between various line items on our GAAP consolidated statements of comprehensive income. We also allocate certain revenues and expenses, including certain returns on assets and funding costs, and all administrative expenses to our three reportable segments.

As a result of these reclassifications and allocations, Segment Earnings for our reportable segments differs significantly from, and should not be used as a substitute for, net income (loss) as determined in accordance with GAAP. Our definition of

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Segment Earnings may differ from similar measures used by other companies. However, we believe that Segment Earnings provides us with meaningful metrics to assess the financial performance of each segment and our company as a whole.

In the first quarter of 2014, we revised our inter-segment allocations between the Multifamily and the Investments segments for the Multifamily segment's investment securities and held-for-sale loans. With this change, the Multifamily segment reflects the entire change in fair value of these assets in its financial results and the Investments segment transfers the change in fair value of the derivatives associated with the Multifamily segment's investments securities and held-for-sale loans to the Multifamily segment. The purpose of this change is to better reflect the operations of the Multifamily segment on a stand-alone basis. Prior period results have been revised to conform with the current period presentation.

See “BUSINESS — Our Business Segments” in our 2013 Annual Report for further information regarding our segments, including the descriptions and activities of our segments, and “NOTE 13: SEGMENT REPORTING” in this Form 10-Q and our 2013 Annual Report for further information regarding the reclassifications and allocations used to present Segment Earnings.

The table below provides information about our various segment mortgage and credit risk portfolios at June 30, 2014 and December 31, 2013. For a discussion of each segment’s portfolios, see “Segment Earnings — Results.”

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Table 10 — Composition of Segment Mortgage Portfolios and Credit Risk Portfolios

	June 30, 2014 (in millions)	December 31, 2013
Segment mortgage portfolios:		
Single-family Guarantee — Managed loan portfolio:		
Single-family unsecuritized seriously delinquent mortgage loans	\$32,443	\$37,726
Single-family Freddie Mac mortgage-related securities held by us	153,133	165,247
Single-family Freddie Mac mortgage-related securities held by third parties	1,376,929	1,361,972
Single-family other guarantee commitments <sup>(3)</sup>	19,682	19,872
Total Single-family Guarantee — Managed loan portfolio	1,582,187	1,584,817
Investments — Mortgage investments portfolio:		
Single-family unsecuritized mortgage loans <sup>(4)</sup>	84,081	84,411
Freddie Mac mortgage-related securities	153,133	165,247
Non-agency mortgage-related securities	54,622	64,524
Non-Freddie Mac agency mortgage-related securities	15,562	16,889
Total Investments — Mortgage investments portfolio	307,398	331,071
Multifamily — Guarantee portfolio:		
Multifamily Freddie Mac mortgage-related securities held by us	2,029	2,787
Multifamily Freddie Mac mortgage-related securities held by third parties	69,697	62,505
Multifamily other guarantee commitments <sup>(3)</sup>	9,131	9,288
Total Multifamily — Guarantee portfolio	80,857	74,580
Multifamily — Mortgage investments portfolio:		
Multifamily investment securities portfolio	27,478	33,056
Multifamily unsecuritized loan portfolio	52,561	59,171
Total Multifamily — Mortgage investments portfolio	80,039	92,227
Total Multifamily portfolio	160,896	166,807
Less: Freddie Mac single-family and certain multifamily securities <sup>(5)</sup>	(155,162)	(168,034)
Total mortgage portfolio	\$1,895,319	\$1,914,661
Credit risk portfolios: <sup>(6)</sup>		
Single-family credit guarantee portfolio: <sup>(2)</sup>		
Single-family mortgage loans, on-balance sheet	\$1,627,898	\$1,630,859
Non-consolidated Freddie Mac mortgage-related securities	6,601	6,961
Other guarantee commitments <sup>(3)</sup>	19,682	19,872
Less: HFA initiative-related guarantees <sup>(7)</sup>	(3,612)	(4,051)
Less: Freddie Mac mortgage-related securities backed by Ginnie Mae certificates <sup>(7)</sup>	(485)	(541)
Total single-family credit guarantee portfolio	\$1,650,084	\$1,653,100
Multifamily mortgage portfolio:		
Multifamily mortgage loans, on-balance sheet <sup>(8)</sup>	\$53,003	\$59,615
Non-consolidated Freddie Mac mortgage-related securities	71,285	64,848
Other guarantee commitments <sup>(3)</sup>	9,131	9,288
Less: HFA initiative-related guarantees <sup>(7)</sup>	(830)	(905)
Total multifamily mortgage portfolio	\$132,589	\$132,846

(1) Amounts represent UPB.

(2)

The balances of the mortgage-related securities in the Single-family Guarantee managed loan portfolio are based on the UPB of the security, whereas the balances of our single-family credit guarantee portfolio presented in this report are based on the UPB of the mortgage loans underlying the related security. The differences in the loan and security balances result from the timing of remittances to security holders, which is typically 45 or 75 days after the mortgage payment cycle of fixed-rate and ARM PCs, respectively.

(3) Represents the UPB of mortgage-related assets held by third parties for which we provide our guarantee without our securitization of the related assets.

Excludes unsecuritized seriously delinquent single-family loans. The Single-family Guarantee segment earns management and guarantee fees associated with unsecuritized single-family loans in the Investments segment's mortgage investments portfolio.

(4) Freddie Mac single-family mortgage-related securities held by us are included in both our Investments segment's mortgage investments portfolio and our Single-family Guarantee segment's managed loan portfolio, and Freddie Mac multifamily mortgage-related securities held by us are included in both the multifamily investment securities portfolio and the multifamily guarantee portfolio. Therefore, these amounts are deducted in order to reconcile to our total mortgage portfolio.

(5) Represents the UPB of loans for which we present characteristics, delinquency data, and certain other statistics in this report. See "GLOSSARY" for further description.

(6)

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We exclude HFA initiative-related guarantees and our resecuritizations of Ginnie Mae certificates from our credit (7) risk portfolios and most related statistics because these guarantees do not expose us to meaningful amounts of credit risk due to the credit enhancement provided on them by the U.S. government.

(8) Includes both unsecuritized multifamily mortgage loans and multifamily mortgage loans in consolidated trusts.

## Segment Earnings — Results

## Single-Family Guarantee

The table below presents the Segment Earnings of our Single-family Guarantee segment.

Table 11 — Segment Earnings and Key Metrics — Single-Family Guarantee

	Three Months Ended		Six Months Ended	
	June 30, 2014	2013	June 30, 2014	2013
	(dollars in millions)			
Segment Earnings:				
Net interest income (expense) <sup>(2)</sup>	\$(79 )	\$3	\$(46 )	\$97
Benefit for credit losses	398	345	76	589
Non-interest income:				
Management and guarantee income	1,252	1,298	2,423	2,541
Other non-interest income (loss)	(172 )	208	28	449
Total non-interest income	1,080	1,506	2,451	2,990
Non-interest expense:				
Administrative expenses	(275 )	(252 )	(553 )	(493 )
REO operations income (expense)	48	109	(11 )	101
Temporary Payroll Tax Cut Continuation Act of 2011 expense	(187 )	(123 )	(365 )	(216 )
Other non-interest expense	(80 )	(33 )	(119 )	(94 )
Total non-interest expense	(494 )	(299 )	(1,048 )	(702 )
Segment adjustments <sup>(3)</sup>	(76 )	(214 )	(158 )	(442 )
Segment Earnings before income tax expense	829	1,341	1,275	2,532
Income tax expense	(261 )	—	(394 )	(5 )
Segment Earnings, net of taxes	568	1,341	881	2,527
Total other comprehensive income, net of taxes	—	1	—	12
Total comprehensive income	\$568	\$1,342	\$881	\$2,539
Key metrics:				
Balances and Volume (in billions, except rate):				
Average balance of single-family credit guarantee portfolio and HFA guarantees	\$1,651	\$1,642	\$1,652	\$1,639
Issuance — Single-family credit guarantees <sup>(4)</sup>	\$58	\$133	\$111	\$269
Fixed-rate products — Percentage of purchases <sup>(5)</sup>	93 %	96 %	94 %	97 %
Liquidation rate — Single-family credit guarantees (annualized) <sup>(6)</sup>	14 %	32 %	14 %	34 %
Average Management and Guarantee Rate (in bps, annualized) <sup>(7)</sup>				
Segment Earnings management and guarantee income <sup>(8)</sup>	30.4	31.6	29.3	31.0
Guarantee fee charged on new acquisitions <sup>(9)</sup>	57.7	50.7	57.0	49.9
Credit:				
Serious delinquency rate, at end of period	2.07 %	2.79 %	2.07 %	2.79 %
REO inventory, at end of period (number of properties)	36,134	44,623	36,134	44,623
Single-family credit losses, in bps (annualized) <sup>(10)</sup>	20.4	42.4	21.7	46.1
Market:				
Single-family mortgage debt outstanding (total U.S. market, in billions) <sup>(11)</sup>	\$9,851	\$9,906	\$9,851	\$9,906
30-year fixed mortgage rate <sup>(12)</sup>	4.1 %	4.5 %	4.1 %	4.5 %



- For reconciliations of the Segment Earnings line items to the comparable line items in our consolidated financial
- (1) statements prepared in accordance with GAAP, see “NOTE 13: SEGMENT REPORTING — Table 13.2 — Segment Earnings and Reconciliation to GAAP Results.”
  - (2) The first half of 2014 includes interest expense associated with our STACR debt notes that we began issuing in July 2013.
  - (3) For a description of our segment adjustments, see “NOTE 13: SEGMENT REPORTING — Segment Earnings” in our 2013 Annual Report.
  - (4) Represents the UPB of loans underlying Freddie Mac mortgage-related securities and other guarantee commitments.
  - (5) Excludes Other Guarantee Transactions.  
Represents principal repayments relating to loans underlying Freddie Mac mortgage-related securities and other
  - (6) guarantee commitments, including those related to our removal of seriously delinquent and modified mortgage loans and balloon/reset mortgage loans from PC pools.
  - (7) Includes the effect of pricing adjustments that are based on the price performance of our PCs relative to comparable Fannie Mae securities.
  - (8) Consists of the contractual management and guarantee fee rate as well as amortization of delivery and other upfront fees (using the original contractual maturity date of the related loans) for the entire single-family credit guarantee portfolio.

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Represents the estimated average rate of management and guarantee fees for new acquisitions during the period (9) assuming amortization of delivery fees using the estimated life of the related loans rather than the original contractual maturity date of the related loans.

Calculated as the amount of single-family credit losses divided by the sum of the average carrying value of our (10) single-family credit guarantee portfolio and the average balance of our single-family HFA initiative-related guarantees.

(11) Source: Federal Reserve Financial Accounts of the United States of America dated June 5, 2014. The outstanding amount for June 30, 2014 reflects the balance as of March 31, 2014.

Based on Freddie Mac's Primary Mortgage Market Survey rate for the last week in the period, which represents (12) the national average mortgage commitment rate to a qualified borrower exclusive of any fees and points required by the lender. This commitment rate applies only to financing on conforming mortgages with LTV ratios of 80%. Segment Earnings for our Single-family Guarantee segment declined to \$0.6 billion and \$0.9 billion in the three and six months ended June 30, 2014, respectively, from \$1.3 billion and \$2.5 billion in the three and six months ended June 30, 2013, respectively. The declines in the 2014 periods were primarily due to: (a) lower non-interest income; (b) increased income tax expense; and (c) lower REO operations income. In addition, we recognized lower benefits for credit losses in the first half of 2014 compared to the first half of 2013.

Segment Earnings for the Single-family Guarantee segment is largely driven by management and guarantee fee income and the (provision) benefit for credit losses. The table below provides summary information about the composition of Segment Earnings for this segment, by guarantee and loan origination years, for the six months ended June 30, 2014 and 2013.

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Table 12 — Segment Earnings Composition — Single-Family Guarantee Segment

Six Months Ended June 30, 2014					
	Segment Earnings Management and Guarantee Income <sup>(1)</sup>		Credit-Related (Expense) Benefit <sup>(2)(3)</sup>		Net Amount <sup>(5)</sup>
	Amount	Average Rate <sup>(4)</sup>	Amount	Average Rate <sup>(4)</sup>	
(dollars in millions, rates in bps)					
Year of origination: <sup>(5)</sup>					
2014	\$94	44.4	\$(2)	(1.8)	\$92
2013	622	40.6	(15)	(1.1)	607
2012	363	30.2	(6)	(0.4)	357
2011	139	24.4	(3)	(0.4)	136
2010	125	24.5	(5)	(0.8)	120
2009	112	19.9	3	0.5	115
Subtotal - New single-family book	1,455	31.7	(28)	(0.6)	1,427
HARP and other relief refinance loans <sup>(6)</sup>	576	33.7	(146)	(8.3)	430
2005-2008 Legacy single-family book	273	20.5	149	11.9	422
Pre-2005 Legacy single-family book	119	18.9	90	12.5	209
Total	\$2,423	29.3	\$65	0.8	\$2,488
Administrative expenses					(553)
Net interest income					(46)
Other non-interest income (expenses), net					(1,008)
Segment Earnings, net of taxes					\$881
Six Months Ended June 30, 2013					
	Segment Earnings Management and Guarantee Income <sup>(1)</sup>		Credit-Related (Expense) Benefit <sup>(2)(3)</sup>		Net Amount <sup>(5)</sup>
	Amount	Average Rate <sup>(4)</sup>	Amount	Average Rate <sup>(4)</sup>	
(dollars in millions, rates in bps)					
Year of origination: <sup>(5)</sup>					
2013	\$146	30.5	\$(3)	(0.6)	\$143
2012	461	34.3	(5)	(0.3)	456
2011	285	40.1	(1)	(0.2)	284
2010	258	38.8	11	1.6	269
2009	258	33.6	21	2.9	279
Subtotal - New single-family book	1,408	35.5	23	0.6	1,431
HARP and other relief refinance loans <sup>(6)</sup>	501	32.6	(224)	(13.7)	277
2005-2008 Legacy single-family book	436	23.9	692	42.3	1,128
Pre-2005 Legacy single-family book	196	22.6	199	21.3	395
Total	\$2,541	31.0	\$690	8.3	\$3,231
Administrative expenses					(493)
Net interest income					97
					(308)

Other non-interest income (expenses),  
net

Segment Earnings, net of taxes

\$2,527

For the entire single-family credit guarantee portfolio, consists of: (a) the contractual management and guarantee fee; and (b) amortization of delivery and other upfront fees (using the original contractual maturity date of the (1) related loans) of \$0.9 billion and \$1.3 billion for the six months ended June 30, 2014 and 2013, respectively. Prior period information has been revised to conform with the current period presentation. See endnote (6) for further information.

(2) Consists of the aggregate of the Segment Earnings (provision) benefit for credit losses and Segment Earnings REO operations (expense) income. Historical rates of average credit-related (expense) benefit may not be representative of future results. Prior period information has been revised to conform with the current period presentation. See endnote (6) for further information.

(3) Includes our settlement agreements with certain sellers for release of certain repurchase obligations primarily associated with loans in our Legacy single-family books in exchange for one-time cash payments.

(4) Calculated as the annualized amount of Segment Earnings management and guarantee income or credit-related (expense) benefit, respectively, divided by the sum of the average carrying values of the single-family credit guarantee portfolio and the average balance of our single-family HFA initiative-related guarantees. Prior period information has been revised to conform with the current period presentation. See endnote (6) for further information.

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Calculated as Segment Earnings management and guarantee income less credit-related (expense) benefit. Prior (5) period information has been revised to conform with the current period presentation. See endnote (6) for further information.

Segment Earnings management and guarantee income is presented by year of guarantee origination (except for HARP and other relief refinance loans), whereas credit-related (expense) benefit is presented based on year of loan (6) origination. HARP and other relief refinance loans are presented separately rather than in the year that the refinancing occurred (from 2009 to 2014). All other refinance loans are presented in the year that the refinancing occurred. Prior period information has been revised to conform with the current period presentation.

We continue to maintain a consistent market presence by providing lenders with a constant source of liquidity for conforming mortgage products. Issuances of our guarantees were \$58 billion and \$111 billion in the three and six months ended June 30, 2014, respectively, compared to \$133 billion and \$269 billion in the three and six months ended June 30, 2013, respectively. During the first half of 2014, refinancings comprised approximately 48% of our single-family purchase and issuance volume, compared with 81% in the first half of 2013. Origination volumes in the U.S. residential mortgage market declined significantly during the first half of 2014, as compared to the first half of 2013, driven by a significant decline in the volume of refinance mortgages. We attribute this decline to higher average mortgage interest rates in the first half of 2014 compared to the first half of 2013. In addition, many borrowers have already refinanced their loans in recent periods at relatively low interest rates, and thus may be less likely to do so in the future.

The UPB of the single-family credit guarantee portfolio was \$1.7 trillion at both June 30, 2014 and December 31, 2013. We expect the UPB of our single-family credit guarantee portfolio will be relatively unchanged at the end of 2014 compared to the end of 2013. Our purchase activity in the first half of 2014 declined to \$107.6 billion in UPB compared to \$261.7 billion in UPB during the first half of 2013. The annualized liquidation rate on our single-family credit guarantees also declined to approximately 14% in the first half of 2014 compared to 34% in the first half of 2013. We expect the reduced purchase volume to continue in the second half of 2014. However, the expected decline in purchase volume is expected to be offset by a decline in prepayments resulting from higher mortgage interest rates. We refer to single-family loans we acquired beginning in 2009, excluding HARP and other relief refinance mortgages, as our New single-family book. We do not include HARP and other relief refinance mortgages in our New single-family book, since underwriting procedures for these mortgages are limited, and, in many cases, do not include all of the changes in underwriting standards we have implemented since 2008. As a result, relief refinance mortgages generally reflect many of the credit risk attributes of the original loans (many of which were originated between 2005 and 2008).

Our New single-family book continues to represent an increasing share of our overall single-family credit guarantee portfolio and comprised 56% of this portfolio as of June 30, 2014. The New single-family book has low delinquency rates and credit losses compared to our 2005-2008 Legacy single-family book. The serious delinquency rate for the New single-family book was 0.23% as of June 30, 2014 and its credit losses were \$51 million in the first half of 2014, representing 3% of our total credit losses. As of June 30, 2014, loans originated after 2008 have, on a cumulative basis, provided management and guarantee income that has exceeded the credit-related and administrative expenses associated with these loans. We expect these loans to continue to be profitable for us over the long term, in aggregate. For more information on the composition of our single-family credit guarantee portfolio, see "Table 28 — Single-Family Credit Guarantee Portfolio Data by Year of Origination."

HARP and other relief refinance loans represent a significant portion of our single-family credit guarantee portfolio. Relief refinance mortgages (including HARP loans) generally present higher risk to us than other refinance loans we have purchased since 2009. However, relief refinance mortgages (including HARP loans) generally have performed better than loans with similar characteristics remaining in our single-family credit guarantee portfolio that were originated prior to 2009. For information on the potential credit risks related to these loans, see "RISK MANAGEMENT — Credit Risk — Mortgage Credit Risk — Single-Family Mortgage Credit Risk — Single-Family Loan Workouts and the MHA Program."

Segment Earnings management and guarantee income was \$1.3 billion and \$2.4 billion in the three and six months ended June 30, 2014, respectively, compared to \$1.3 billion and \$2.5 billion in the three and six months ended June

30, 2013, respectively. The slight decline in the first half of 2014 compared to the first half of 2013 was primarily due to decreased amortization of delivery fees resulting from a higher interest rate environment and lower refinancing activity in 2014.

The average management and guarantee fee we charged for new acquisitions in the first half of 2014 was 57.0 basis points, compared to 49.9 basis points in the first half of 2013. The higher average contractual guarantee fees charged on new acquisitions in the first half of 2014 was primarily due to a change in the characteristics of the mortgages we purchased in the first half of 2014, including loans with higher LTV ratios and borrowers with lower average credit scores, than in the first half of 2013. The guarantee fee we charge on new acquisitions generally consists of a combination of delivery fees as well as a base monthly fee. The average guarantee fee charged on new acquisitions is higher than the average Segment Earnings management and guarantee income rate because it represents our expected guarantee fee rate based on the estimated life of the related loans using certain assumptions for prepayments and other liquidations, whereas the Segment Earnings rate is based on the contractual life of the guarantee. We seek to issue guarantees with fee terms that we believe are commensurate with the risks assumed and that will, over the long-term: (a) provide management and guarantee fee income that, in aggregate, exceeds our anticipated credit-related and administrative expenses on the single-family credit guarantee portfolio; and (b) provide a return on the capital that would be needed to support the related credit risk.

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Our Segment Earnings management and guarantee fee income is influenced by our PC price performance because we adjust our fees based on the relative price performance of our PCs compared to comparable Fannie Mae securities. A decline in security performance could negatively impact our segment financial results. See "RISK FACTORS — Competitive and Market Risks — A significant decline in the price performance of or demand for our PCs could have an adverse effect on the volume and/or profitability of our new single-family guarantee business. The profitability of our multifamily business could be adversely affected by a significant decrease in demand for K Certificates" in our 2013 Annual Report for additional information.

The 2014 Conservatorship Scorecard includes a goal for us to complete credit risk transfer transactions for \$90 billion in UPB using at least one transaction type in addition to STACR debt note transactions. We executed four transactions during the first half of 2014 that shift a portion of the mezzanine credit loss position on certain groups of loans in our New single-family book from us to private investors. The transactions completed in the first half of 2014 consisted of: (a) two STACR debt note transactions; and (b) two ACIS transactions using third-party insurance. We will continue to seek to expand and refine our offerings of credit risk transfer transactions in the future. For more information, see "BUSINESS — Our Business Segments — Single-Family Guarantee Segment — Credit Enhancements" in our 2013 Annual Report and "RISK MANAGEMENT — Credit Risk — Mortgage Credit Risk — Single-Family Mortgage Credit Risk — Credit Enhancements."

Segment Earnings other non-interest income (loss) was \$(172) million and \$28 million in the three and six months ended June 30, 2014, respectively, compared to \$208 million and \$449 million in the three and six months ended June 30, 2013, respectively. The decline in the 2014 periods was primarily due to: (a) losses on single-family loans that were reclassified from held-for-investment to held-for-sale during the second quarter of 2014 (in connection with the pilot transaction discussed below) as these loans are adjusted to the lower-of-cost-or-fair-value at the time of transfer; and (b) fair value losses on STACR debt notes due to an increase in market prices for these notes, which we have elected to carry at fair value. Partially offsetting these losses was increased income from the accrual of compensatory fees in the first half of 2014 related to servicers that failed to meet our loan foreclosure timelines.

Segment Earnings benefit for credit losses for the Single-family Guarantee segment was \$398 million and \$76 million in the three and six months ended June 30, 2014, respectively, compared to \$345 million and \$589 million in the three and six months ended June 30, 2013, respectively. Our benefit for credit losses in the six months ended June 30, 2014 includes benefits from: (a) settlement agreements with certain sellers; (b) an increase in expected recoveries from one of our mortgage insurers; (c) the reduction of loan loss reserves associated with certain seriously delinquent single-family mortgage loans reclassified from held-for-investment to held-for-sale; and (d) moderate home price growth. The benefit for credit losses in the first half of 2013 reflects a more significant increase in home prices that was partially offset by incurred losses associated with newly delinquent loans. Assuming that all other factors remain the same, an increase in home prices may reduce the likelihood that loans will default and may also reduce the amount of credit losses on the loans that do default. We do not expect future settlement agreements, if any, with seller/servicers to have a significant effect on our financial results. See "RISK MANAGEMENT — Credit Risk — Institutional Credit Risk" for further information on recent developments concerning our mortgage insurance counterparties. Although we recognized a benefit for credit losses in the segment in the first six months of 2014, we recognized a provision for credit losses associated with HARP and other relief refinance loans since these loans have begun to experience incurred losses in the normal course of time and did not benefit as much as our Legacy single-family books did from the increase in home prices during the period.

The serious delinquency rate on our single-family credit guarantee portfolio was 2.07% and 2.39% at June 30, 2014 and December 31, 2013, respectively. In the first half of 2014, our serious delinquency rate continued the decline that began in 2010, primarily due to lower volumes of single-family loans becoming seriously delinquent and continued loss mitigation and foreclosure activities for loans in the Legacy single-family books. In April 2014, we received FHFA's approval for a pilot transaction to sell certain seriously delinquent unsecuritized single-family loans held on our consolidated balance sheet. As discussed above, we transferred certain of these loans to held-for-sale classification in the second quarter of 2014. We expect to complete the sale of substantially all of these loans in the third quarter of 2014, which would further reduce our serious delinquency rate.

Charge-offs, net of recoveries, associated with single-family loans were \$1.8 billion and \$3.9 billion in the first half of 2014 and 2013, respectively. Our recoveries in both the first half of 2014 and 2013 included approximately \$0.4 billion related to repurchase requests from our seller/servicers (including amounts related to settlement agreements with certain sellers to release specified loans from certain repurchase obligations in exchange for one-time cash payments). Single-family credit losses as a percentage of the average balance of the single-family credit guarantee portfolio and HFA initiative-related guarantees were 21.7 basis points and 46.1 basis points for the first half of 2014 and 2013, respectively. See “RISK MANAGEMENT — Credit Risk — Mortgage Credit Risk” for further information on our single-family credit guarantee portfolio, including credit performance, serious delinquency rates, charge-offs, REO assets and non-accrual loans.

REO operations income (expense) for the Single-family Guarantee segment was \$48 million and \$109 million in the second quarter of 2014 and 2013, respectively, and \$(11) million and \$101 million in the first half of 2014 and 2013, respectively. These changes were primarily due to lower gains on the disposition of REO properties.



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Our single-family REO inventory (measured in number of properties) declined 24% from December 31, 2013 to June 30, 2014, primarily due to property dispositions exceeding acquisitions. Our REO acquisition activity has declined in recent periods as a result of our loss mitigation efforts and a declining amount of seriously delinquent loans. Although there was an improvement in REO disposition severity during the first half of 2014, the REO disposition severity ratios on sales of our REO inventory remain high as compared to periods before 2008. See “RISK MANAGEMENT — Credit Risk — Mortgage Credit Risk — REO Assets” for additional information about our REO activity. Expenses related to the legislated 10 basis point increase in guarantee fees were \$365 million and \$216 million during the first six months of 2014 and 2013, respectively, and we recognized a similar amount of associated management and guarantee income in each period. As of June 30, 2014, loans with an aggregate UPB of \$767.6 billion were subject to these fees, and the cumulative total of the amounts paid and due to Treasury was \$1.0 billion. Segment Earnings income tax expense for the Single-family Guarantee segment was \$394 million and \$5 million for the six months ended June 30, 2014 and 2013, respectively. The increased income tax expense in 2014 results from the release of the valuation allowance in the second half of 2013.

## Investments

The table below presents the Segment Earnings of our Investments segment.

Table 13 — Segment Earnings and Key Metrics — Investments

	Three Months Ended June 30,		Six Months Ended June 30,		
	2014	2013	2014	2013	
	(dollars in millions)				
Segment Earnings:					
Net interest income	\$726	\$839	\$1,562	\$1,869	
Non-interest income (loss):					
Net impairment of available-for-sale securities recognized in earnings	83	49	(132)	57	)
Derivative gains (losses)	(1,124)	1,052	(2,612)	1,611	)
Gains (losses) on trading securities	14	(651)	(41)	(1,029)	)
Other non-interest income	773	954	6,410	1,711	
Total non-interest income (loss)	(254)	1,404	3,625	2,350	
Non-interest expense:					
Administrative expenses	(111)	(132)	(235)	(244)	)
Other non-interest expense	(2)	(1)	(6)	(1)	)
Total non-interest expense	(113)	(133)	(241)	(245)	)
Segment adjustments <sup>(2)</sup>	149	296	300	585	
Segment Earnings before income tax (expense) benefit	508	2,406	5,246	4,559	
Income tax (expense) benefit	(190)	323	(1,626)	590	)
Segment Earnings, net of taxes	318	2,729	3,620	5,149	
Total other comprehensive income, net of taxes	595	158	1,074	2,532	
Comprehensive income	\$913	\$2,887	\$4,694	\$7,681	
Key metrics:					
Portfolio balances:					
Average balances of interest-earning assets: <sup>(3)</sup>					
Mortgage-related securities <sup>(4)</sup>	\$234,894	\$276,553	\$241,561	\$281,274	
Non-mortgage-related investments <sup>(5)</sup>	56,006	94,781	64,018	90,560	
Single-family unsecuritized loans <sup>(6)</sup>	83,086	90,057	83,428	90,723	
Total average balances of interest-earning assets	\$373,986	\$461,391	\$389,007	\$462,557	
Return:					
Net interest yield — Segment Earnings basis (annualized)	0.78	% 0.73	% 0.80	% 0.81	%

- In the first quarter of 2014, we revised our inter-segment allocations between the Multifamily and the Investments segments for the Multifamily segment's investment securities and held-for-sale loans. Prior period results have been revised to conform with the current period presentation. For additional information about this change and the reconciliations of the Segment Earnings line items to the comparable line items in our consolidated financial statements prepared in accordance with GAAP, see "NOTE 13: SEGMENT REPORTING — Segment Earnings" and "— Table 13.2 — Segment Earnings and Reconciliation to GAAP Results," respectively.
- (1) For a description of our segment adjustments, see "NOTE 13: SEGMENT REPORTING — Segment Earnings" in our 2013 Annual Report.
  - (2) We calculate average balances based on amortized cost.
  - (3) Includes our investments in single-family PCs and certain Other Guarantee Transactions, which are consolidated under GAAP on our consolidated balance sheets.
  - (4) Includes the average balances of interest-earning cash and cash equivalents, non-mortgage-related securities, and federal funds sold and securities purchased under agreements to resell.
  - (5) Excludes unsecuritized seriously delinquent single-family mortgage loans.
  - (6)

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Segment Earnings for our Investments segment decreased by \$2.4 billion and \$1.5 billion to \$318 million and \$3.6 billion in the three and six months ended June 30, 2014, respectively, compared to \$2.7 billion and \$5.1 billion in the three and six months ended June 30, 2013, respectively. These decreases were primarily due to derivative losses recorded during the three and six months ended June 30, 2014 compared to derivative gains recorded during the three and six months ended June 30, 2013, and were partially offset by increases in other non-interest income from settlements associated with our investments in certain non-agency mortgage-related securities and improvements in gains (losses) on trading securities during the three and six months ended June 30, 2014.

Comprehensive income for our Investments segment decreased by \$2.0 billion and \$3.0 billion to \$913 million and \$4.7 billion in the three and six months ended June 30, 2014, respectively, compared to \$2.9 billion and \$7.7 billion in the three and six months ended June 30, 2013, respectively, primarily due to lower Segment Earnings and, during the six months ended June 30, 2014, lower other comprehensive income.

Our Investments segment's other comprehensive income was \$595 million and \$1.1 billion during the three and six months ended June 30, 2014, respectively, compared to \$158 million and \$2.5 billion during the three and six months ended June 30, 2013, respectively. The increase in other comprehensive income during the three months ended June 30, 2014 was primarily due to fair value gains on our available-for-sale mortgage-related securities as interest rates declined. The decrease in other comprehensive income during the six months ended June 30, 2014 was primarily due to lower fair value gains on our non-agency mortgage-related securities as spreads tightened less during the six months ended June 30, 2014 compared to the six months ended June 30, 2013. Other comprehensive income in all periods also reflects the reversals of: (a) unrealized losses due to the recognition of other-than-temporary impairments in earnings; and (b) unrealized gains and losses related to available-for-sale securities sold during the respective period.

During the three and six months ended June 30, 2014, the UPB of the Investments segment mortgage investments portfolio decreased at an annualized rate of 7% and 14%, respectively. We held \$168.7 billion and \$182.1 billion of agency securities, \$54.6 billion and \$64.5 billion of non-agency mortgage-related securities, and \$84.1 billion and \$84.4 billion of single-family unsecuritized mortgage loans at June 30, 2014 and December 31, 2013, respectively. The decline in UPB of agency securities is due mainly to liquidations, net sales of PCs, and net sales related to our structuring activity, where we generally sell a portion of the newly structured asset. The decline in UPB of non-agency mortgage-related securities is due mainly to the receipt of principal repayments from both the recoveries from liquidated loans and voluntary repayments of the underlying collateral, representing a partial return of our investments in these securities, and sales. The decline in the UPB of single-family unsecuritized mortgage loans is primarily related to prepayments of mortgage loans held and the securitization of mortgage loans that we had purchased for cash, and includes the securitization of reperforming loans and modified loans, partially offset by the addition of newly performing loans from the Single-family Guarantee segment. See "CONSOLIDATED BALANCE SHEETS ANALYSIS — Investments in Securities" and "— Mortgage Loans" for additional information regarding our mortgage-related securities and mortgage loans.

Segment Earnings net interest income decreased by \$113 million and \$307 million during the three and six months ended June 30, 2014, respectively, compared to the three and six months ended June 30, 2013. The primary driver of these decreases was the negative impact of the reduction in the balance of mortgage-related assets due to continued liquidations.

Segment Earnings non-interest income (loss) was \$(254) million and \$3.6 billion in the three and six months ended June 30, 2014, respectively, compared to \$1.4 billion and \$2.4 billion in the three and six months ended June 30, 2013, respectively. The decline during the three months ended June 30, 2014 was primarily due to derivative losses recorded during the three months ended June 30, 2014 compared to derivative gains recorded during the three months ended June 30, 2013. The improvement during the six months ended June 30, 2014 was primarily due to settlements associated with our investments in certain non-agency mortgage-related securities, partially offset by derivative losses recorded during the six months ended June 30, 2014 compared to derivative gains recorded during the six months ended June 30, 2013.

We recorded derivative gains (losses) for this segment of \$(1.1) billion and \$(2.6) billion during the three and six months ended June 30, 2014, respectively, compared to \$1.1 billion and \$1.6 billion during the three and six months

ended June 30, 2013, respectively. The losses were primarily due to a decrease in longer-term interest rates during the three and six months ended June 30, 2014 compared to an increase in longer-term interest rates during the three and six months ended June 30, 2013. See “Non-Interest Income (Loss) — Derivative Gains (Losses)” for additional information on our derivatives.

Net impairment of available-for-sale securities recognized in earnings in our Investments segment was a benefit of \$83 million compared to \$49 million during the three months ended June 30, 2014 and 2013, respectively, as accretion on previously impaired securities increased. Net impairment of available-for-sale securities recognized in earnings was an expense of \$132 million compared to a benefit of \$57 million during the six months ended June 30, 2014 and 2013, respectively. During the six months ended June 30, 2014, these impairments were primarily driven by an increase in the population of available-for-sale securities in an unrealized loss position where we had the intent to sell. See “CONSOLIDATED BALANCE SHEETS ANALYSIS — Investments in Securities — Mortgage-Related Securities — Other-Than-Temporary Impairments on Available-For-Sale Mortgage-Related Securities,” as well as “NOTE 7: INVESTMENTS IN SECURITIES” and “NOTE 15:

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CONCENTRATION OF CREDIT AND OTHER RISKS — Non-Agency Mortgage-Related Security Issuers" for additional information.

We recorded gains (losses) on trading securities of \$14 million and \$(41) million during the three and six months ended June 30, 2014, respectively, compared to \$(651) million and \$(1.0) billion during the three and six months ended June 30, 2013, respectively. The gains on trading securities during the three months ended June 30, 2014 were primarily due to a decline in longer-term interest rates during the period, which more than offset the impact of the movement of these securities with unrealized gains towards maturity. The losses on trading securities during the six months ended June 30, 2014 and the three and six months ended June 30, 2013 were primarily due to the movement of securities with unrealized gains towards maturity, partially offset during the six months ended June 30, 2014 by the effect of the decline in longer-term interest rates.

We recorded other non-interest income for this segment of \$773 million and \$6.4 billion during the three and six months ended June 30, 2014, respectively, compared to \$954 million and \$1.7 billion during the three and six months ended June 30, 2013, respectively. The decrease in other non-interest income during the three months ended June 30, 2014 was primarily due to a decrease in the amortization income on debt securities of consolidated trusts driven by a lower volume of prepayments. The increase in other non-interest income during the six months ended June 30, 2014 primarily resulted from settlements associated with our investments in certain non-agency mortgage-related securities and increased gains on sales of available-for-sale securities resulting from sales primarily related to our structuring activity, partially offset by a decrease in amortization income on debt securities of consolidated trusts driven by a lower volume of prepayments. For information on the settlement agreements, see "NOTE 15: CONCENTRATION OF CREDIT AND OTHER RISKS — Non-Agency Mortgage-Related Security Issuers."

For a discussion of items that have affected our Investments segment net interest income over time, and can be expected to continue to do so, see "BUSINESS — Conservatorship and Related Matters — Limits on Investment Activity and Our Mortgage-Related Investments Portfolio" in our 2013 Annual Report.

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## Multifamily

The table below presents the Segment Earnings of our Multifamily segment.

Table 14 — Segment Earnings and Key Metrics — Multifamily

	Three Months Ended		Six Months Ended		
	June 30, 2014	2013	June 30, 2014	2013	
	(dollars in millions)				
Segment Earnings:					
Net interest income	\$250	\$320	\$465	\$623	
Benefit for credit losses	23	105	42	139	
Non-interest income:					
Management and guarantee income	63	49	121	95	
Net impairment of available-for-sale securities recognized in earnings	—	—	—	(11	)
Gains (losses) on mortgage loans	156	(563	) 410	(554	)
Derivative gains	112	1,335	197	2,165	
Other non-interest income	167	20	206	120	
Total non-interest income	498	841	934	1,815	
Non-interest expense:					
Administrative expenses	(67	) (60	) (133	) (139	)
REO operations income	2	1	2	3	
Other non-interest expense	(8	) (7	) (13	) (12	)
Total non-interest expense	(73	) (66	) (144	) (148	)
Segment Earnings before income tax expense	698	1,200	1,297	2,429	
Income tax expense	(222	) (282	) (403	) (508	)
Segment Earnings, net of taxes	476	918	894	1,921	
Total other comprehensive loss, net of taxes	(67	) (790	) (67	) (785	)
Total comprehensive income	\$409	\$128	\$827	\$1,136	
Key metrics:					
Balances and Volume:					
Average balance of Multifamily unsecuritized loan portfolio	\$54,416	\$73,131	\$56,266	\$74,634	
Average balance of Multifamily guarantee portfolio	\$79,828	\$60,560	\$78,176	\$57,573	
Average balance of Multifamily investment securities portfolio	\$28,892	\$48,424	\$30,938	\$49,532	
Multifamily new business activity	\$4,109	\$7,490	\$7,115	\$13,534	
Multifamily units financed from new business activity	63,041	98,330	114,406	185,000	
Multifamily K Certificate transactions — guaranteed portion	\$3,907	\$7,391	\$7,178	\$12,161	
Multifamily K Certificate transactions — unguaranteed portion <sup>(2)</sup>	\$613	\$1,404	\$1,223	\$2,192	
Yield and Rate:					
Net interest yield — Segment Earnings basis (annualized)	1.19	% 1.04	% 1.05	% 1.00	%
Average Management and guarantee fee rate, in bps (annualized): <sup>(3)</sup>					
K Certificate guarantees	20.9	19.7	20.5	19.5	
All other guarantees	76.8	74.6	76.2	74.3	
Total	30.7	32.3	30.6	32.8	
Credit:					

## Delinquency rate:

Credit-enhanced loans, at period end	0.02	% 0.15	% 0.02	% 0.15	%
Non-credit-enhanced loans, at period end	0.02	% 0.04	% 0.02	% 0.04	%
Total delinquency rate, at period end	0.02	% 0.09	% 0.02	% 0.09	%
Allowance for loan losses and reserve for guarantee losses, at period end	\$ 107	\$ 236	\$ 107	\$ 236	
Credit losses, in bps (annualized) <sup>(4)</sup>	—	1.2	—	2.8	
REO inventory, at net carrying value	\$ 16	\$ 54	\$ 16	\$ 54	
REO inventory, at period end (number of properties)	1	5	1	5	

- In the first quarter of 2014, we revised our inter-segment allocations between the Multifamily and the Investments segments for the Multifamily segment's investment securities and held-for-sale loans. Prior period results have been revised to conform with the current period presentation. For additional information about this change and the reconciliations of Segment Earnings line items to the comparable line items in our consolidated financial statements prepared in accordance with GAAP, see "NOTE 13: SEGMENT REPORTING — Segment Earnings" and "Table 13.2 — Segment Earnings and Reconciliation to GAAP Results," respectively.
- (1) Represents subordinated securities (i.e., CMBS), which are not issued or guaranteed by us.

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Represents Multifamily Segment Earnings — management and guarantee income, excluding prepayment and certain other fees for each category, divided by the sum of the average UPB of the related category of guarantee. The average UPB of the all other guarantees category includes the average UPB associated with HFA initiative-related guarantees, excluding certain bonds under the NIBP.

Calculated as the amount of multifamily credit losses (gains) divided by the sum of the average carrying value of our multifamily loans (on-balance sheet) and the average balance of the multifamily guarantee portfolio, including multifamily HFA initiative-related guarantees.

Segment Earnings for our Multifamily segment were \$476 million and \$894 million in the three and six months ended June 30, 2014, respectively, compared to \$918 million and \$1.9 billion in the three and six months ended June 30, 2013, respectively. The decline in the first half of 2014 compared to the first half of 2013 was primarily due to: (a) lower gains on derivatives, which are used to economically hedge investment securities; and (b) lower net interest income; partially offset by (c) gains on mortgage loans.

Comprehensive income for our Multifamily segment was \$409 million and \$827 million for the three and six months ended June 30, 2014, respectively, consisting of: (a) Segment Earnings of \$476 million and \$894 million, respectively; and (b) \$67 million of total other comprehensive loss for both periods. Total other comprehensive loss recognized in the 2014 periods for our Multifamily segment was primarily related to the realization of fair value gains that were previously deferred in AOCI associated with certain available-for-sale securities that were sold during the first half of 2014.

The 2014 Conservatorship Scorecard provides for us to maintain the dollar volume of new multifamily business activity for 2014 at or below the 2013 cap of \$25.9 billion, excluding affordable housing loans, loans for smaller multifamily properties, and loans for manufactured housing rental communities. Additionally, the 2014 Conservatorship Scorecard set a goal for us to assess the economics and feasibility of adopting additional types of risk transfer structures and of increasing the amount of risk transferred in current risk transfer structures (i.e., K Certificate transactions). For this purpose, risk is broadly defined to include, but is not limited to, credit, counterparty or aggregation risk.

In the first half of 2014, we continued to provide liquidity to the multifamily market and support affordable rental housing by acquiring and securitizing multifamily mortgages. Our multifamily new business activity declined to \$7.1 billion in the first half of 2014 compared to \$13.5 billion for the first half of 2013 primarily as a result of increased competition from other market participants, particularly banking institutions. We expect that our new multifamily business activity for the full-year of 2014 will be below the cap specified by the 2014 Conservatorship Scorecard of \$25.9 billion in UPB.

We sold \$4.5 billion and \$8.4 billion in UPB of multifamily loans in the three and six months ended June 30, 2014, respectively, primarily through K Certificate transactions, compared to \$8.8 billion and \$14.4 billion in the three and six months ended June 30, 2013, respectively. Our K Certificate activity declined in the first half of 2014 largely because our loan purchases have been adversely affected by increased competition, particularly from banking institutions. The UPB of the total multifamily portfolio declined to \$160.9 billion as of June 30, 2014 from \$166.8 billion as of December 31, 2013 primarily due to declines in our multifamily mortgage investments portfolio. This decline was partially offset by an increase in our multifamily guarantee portfolio resulting from our issuance of K Certificates.

Segment Earnings net interest income was \$250 million and \$320 million in the three months ended June 30, 2014 and 2013, respectively, and was \$465 million and \$623 million in the six months ended June 30, 2014 and 2013, respectively. The declines in the 2014 periods were primarily due to lower average balances of the multifamily loan and investment securities portfolios compared to the 2013 periods.

Segment Earnings non-interest income was \$498 million and \$841 million in the three months ended June 30, 2014 and 2013, respectively, and was \$934 million and \$1.8 billion in the six months ended June 30, 2014 and 2013, respectively. These declines were primarily due to lower gains on derivatives used to hedge investment securities resulting from a decline in longer-term interest rates in the 2014 periods compared to an increase in longer-term interest rates in the 2013 periods. Derivative gains (losses) for the Multifamily segment are offset by fair value changes of the corresponding assets that the derivatives economically hedge. The fair value changes of these hedged



assets are included in gains on mortgage loans, other non-interest income and total other comprehensive income. As a result, there is no net impact on total comprehensive income for the Multifamily segment from interest rate-related derivatives. Segment Earnings non-interest income also declined in the 2014 periods due to lower gains on sale of available-for-sale CMBS securities compared to the same periods in 2013.

Segment Earnings management and guarantee income was \$63 million and \$49 million in the three months ended June 30, 2014 and 2013, respectively, and was \$121 million and \$95 million in the six months ended June 30, 2014 and 2013, respectively. The increase in the 2014 periods was primarily due to the higher average balance of the multifamily guarantee portfolio, which was primarily due to ongoing issuances of K Certificates. However, the average total management and guarantee fee rate on our multifamily guarantee portfolio declined to 30.6 basis points in the first half of 2014, compared to 32.8 basis points in the first half of 2013. The decline in the first half of 2014 primarily reflects the increasing balance of guaranteed K Certificates during recent periods. Our guarantees of K Certificates have lower fees than our other multifamily guarantee activities as a result of our limited credit risk exposure due to the use of subordination.

Segment Earnings benefit for credit losses was \$23 million and \$105 million in the three months ended June 30, 2014 and 2013, respectively, and \$42 million and \$139 million in the six months ended June 30, 2014 and 2013, respectively. The

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recognition of a benefit for credit losses in these periods was primarily due to continued improvement in the expected performance of the underlying loans.

As a result of our prudent underwriting standards and practices, and the continued positive multifamily market fundamentals, the credit quality of the multifamily mortgage portfolio remains strong. Multifamily credit losses as a percentage of the combined average balance of our multifamily loan and guarantee portfolios were 0.0 basis points and 2.8 basis points in the first half of 2014 and 2013, respectively, and our delinquency rate of 0.02% as of June 30, 2014 continues to be among the industry's lowest. See "RISK MANAGEMENT — Credit Risk — Mortgage Credit Risk — Multifamily Mortgage Credit Risk" for further information about the credit performance, including delinquency rates, of our multifamily mortgage portfolio.

**CONSOLIDATED BALANCE SHEETS ANALYSIS**

The following discussion of our consolidated balance sheets should be read in conjunction with our consolidated financial statements, including the accompanying notes. Also, see "CRITICAL ACCOUNTING POLICIES AND ESTIMATES" in our 2013 Annual Report for information concerning certain significant accounting policies and estimates applied in determining our reported financial position.

**Cash and Cash Equivalents, Federal Funds Sold and Securities Purchased Under Agreements to Resell**

Cash and cash equivalents, federal funds sold and securities purchased under agreements to resell, and other liquid assets discussed in "Investments in Securities — Non-Mortgage-Related Securities," are important to our cash flow and asset and liability management, and our ability to provide liquidity and stability to the mortgage market. We use these assets to help manage recurring cash flows and meet our other cash management needs. We consider federal funds sold to be overnight unsecured trades executed with insured depository institutions that are members of the Federal Reserve System. Federal funds sold trades are not insured. Securities purchased under agreements to resell principally consist of short-term contractual agreements such as reverse repurchase agreements involving Treasury and agency securities.

The short-term assets on our consolidated balance sheets also include those related to our consolidated VIEs, which consisted primarily of restricted cash and cash equivalents and securities purchased under agreements to resell at June 30, 2014. These short-term assets related to our consolidated VIEs increased by \$1.7 billion from December 31, 2013 to June 30, 2014.

Excluding amounts related to our consolidated VIEs, we held \$4.7 billion and \$11.3 billion of cash and cash equivalents (including non-interest bearing deposits of \$4.4 billion and \$7.2 billion at the Federal Reserve Bank of New York), no federal funds sold, and \$29.8 billion and \$59.2 billion of securities purchased under agreements to resell at June 30, 2014 and December 31, 2013, respectively. The decrease in these liquid assets at June 30, 2014 compared to December 31, 2013 was due in part to the raising of the U.S. statutory debt limit, thus abating concerns that the U.S. would exhaust its borrowing authority.

Excluding amounts related to our consolidated VIEs, we held on average \$10.7 billion and \$13.7 billion of cash and cash equivalents and \$21.2 billion and \$30.1 billion of federal funds sold and securities purchased under agreements to resell during the three and six months ended June 30, 2014, respectively.

For information regarding our liquidity management practices and policies, see "MD&A — LIQUIDITY AND CAPITAL RESOURCES" in our 2013 Annual Report.

**Investments in Securities**

The table below provides the fair value of our investments in securities as of June 30, 2014 and December 31, 2013. The table does not include our holdings of single-family PCs and certain Other Guarantee Transactions. For information on our holdings of such securities, see "Table 10 — Composition of Segment Mortgage Portfolios and Credit Risk Portfolios."

Table 15 — Investments in Securities

	June 30, 2014	December 31, 2013
	(in millions)	
Investments in securities:		
Available-for-sale securities		

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Mortgage-related securities		
Agency securities	\$47,397	\$51,623
Non-agency securities	66,201	77,296
Total available-for-sale securities	113,598	128,919
Trading securities		
Mortgage-related securities		
Agency securities	21,502	16,627
Non-agency securities	82	141
Total mortgage-related securities	21,584	16,768
Non-mortgage-related securities	12,711	6,636
Total trading securities	34,295	23,404
Total investments in securities	\$147,893	\$152,323

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Freddie Mac

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(1) For information on the types of instruments that are included as investments in securities, see "NOTE 7: INVESTMENTS IN SECURITIES — Table 7.1 — Available-For-Sale Securities" and "— Table 7.8 — Trading Securities.

Non-Mortgage-Related Securities

Our investments in non-mortgage-related securities provide an additional source of liquidity. We held investments in non-mortgage-related securities with a fair value of \$12.7 billion and \$6.6 billion as of June 30, 2014 and December 31, 2013, respectively. While our investments in non-mortgage-related securities increased at June 30, 2014 compared to December 31, 2013, our other liquid assets decreased. For more information on liquid assets, see "Cash and Cash Equivalents, Federal Funds Sold and Securities Purchased Under Agreements to Resell."

Mortgage-Related Securities

Our investments in mortgage-related securities consist of securities issued by Fannie Mae, Ginnie Mae, and other financial institutions. We also invest in our own mortgage-related securities. When we purchase certain REMICs and Other Structured Securities and certain Other Guarantee Transactions that we have issued, we account for these securities as investments in debt securities as we are investing in the debt securities of a non-consolidated entity. We do not consolidate our resecuritization trusts unless we are deemed to be the primary beneficiary of such trusts. We are subject to the credit risk associated with the mortgage loans underlying our Freddie Mac mortgage-related securities. Mortgage loans underlying our issued single-family PCs and certain Other Guarantee Transactions are recognized on our consolidated balance sheets as held-for-investment mortgage loans, at amortized cost. See "NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES — Investments in Securities" in our 2013 Annual Report for further information.

The table below provides the UPB of our investments in mortgage-related securities classified as available-for-sale or trading on our consolidated balance sheets. The table below does not include our holdings of our own single-family PCs and certain Other Guarantee Transactions. For information on our holdings of such securities, see "Table 10 — Composition of Segment Mortgage Portfolios and Credit Risk Portfolios."

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Table 16 — Characteristics of Mortgage-Related Securities on Our Consolidated Balance Sheets

	June 30, 2014			December 31, 2013		
	Fixed Rate	Variable Rate <sup>(1)</sup>	Total	Fixed Rate	Variable Rate <sup>(1)</sup>	Total
(in millions)						
Freddie Mac mortgage-related securities:						
Single-family	\$39,411	\$5,488	\$44,899	\$38,472	\$4,401	\$42,873
Multifamily	553	1,476	2,029	1,318	1,469	2,787
Total Freddie Mac mortgage-related securities	39,964	6,964	46,928	39,790	5,870	45,660
Non-Freddie Mac mortgage-related securities:						
Agency securities: <sup>(2)</sup>						
Fannie Mae:						
Single-family	6,705	8,652	15,357	7,240	9,421	16,661
Multifamily	3	—	3	3	—	3
Ginnie Mae:						
Single-family	133	72	205	150	78	228
Multifamily	15	—	15	15	—	15
Total Non-Freddie Mac agency securities	6,856	8,724	15,580	7,408	9,499	16,907
Non-agency mortgage-related securities:						
Single-family: <sup>(3)</sup>						
Subprime	11	34,076	34,087	116	39,583	39,699
Option ARM	—	9,716	9,716	—	10,426	10,426
Alt-A and other	1,224	6,694	7,918	1,417	9,594	11,011
CMBS <sup>(3)</sup>	11,701	13,021	24,722	13,069	16,254	29,323
Obligations of states and political subdivisions <sup>(4)</sup>	2,856	13	2,869	3,524	14	3,538
Manufactured housing	549	192	741	577	201	778
Total non-agency mortgage-related securities	16,341	63,712	80,053	18,703	76,072	94,775
Total UPB of mortgage-related securities	\$63,161	\$79,400	142,561	\$65,901	\$91,441	157,342
Premiums, discounts, deferred fees, impairments of UPB and other basis adjustments			(11,288 )			(14,036 )
Net unrealized gains (losses) on mortgage-related securities, pre-tax			3,909			2,381
Total carrying value of mortgage-related securities			\$135,182			\$145,687

Variable-rate mortgage-related securities include those with a contractual coupon rate that, prior to contractual (1) maturity, is either scheduled to change or is subject to change based on changes in the composition of the underlying collateral.

Agency securities are generally not separately rated by nationally recognized statistical rating organizations, but (2) have historically been viewed as having a level of credit quality at least equivalent to non-agency mortgage-related securities AAA-rated or equivalent.

For information about how these securities are rated, see “Table 22 — Ratings of Non-Agency Mortgage-Related (3) Securities Backed by Subprime, Option ARM, Alt-A and Other Loans, and CMBS.”

Consists of housing revenue bonds. Approximately 31% and 28% of these securities held at June 30, 2014 and (4) December 31, 2013, respectively, were AAA-rated as of those dates, based on the UPB and the lowest rating available.

The table below provides the UPB and fair value of our investments in mortgage-related securities classified as available-for-sale or trading on our consolidated balance sheets.

Table 17 — Additional Characteristics of Mortgage-Related Securities on Our Consolidated Balance Sheets

	June 30, 2014	December 31, 2013
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	UPB (in millions)	Fair Value	UPB	Fair Value
Agency pass-through securities <sup>(1)</sup>	\$11,870	\$ 12,757	\$12,951	\$13,867
Other agency securities:				
Interest-only securities <sup>(2)</sup>	—	1,892	—	1,966
Principal-only securities <sup>(3)</sup>	2,640	2,225	2,724	2,252
Inverse floating-rate securities <sup>(4)</sup>	1,388	2,031	1,594	2,280
Other Structured Securities <sup>(5)</sup>	46,610	49,994	45,298	47,885
Total agency securities	62,508	68,899	62,567	68,250
Non-agency securities <sup>(6)</sup>	80,053	66,283	94,775	77,437
Total mortgage-related securities	\$142,561	\$ 135,182	\$157,342	\$145,687

(1) Represents an undivided beneficial interest in trusts that hold pools of mortgages.

(2) Represents securities where the holder receives only the interest cash flows.

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(3) Represents securities where the holder receives only the principal cash flows.

Represents securities where the holder receives interest cash flows that change inversely with the reference rate

(4) (i.e., higher cash flows when reference rates are low and lower cash flows when reference rates are high).

Additionally, these securities receive a portion of principal cash flows associated with the underlying collateral.

(5) Includes REMICs and Other Structured Securities. See “GLOSSARY” for more information on these securities.

(6) Includes fair values of \$2 million of interest-only securities at both June 30, 2014 and December 31, 2013.

The total UPB of our investments in mortgage-related securities on our consolidated balance sheets decreased from \$157.3 billion at December 31, 2013 to \$142.6 billion at June 30, 2014, while the fair value of these investments decreased from \$145.7 billion at December 31, 2013 to \$135.2 billion at June 30, 2014. The reduction in non-agency mortgage-related securities is due to the receipt of principal repayments from both the recoveries from liquidated loans and voluntary repayments of the underlying collateral, representing a partial return of our investments in these securities, and sales, consistent with our efforts to reduce the size of our mortgage-related investments portfolio, as described in “EXECUTIVE SUMMARY — Limits on Investment Activity and Our Mortgage-Related Investments Portfolio.”

The table below summarizes our mortgage-related securities purchase activity for the three and six months ended June 30, 2014 and 2013.

Table 18 — Mortgage-Related Securities Purchase Activity

	Three Months Ended June 30, 2014	Six Months Ended June 30, 2013	Three Months Ended June 30, 2014	Six Months Ended June 30, 2013
	(in millions)			
Non-Freddie Mac mortgage-related securities purchased for resecuritization: <sup>(2)</sup>				
Ginnie Mae Certificates	\$—	\$3	\$—	\$3
Non-Freddie Mac mortgage-related securities purchased as investments in securities:				
Agency securities:				
Fannie Mae:				
Fixed-rate	\$1,348	\$716	\$1,589	\$716
Variable-rate	68	—	68	50
Total Fannie Mae	1,416	716	1,657	766
Ginnie Mae:				
Variable-rate	73	—	73	—
Total agency securities	1,489	716	1,730	766
Non-agency mortgage-related securities:				
CMBS: <sup>(3)</sup>				
Fixed-rate	—	10	—	10
Variable-rate	—	30	—	30
Total non-agency mortgage-related securities	—	40	—	40
Total non-Freddie Mac mortgage-related securities purchased as investments in securities	1,489	756	1,730	806
Total non-Freddie Mac mortgage-related securities purchased	\$1,489	\$759	\$1,730	\$809
Freddie Mac mortgage-related securities purchased:				
Single-family:				
Fixed-rate	\$26,882	\$29,226	\$47,875	\$47,652
Variable-rate	4,762	589	5,017	764
Total Freddie Mac mortgage-related securities purchased	\$31,644	\$29,815	\$52,892	\$48,416
	\$3,908	\$7,391	\$7,178	\$12,161

Mortgage-related securities purchased for Other  
Guarantee Transactions<sup>(4)</sup>

(1) Based on UPB.

(2) Excludes tax-exempt multifamily housing revenue bonds purchased for securitization in guarantee swap transactions.

(3) Consists of our purchases of subordinated tranches issued in K Certificate transactions.

(4) Primarily consists of purchases of mortgage-related securities backed by Freddie Mac underwritten loans for the subsequent issuances of multifamily K Certificates.

The purchases of Freddie Mac mortgage-related securities that we made during the three and six months ended June 30, 2014, as reflected in the table above, primarily consisted of purchases of single-family PCs related to our investment activities. Our purchases of single-family PCs and certain Other Guarantee Transactions issued by trusts that we consolidated are recorded as an extinguishment of debt securities of consolidated trusts held by third parties on our consolidated balance sheets.

Unrealized Losses on Available-For-Sale Mortgage-Related Securities

At June 30, 2014, our gross unrealized losses, pre-tax, on available-for-sale mortgage-related securities were \$2.2 billion compared to \$3.9 billion at December 31, 2013. The decrease was largely the result of fair value gains related to our investments in single-family non-agency mortgage-related securities primarily due to the impact of spread tightening and the



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movement of these securities with unrealized losses towards maturity. We believe the unrealized losses related to these securities at June 30, 2014 were mainly attributable to poor underlying collateral performance, limited liquidity and risk premiums in the market for residential non-agency mortgage-related securities. All available-for-sale securities in an unrealized loss position are evaluated to determine if the impairment is other-than-temporary. See “Total Equity” and “NOTE 7: INVESTMENTS IN SECURITIES” for additional information regarding unrealized losses on our available-for-sale securities.

**Higher-Risk Components of Our Investments in Mortgage-Related Securities**

We have exposure to subprime, option ARM, interest only, and Alt-A and other loans as part of our investments in mortgage-related securities as follows:

• **Single-family non-agency mortgage-related securities:** We hold non-agency mortgage-related securities backed by subprime, option ARM, and Alt-A and other loans.

• **Single-family Freddie Mac mortgage-related securities:** We hold certain Other Guarantee Transactions as part of our investments in securities. There are subprime and option ARM loans underlying some of these Other Guarantee Transactions. For more information on single-family loans with certain higher-risk characteristics underlying our issued securities, see “RISK MANAGEMENT — Credit Risk — Mortgage Credit Risk.”

**Non-Agency Mortgage-Related Securities Backed by Subprime, Option ARM, and Alt-A Loans**

We categorize our investments in non-agency mortgage-related securities as subprime, option ARM, or Alt-A if the securities were identified as such based on information provided to us when we entered into these transactions. We have not identified option ARM, CMBS, obligations of states and political subdivisions, and manufactured housing securities as either subprime or Alt-A securities. Since the first quarter of 2008, we have not purchased any non-agency mortgage-related securities backed by subprime, option ARM, or Alt-A loans. The table below presents information about our holdings of available-for-sale non-agency mortgage-related securities backed by subprime, option ARM and Alt-A loans.

Table 19 — Non-Agency Mortgage-Related Securities Backed by Subprime, Option ARM, and Alt-A Loans and Certain Related Credit Statistics<sup>(1)</sup>

	As of				
	6/30/2014	3/31/2014	12/31/2013	9/30/2013	6/30/2013
	(dollars in millions)				
<b>UPB:</b>					
Subprime	\$34,083	\$37,958	\$39,694	\$40,779	\$41,909
Option ARM	9,716	10,197	10,426	10,755	11,190
Alt-A <sup>(2)</sup>	6,339	7,904	9,147	9,866	11,118
<b>Gross unrealized losses, pre-tax:<sup>(3)</sup></b>					
Subprime	\$1,577	\$2,037	\$2,780	\$4,667	\$5,282
Option ARM	346	381	381	619	635
Alt-A <sup>(2)</sup>	59	83	135	304	579
<b>Present value of expected future credit losses:<sup>(4)(5)</sup></b>					
Subprime	\$4,954	\$6,024	\$6,400	\$3,676	\$4,151
Option ARM	1,470	1,651	1,802	1,683	2,094
Alt-A <sup>(2)</sup>	785	1,084	1,165	1,149	1,338
<b>Collateral delinquency rate:<sup>(6)</sup></b>					
Subprime	33	% 34	% 35	% 35	% 36
Option ARM	29	31	32	33	34
Alt-A <sup>(2)</sup>	21	22	22	22	22
<b>Average credit enhancement:<sup>(7)</sup></b>					
Subprime	6	% 7	% 9	% 10	% 11
Option ARM	(2	) (1	) —	—	1
Alt-A <sup>(2)</sup>	(1	) (1	) —	1	3

Cumulative collateral loss:<sup>(8)</sup>

Subprime	32	% 31	% 30	% 30	% 29	%
Option ARM	25	24	24	24	23	
Alt-A <sup>(2)</sup>	15	15	13	13	12	

See “Ratings of Non-Agency Mortgage-Related Securities” for additional information about these securities. The book and fair values of our mortgage-related securities and the information in this table were not affected by the (1) settlement amounts we received in 2013 and 2014 related to our investments in certain non-agency mortgage-related securities. For more information, see “NOTE 15: CONCENTRATION OF CREDIT AND OTHER RISKS — Non-Agency Mortgage-Related Security Issuers.”

(2) Excludes non-agency mortgage-related securities backed by other loans, which primarily consist of securities backed by home equity lines of credit.

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- (3) Represents the aggregate of the amount by which amortized cost, after other-than-temporary impairments, exceeds fair value measured at the individual lot level.
- (4) Represents our estimate of the present value of future contractual cash flows that we do not expect to collect, discounted at the effective interest rate determined based on the security's contractual cash flows and the initial acquisition costs. This discount rate is only utilized to analyze the cumulative credit deterioration for securities since acquisition and may be lower than the discount rate used to measure ongoing other-than-temporary impairment to be recognized in earnings for securities that have experienced a significant improvement in expected cash flows since the last recognition of other-than-temporary impairment recognized in earnings.

(5) We regularly evaluate the underlying estimates and models we use when determining the present value of expected future credit losses and update our assumptions to reflect our historical experience and current view of economic factors. As a result, data in different periods may not be comparable.

- (6) Determined based on the number of loans that are two monthly payments or more past due that underlie the securities using information obtained from a third-party data provider.

(7) Reflects the ratio of the current principal amount of the securities issued by a trust that will absorb losses in the trust before any losses are allocated to securities that we own. Percentage generally calculated based on: (a) the total UPB of securities subordinate to the securities we own, divided by (b) the total UPB of all of the securities issued by the trust (excluding notional balances). Only includes credit enhancement provided by subordinated securities; excludes credit enhancement provided by bond insurance. Negative values are shown when unallocated collateral losses will be allocated to the securities that we own in excess of current remaining credit enhancement, if any. The unallocated collateral losses have been considered in our assessment of other-than-temporary impairment.

(8) Based on the actual losses incurred on the collateral underlying these securities. Actual losses incurred on the securities that we hold are significantly less than the losses on the underlying collateral as presented in this table, as non-agency mortgage-related securities backed by subprime, option ARM, and Alt-A loans were generally structured to include credit enhancements, particularly through subordination and other structural enhancements.

For purposes of our cumulative credit deterioration analysis, our estimate of the present value of expected future credit losses on our available-for-sale non-agency mortgage-related securities decreased to \$7.3 billion at June 30, 2014 from \$8.9 billion at March 31, 2014. All of these amounts have been reflected in our net impairment of available-for-sale securities recognized in earnings in this period or prior periods. The decrease in the present value of expected future credit losses on our available-for-sale securities was primarily driven by: (a) sales of non-agency mortgage-related securities; (b) the impact of a decline in longer-term interest rates in the second quarter of 2014 resulting in a benefit from expected structural credit enhancements; and (c) improvements in home prices over the expected life of our securities.

The investments in non-agency mortgage-related securities we hold backed by subprime, option ARM, and Alt-A loans were generally structured to include credit enhancements, particularly through subordination and other structural enhancements. Bond insurance is an additional credit enhancement covering some of the non-agency mortgage-related securities. These credit enhancements are the primary reason we expect our actual losses, through principal or interest shortfalls, to be less than the underlying collateral losses in the aggregate. During the three months ended June 30, 2014, we continued to experience the erosion of structural credit enhancements on many securities backed by subprime, option ARM, and Alt-A loans due to poor performance of the underlying collateral, such that as of June 30, 2014, on an average basis, the structural credit enhancements on our securities backed by option ARM and certain Alt-A loans have been more than fully depleted. We have also determined that there is substantial uncertainty surrounding certain bond insurers' ability to pay our future claims on expected credit losses related to our non-agency mortgage-related security investments. For more information, see "NOTE 7: INVESTMENTS IN SECURITIES — Table 7.3 — Significant Modeled Attributes for Certain Available-For-Sale Non-Agency Mortgage-Related Securities." For more information on bond insurance coverage, see "RISK MANAGEMENT — Credit Risk — Institutional Credit Risk — Bond Insurers."

Since the beginning of 2007, we have incurred actual principal cash shortfalls of \$4.0 billion on impaired available-for-sale non-agency mortgage-related securities, including \$129 million and \$255 million related to the three

and six months ended June 30, 2014, respectively. Many of the trusts that issued non-agency mortgage-related securities we hold were structured so that realized collateral losses in excess of structural credit enhancements are not passed on to investors until the investment matures.

The table below provides principal repayment and cash shortfall information for our investments in non-agency mortgage-related securities backed by subprime, option ARM, Alt-A and other loans. Principal cash shortfalls are presented net of amounts received related to insurance recoveries.

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Table 20 — Non-Agency Mortgage-Related Securities Backed by Subprime, Option ARM, Alt-A and Other Loans

	Three Months Ended				
	6/30/2014	3/31/2014	12/31/2013	9/30/2013	6/30/2013
	(in millions)				
Principal repayments and cash shortfalls: <sup>(2)</sup>					
Subprime:					
Principal repayments	\$877	\$889	\$1,021	\$1,048	\$1,087
Principal cash shortfalls	3	(4	) 8	35	15
Option ARM:					
Principal repayments	\$157	\$142	\$192	\$226	\$239
Principal cash shortfalls	93	88	100	161	188
Alt-A and other:					
Principal repayments	\$285	\$247	\$324	\$418	\$418
Principal cash shortfalls	31	41	43	51	74

See “Ratings of Non-Agency Mortgage-Related Securities” for additional information about these securities. The book and fair values of our mortgage-related securities and the information in this table were not affected by the (1) settlement amounts we received in 2013 and 2014 related to our investments in certain non-agency mortgage-related securities. For more information, see “NOTE 15: CONCENTRATION OF CREDIT AND OTHER RISKS — Non-Agency Mortgage-Related Security Issuers.”

In addition to the contractual interest payments, we receive principal repayments from both the recoveries from (2) liquidated loans and voluntary repayments of the underlying collateral of these securities representing a partial return of our investment in these securities.

We and FHFA, as Conservator, are involved in various efforts to mitigate or recover our losses as an investor with respect to certain of the non-agency mortgage-related securities we hold. For more information regarding settlements related to these efforts, see “RISK MANAGEMENT — Credit Risk — Institutional Credit Risk — Agency and Non-Agency Mortgage-Related Security Issuers.”

## Other-Than-Temporary Impairments on Available-For-Sale Mortgage-Related Securities

The table below provides information about the mortgage-related securities for which we recognized other-than-temporary impairments in earnings, consisting entirely of non-agency mortgage-related securities.

Table 21 — Net Impairment of Available-For-Sale Mortgage-Related Securities Recognized in Earnings

	Net Impairment of Available-For-Sale Securities Recognized in Earnings				
	Three Months Ended				
	6/30/2014	3/31/2014	12/31/2013	9/30/2013	6/30/2013
	(in millions)				
Subprime:					
2006 & 2007	\$133	\$300	\$1,141	\$4	\$12
Other years	2	22	26	41	1
Total subprime	135	322	1,167	45	13
Option ARM:					
2006 & 2007	9	1	26	1	4
Other years	8	15	15	11	1
Total option ARM	17	16	41	12	5
Alt-A:					
2006 & 2007	—	21	4	1	1
Other years	5	3	54	64	24
Total Alt-A	5	24	58	65	25
Other loans	—	2	30	1	—
	157	364	1,296	123	43

Total subprime, option ARM, Alt-A and other loans

CMBS	—	—	1	3	—
Manufactured housing	—	—	—	—	1
Total available-for-sale mortgage-related securities	\$157	\$364	\$1,297	\$126	\$44

We recorded net impairment of available-for-sale securities recognized in earnings of \$157 million and \$521 million during the three and six months ended June 30, 2014, respectively, compared to \$44 million and \$87 million during the three and six months ended June 30, 2013, respectively.

We review our investments in available-for-sale securities that are in an unrealized loss position to determine which securities, if any, we intend to sell, given market conditions and other information as of the balance sheet date. For any available-for-sale security for which we concluded we had the intent to sell as of June 30, 2014, we recorded the unrealized loss

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as a net impairment of available-for-sale securities recognized in earnings. The intent to sell population is determined using management judgment based on a variety of factors, including economics and our current operational plans, models and strategies and, in the case of single-family non-agency mortgage-related securities, whether such securities are subject to FHFA-led lawsuits or other loss mitigation measures. The population of securities that we intend to sell may change from period to period. During the three and six months ended June 30, 2014, net impairment of available-for-sale securities recognized in earnings included \$138 million and \$466 million, respectively, due to an increase in the population of available-for-sale securities in an unrealized loss position that we intend to sell. We recorded the remaining impairments because our estimate of the present value of expected future credit losses on certain individual available-for-sale securities increased during the period. If there is a change in our operational plans, models or strategies, it could change the population of securities we intend to sell and thereby have a potentially significant impact on earnings. For more information, see "CONSOLIDATED RESULTS OF OPERATIONS — Non-Interest Income (Loss) — Investment Securities-Related Activities," as well as "NOTE 7: INVESTMENTS IN SECURITIES — Other-Than-Temporary Impairments on Available-for-Sale Securities" in our 2013 Annual Report. While it is reasonably possible that collateral losses on our available-for-sale securities where we have not recorded an impairment charge in earnings could exceed our credit enhancement levels, we do not believe that those conditions were likely at June 30, 2014. As a result, we have concluded that the reduction in fair value of these securities was temporary at June 30, 2014 and have recorded these unrealized losses in AOCI.

The credit performance of loans underlying our holdings of non-agency mortgage-related securities has declined since 2007 and, although it has stabilized in recent periods, it remains weak. This decline has been particularly severe for subprime, option ARM, and Alt-A and other loans. Our investments in non-agency mortgage-related securities have at times been negatively affected by high unemployment, a large inventory of seriously delinquent mortgage loans and unsold homes, tight credit conditions, and weak consumer confidence. In addition, the loans which serve as collateral for the securities we hold have significantly greater concentrations in the states that have undergone the greatest economic stress during the housing crisis that began in 2006, such as California and Florida.

Our assessments concerning other-than-temporary impairment require significant judgment and the use of models, and are subject to potentially significant change as conditions evolve. In addition, changes in the performance of the individual securities and in mortgage market conditions may also affect our impairment assessments. Given the uncertainty of the housing and economic environment, it is difficult to estimate the future performance of mortgage loans and mortgage-related securities with high assurance, and actual results could differ materially from our expectations. Furthermore, various market participants could arrive at materially different conclusions regarding estimates of future principal cash shortfalls. For more information on the factors that may affect our impairment assessments, see "MD&A — CONSOLIDATED BALANCE SHEETS ANALYSIS — Investments in Securities — Mortgage-Related Securities — Higher Risk Components of Our Investments in Mortgage-Related Securities — Other-Than Temporary Impairments on Available-For-Sale Mortgage-Related Securities" in our 2013 Annual Report. For more information on risks associated with the use of models, see "RISK FACTORS — Operational Risks — We face risks and uncertainties associated with the models that we use for financial accounting and reporting purposes, to make business decisions, and to manage risks. Market conditions have raised these risks and uncertainties" in our 2013 Annual Report.

#### Ratings of Non-Agency Mortgage-Related Securities

The table below shows the ratings of non-agency mortgage-related securities backed by subprime, option ARM, Alt-A and other loans, and CMBS held at June 30, 2014 based on their ratings as of June 30, 2014, as well as those held at December 31, 2013 based on their ratings as of December 31, 2013. Ratings presented represent the lower of S&P, Fitch and Moody's credit ratings, with Fitch and Moody's stated in terms of the S&P equivalent.

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Table 22 — Ratings of Non-Agency Mortgage-Related Securities Backed by Subprime, Option ARM, Alt-A and Other Loans, and CMBS

Credit Ratings as of June 30, 2014	UPB	Percentage of UPB <sup>(1)</sup>	Amortized Cost	Gross Unrealized Losses	Bond Insurance Coverage <sup>(2)</sup>
	(dollars in millions)				
Subprime, option ARM, Alt-A and other loans:					
AAA-rated	\$34	—	% \$33	\$—	\$8
Other investment grade	1,724	3	1,645	(18	) 430
Below investment grade <sup>(3)</sup>	49,963	97	35,729	(1,967	) 2,666
Total	\$51,721	100	% \$37,407	\$(1,985	) \$3,104
CMBS:					
AAA-rated	\$11,693	47	% \$11,702	\$—	\$40
Other investment grade	10,868	44	10,824	(30	) 1,647
Below investment grade <sup>(3)</sup>	2,161	9	2,150	(97	) 1,551
Total	\$24,722	100	% \$24,676	\$(127	) \$3,238
Total subprime, option ARM, Alt-A and other loans, and CMBS:					
AAA-rated	\$11,727	15	% \$11,735	\$—	\$48
Other investment grade	12,592	17	12,469	(48	) 2,077
Below investment grade <sup>(3)</sup>	52,124	68	37,879	(2,064	) 4,217
Total	\$76,443	100	% \$62,083	\$(2,112	) \$6,342
Total investments in mortgage-related securities	\$142,561				
Percentage of subprime, option ARM, Alt-A and other loans, and CMBS of total investments in mortgage-related securities	54	%			
Credit Ratings as of December 31, 2013					
Subprime, option ARM, Alt-A and other loans:					
AAA-rated	\$114	—	% \$110	\$(1	) \$7
Other investment grade	2,417	4	2,308	(39	) 582
Below investment grade <sup>(3)</sup>	58,605	96	42,420	(3,263	) 2,936
Total	\$61,136	100	% \$44,838	\$(3,303	) \$3,525
CMBS:					
AAA-rated	\$14,286	49	% \$14,299	\$—	\$41
Other investment grade	12,786	43	12,740	(131	) 1,653
Below investment grade <sup>(3)</sup>	2,251	8	2,239	(206	) 1,557
Total	\$29,323	100	% \$29,278	\$(337	) \$3,251
Total subprime, option ARM, Alt-A and other loans, and CMBS:					
AAA-rated	\$14,400	16	% \$14,409	\$(1	) \$48
Other investment grade	15,203	17	15,048	(170	) 2,235
Below investment grade <sup>(3)</sup>	60,856	67	44,659	(3,469	) 4,493
Total	\$90,459	100	% \$74,116	\$(3,640	) \$6,776
Total investments in mortgage-related securities	\$157,342				



Percentage of subprime, option ARM, Alt-A  
and other loans, and CMBS of total 57 %  
investments in mortgage-related securities

(1) Within this column, "—" represents less than 0.5%.

(2) Represents the amount of UPB covered by bond insurance. This amount does not represent the maximum amount of losses we could recover, as the bond insurance also covers interest.

(3) Includes securities with S&P equivalent credit ratings below BBB– and certain securities that are no longer rated.

#### Mortgage Loans

The UPB of mortgage loans on our consolidated balance sheets was \$1.7 trillion at both June 30, 2014 and December 31, 2013. Most of the loans on our consolidated balance sheets are securitized (e.g., held in PC trusts). The unsecuritized loans on our consolidated balance sheets generally consist of loans held for investment purposes, loans that are awaiting securitization, or delinquent or modified loans that we removed from PC trusts.

Based on the amount of the recorded investment of single-family loans classified as held-for-investment on our consolidated balance sheets, approximately \$34.7 billion, or 2.1%, of these loans were seriously delinquent or in foreclosure as of June 30, 2014, compared to \$41.5 billion, or 2.5%, as of December 31, 2013. The majority of these loans are unsecuritized and were removed by us from our PC trusts. As guarantor, we have the right to remove mortgages that back our PCs from the underlying loan pools under certain circumstances. See "NOTE 5: IMPAIRED LOANS" for more information on our removal of single-family loans from PC trusts.

The UPB of unsecuritized single-family mortgage loans declined by \$5.6 billion to \$116.5 billion at June 30, 2014 from \$122.1 billion at December 31, 2013, primarily due to: (a) loan prepayments, foreclosure transfers, and foreclosure alternative

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activities; (b) securitization of loans through our PC cash auction process, net of related purchases; and (c) securitization of reperforming and modified loans. This decline was partially offset by our removal of seriously delinquent single-family loans from PC trusts. As of June 30, 2014 and December 31, 2013, the balance of unsecuritized single-family mortgage loans included \$81.4 billion and \$78.0 billion, respectively, in UPB of mortgage loans classified as TDRs that were no longer seriously delinquent.

The UPB of unsecuritized multifamily mortgage loans was \$52.6 billion at June 30, 2014 and \$59.2 billion at December 31, 2013. This decline was primarily due to principal repayments as well as our securitization of loans through K Certificates, which exceeded new purchases of loans for securitization.

We maintain an allowance for loan losses on mortgage loans that we classify as held-for-investment on our consolidated balance sheets. We also maintain a reserve for guarantee losses that is associated with Freddie Mac mortgage-related securities backed by multifamily loans, certain single-family Other Guarantee Transactions, and other guarantee commitments for which we have incremental credit risk. Collectively, we refer to our allowance for loan losses and our reserve for guarantee losses as our loan loss reserves. Our loan loss reserves were \$22.8 billion and \$24.7 billion at June 30, 2014 and December 31, 2013, respectively, including \$22.7 billion and \$24.6 billion, respectively, related to single-family loans. At June 30, 2014 and December 31, 2013, our allowance for loan losses, as a percentage of mortgage loans, held-for-investment, on our consolidated balance sheets was 1.3% and 1.4%, respectively. See “RISK MANAGEMENT — Credit Risk — Mortgage Credit Risk” and “NOTE 4: MORTGAGE LOANS AND LOAN LOSS RESERVES” for information on seriously delinquent single-family loans as well as further detail about the mortgage loans and associated allowance for loan losses recorded on our consolidated balance sheets.

The table below summarizes the amount of mortgages we purchased and the amount of guarantees we issued in the applicable periods. The activity presented in the table consists of: (a) mortgage loans in consolidated single-family PCs issued in the period (regardless of whether such securities are held by us or third parties); (b) single-family and multifamily mortgage loans purchased, but not securitized, in the period; and (c) mortgage loans underlying our mortgage-related financial guarantees issued in the period, which are not consolidated on our balance sheets.

Table 23 — Mortgage Loan Purchases and Other Guarantee Commitment Issuances

	Three Months Ended June 30,				Six Months Ended June 30,			
	2014		2013		2014		2013	
	Amount	% of Total <sup>(2)</sup>	Amount	% of Total <sup>(2)</sup>	Amount	% of Total <sup>(2)</sup>	Amount	% of Total <sup>(2)</sup>
	(dollars in millions)							
Mortgage loan purchases and other guarantee commitment issuances:								
Single-family:								
30-year or more amortizing fixed-rate	\$43,894	70	\$84,537	62	\$80,249	70	\$173,111	63
20-year amortizing fixed-rate	1,893	3	6,927	5	3,747	3	13,856	5
15-year amortizing fixed-rate	8,437	13	33,463	24	16,893	15	65,589	24
Adjustable-rate <sup>(3)</sup>	4,176	7	4,855	4	6,647	6	9,034	3
FHA/VA and other governmental	59	—	76	—	95	—	152	—
Total single-family <sup>(4)</sup>	58,459	93	129,858	95	107,631	94	261,742	95
Multifamily:								
10-year <sup>(5)</sup>	1,118	2	5,576	4	1,870	2	9,396	3
7-year <sup>(5)</sup>	2,150	4	1,530	1	3,737	3	3,401	2
Other <sup>(6)</sup>	841	1	384	—	1,508	1	737	—
Total multifamily	4,109	7	7,490	5	7,115	6	13,534	5

Total mortgage loan purchases and other guarantee commitment issuances	\$62,568	100	%	\$137,348	100	%	\$114,746	100	%	\$275,276	100	%
Percentage of mortgage loan purchases and other guarantee commitment issuances with credit enhancements <sup>(7)</sup>	25	%	15	%	23	%	14	%				

(1) Amount is the principal amount of the loans. Excludes the removal of seriously delinquent loans and balloon/reset mortgages from PC trusts.

(2) Within these columns, "—" represents less than 0.5%.

(3) Includes amortizing ARMs with 1-, 3-, 5-, 7-, and 10-year initial fixed-rate periods. We have not purchased option ARM loans in our single-family credit guarantee portfolio since 2007.

(4) Includes \$8.0 billion and \$18.2 billion of conforming jumbo loan purchases and \$0.1 billion and \$0.5 billion of conforming jumbo loans underlying other guarantee commitment issuances for the six months ended June 30, 2014 and 2013, respectively. Includes issuances of other guarantee commitments on single-family loans of \$1.2 billion and \$5.1 billion during the six months ended June 30, 2014 and 2013, respectively.

(5) Represents original maturity of the loan. Includes interest-only and amortizing loans that may either be fixed or adjustable-rate.

(6) Includes other guarantee commitments on multifamily loans and multifamily mortgage loans with original maturities other than 10 years and 7 years.

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Excludes credit enhancement coverage occurring subsequent to our purchase or guarantee, such as through STACR debt notes or other risk transfer transactions (e.g., K Certificate transactions). See “NOTE 4: MORTGAGE LOANS AND LOAN LOSS RESERVES — Credit Protection and Other Forms of Credit Enhancement” for further details on (7) credit enhancement of mortgage loans in our multifamily mortgage and single-family credit guarantee portfolios. Our single-family purchase activity declined in the 2014 periods compared to the 2013 periods. We expect the volume of single-family purchases in the second half of 2014 to remain lower than in 2013 due to reduced refinancing volume. During the first half of 2014, refinancings comprised approximately 48% of our single-family purchase and issuance volume, compared with 81% in the first half of 2013. We attribute this decline in refinancings to higher average mortgage interest rates in the 2014 periods compared to the 2013 periods. In addition, many borrowers have already refinanced their loans in recent periods at relatively low interest rates, and thus may be less likely to do so in the future.

See “NOTE 15: CONCENTRATION OF CREDIT AND OTHER RISKS — Table 15.2 — Certain Higher-Risk Categories in the Single-Family Credit Guarantee Portfolio” for information about certain mortgage loans in our single-family credit guarantee portfolio that, we believe, have higher-risk characteristics.

Derivative Assets and Liabilities, Net

The composition of our derivative portfolio changes from period to period as a result of purchases and terminations of derivatives, assignments of derivatives prior to their contractual maturity, and expiration of derivatives at their contractual maturity.

The table below shows the fair value for each derivative type, the weighted average fixed rate of our pay-fixed and receive-fixed swaps, and the maturity profile of our derivative positions reconciled to the amounts presented on our consolidated balance sheets as of June 30, 2014. A positive fair value in the table below for each derivative type is the estimated amount, prior to netting where allowable, that we would be entitled to receive at that date if the derivatives of that type were terminated. A negative fair value for a derivative type is the estimated amount, prior to netting where allowable, that we would owe at that date if the derivatives of that type were terminated.

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Table 24 — Derivative Fair Values and Maturities

	June 30, 2014		Fair Value <sup>(1)</sup>				In Excess of 5 Years
	Notional or Contractual Amount <sup>(2)</sup> (dollars in millions)	Total Fair Value	Less than 1 Year	1 to 3 Years	Greater than 3 and up to 5 Years		
Interest-rate swaps:							
Receive-fixed:							
Swaps	\$215,124	\$4,309	\$85	\$1,212	\$934	\$2,078	
Weighted average fixed rate <sup>(3)</sup>			1.48	% 1.15	% 1.76	% 3.05	%
Forward-starting swaps <sup>(4)</sup>	18,816	481	—	35	—	446	
Weighted average fixed rate <sup>(3)</sup>			—	% 1.68	% —	% 3.37	%
Total receive-fixed	233,940	4,790	85	1,247	934	2,524	
Basis (floating to floating)	300	3	—	3	—	—	
Pay-fixed:							
Swaps	211,107	(9,448 )	(166 )	(1,159 )	(2,278 )	(5,845 )	
Weighted average fixed rate <sup>(3)</sup>			2.73	% 1.87	% 3.56	% 3.19	%
Forward-starting swaps <sup>(4)</sup>	14,333	(693 )	—	—	(2 )	(691 )	
Weighted average fixed rate <sup>(3)</sup>			—	% —	% 2.92	% 3.47	%
Total pay-fixed	225,440	(10,141 )	(166 )	(1,159 )	(2,280 )	(6,536 )	
Total interest-rate swaps	459,680	(5,348 )	(81 )	91	(1,346 )	(4,012 )	
Option-based:							
Call swaptions							
Purchased	41,389	2,386	1,083	98	830	375	
Written	3,139	(4 )	(3 )	(1 )	—	—	
Put swaptions							
Purchased	28,315	312	65	150	63	34	
Written	1,178	(2 )	(1 )	(1 )	—	—	
Other option-based derivatives <sup>(5)</sup>	16,102	801	—	—	—	801	
Total option-based	90,123	3,493	1,144	246	893	1,210	
Futures	50,000	—	—	—	—	—	
Commitments	23,773	5	5	—	—	—	
Swap guarantee derivatives	3,347	(28 )	—	(1 )	(2 )	(25 )	
Subtotal	626,923	(1,878 )	\$1,068	\$336	\$ (455 )	\$ (2,827 )	
Credit derivatives	5,244	(31 )					
Subtotal	632,167	(1,909 )					
Derivative interest receivable (payable), net		(716 )					
Derivative cash collateral (held) posted, net		1,838					
Total	\$632,167	\$(787 )					

(1) Fair value is categorized by maturity based on the period from June 30, 2014 until the contractual maturity of the derivative.

Notional or contractual amounts are used to calculate the periodic settlement amounts to be received or paid and (2) generally do not represent actual amounts to be exchanged. Notional or contractual amounts are not recorded as assets or liabilities on our consolidated balance sheets.

(3) Represents the notional weighted average rate for the fixed leg of the swaps.

(4) Represents interest-rate swap agreements that are scheduled to begin on future dates ranging from less than one year to eleven years as of June 30, 2014.

(5) Primarily includes purchased interest-rate caps and floors.

At June 30, 2014, the net fair value of our total derivative portfolio was \$(787) million compared to \$883 million at December 31, 2013. See “NOTE 9: DERIVATIVES” for information regarding our derivatives, and the notional or contractual amounts and related fair values of our total derivative portfolio by product type at June 30, 2014 and December 31, 2013, as well as “NOTE 10: COLLATERAL AND OFFSETTING OF ASSETS AND LIABILITIES — Collateral Pledged” for information about derivative collateral held and posted.

See “CONSOLIDATED RESULTS OF OPERATIONS — Non-Interest Income (Loss) — Derivative Gains (Losses)” for a description of gains (losses) on our derivative positions.

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REO, Net

We acquire properties, which are recorded as REO assets on our consolidated balance sheets, typically as a result of borrower defaults (and subsequent foreclosures) on mortgage loans that we own or guarantee. The balance of our REO, net, declined to \$3.7 billion at June 30, 2014 from \$4.6 billion at December 31, 2013 as dispositions exceeded acquisitions. The volume of our single-family REO acquisitions has been significantly affected by: (a) the length of the foreclosure process, which extends the time it takes for loans to be foreclosed upon and the underlying properties to transition to REO; and (b) the volume of our foreclosure alternatives, which result in fewer loans proceeding to foreclosures, and thus fewer properties transitioning to REO. We expect that the length of the foreclosure process will continue to remain above historical levels and may increase further. Additionally, we expect our REO dispositions to remain at elevated levels in the near term, as we have a large REO inventory. See “RISK MANAGEMENT — Credit Risk — Mortgage Credit Risk — REO Assets” for additional information about our REO activity.

Deferred Tax Assets and Liabilities

We had a net deferred tax asset of \$19.8 billion and \$22.7 billion as of June 30, 2014 and December 31, 2013, respectively.

We determined that a valuation allowance against our net deferred tax asset was not necessary at June 30, 2014. See "NOTE 12: INCOME TAXES" in our 2013 Annual Report for additional information.

Other Assets

Other assets consist of accounts and other receivables, the guarantee asset related to non-consolidated trusts and other guarantee commitments, and other miscellaneous assets. Other assets increased to \$8.6 billion as of June 30, 2014 from \$8.5 billion as of December 31, 2013. For more information on other assets, see “NOTE 19: SELECTED FINANCIAL STATEMENT LINE ITEMS.”

Total Debt, Net

Total debt, net on our consolidated balance sheets consists of: (a) debt securities of consolidated trusts held by third parties; and (b) other debt.

PCs and Other Guarantee Transactions issued by our consolidated trusts and held by third parties are recognized as debt securities of consolidated trusts held by third parties on our consolidated balance sheets. Debt securities of consolidated trusts held by third parties represent our liability to third parties that hold beneficial interests in our consolidated trusts. The debt securities of our consolidated trusts may be prepaid at any time, as the loans that collateralize the debt may be prepaid without penalty at any time.

Other debt consists of unsecured short-term and long-term debt securities we issue to third parties to fund our business activities. It is classified as either short-term or long-term based on the contractual maturity of the debt instrument. See “LIQUIDITY AND CAPITAL RESOURCES” for information about our other debt.

The table below presents the UPB for Freddie Mac-issued mortgage-related securities by the underlying mortgage product type.

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	June 30, 2014			December 31, 2013		
	Issued by Consolidated Trusts (in millions)	Issued by Non-Consolidated Trusts	Total	Issued by Consolidated Trusts	Issued by Non-Consolidated Trusts	Total
PCs and Other Structured Securities:						
Single-family:						
30-year or more amortizing fixed-rate	\$ 1,055,053	\$ —	\$ 1,055,053	\$ 1,040,602	\$ —	\$ 1,040,602
20-year amortizing fixed-rate	79,817	—	79,817	81,214	—	81,214
15-year amortizing fixed-rate	283,965	—	283,965	291,347	—	291,347
Adjustable-rate <sup>(2)</sup>	67,483	—	67,483	66,250	—	66,250
Interest-only <sup>(3)</sup>	26,161	—	26,161	29,083	—	29,083
FHA/VA and other governmental	3,282	—	3,282	3,366	—	3,366
Total single-family	1,515,761	—	1,515,761	1,511,862	—	1,511,862
Multifamily	—	4,704	4,704	—	4,778	4,778
Total single-family and multifamily	1,515,761	4,704	1,520,465	1,511,862	4,778	1,516,640
Other Guarantee Transactions:						
Non-HFA bonds:						
Single-family <sup>(4)</sup>	7,700	2,923	10,623	8,396	3,079	11,475
Multifamily	441	65,845	66,286	444	59,326	59,770
Total Non-HFA bonds	8,141	68,768	76,909	8,840	62,405	71,245
HFA Initiative Bonds: <sup>(5)</sup>						
Single-family	—	3,193	3,193	—	3,341	3,341
Multifamily	—	736	736	—	744	744
Total HFA Initiative Bonds	—	3,929	3,929	—	4,085	4,085
Total Other Guarantee Transactions	8,141	72,697	80,838	8,840	66,490	75,330
REMICs and Other Structured Securities backed by Ginnie Mae certificates <sup>(6)</sup>						
Total Freddie Mac Mortgage-Related Securities	\$ 1,523,902	\$ 77,886	\$ 1,601,788	\$ 1,520,702	\$ 71,809	\$ 1,592,511
Less: Repurchased Freddie Mac Mortgage-Related Securities <sup>(7)</sup>	(106,997 )			(121,246 )		
Total UPB of debt securities of consolidated trusts held by third parties	\$ 1,416,905			\$ 1,399,456		

(1) Amounts represent the UPB of the securities.

(2)



Includes \$0.9 billion in UPB of option ARM mortgage loans as of both June 30, 2014 and December 31, 2013. See endnote (4) for additional information on option ARM loans that back our Other Guarantee Transactions.

(3) Represents loans where the borrower pays interest only for a period of time before the borrower begins making principal payments. Includes both fixed- and variable-rate interest-only loans.

Backed by non-agency mortgage-related securities that include prime, FHA/VA, and subprime mortgage loans and (4) also include \$5.2 billion and \$5.5 billion in UPB of securities backed by option ARM mortgage loans at June 30, 2014 and December 31, 2013, respectively.

(5) Consists of bonds we acquired and resecuritized under the NIBP.

(6) Backed by FHA/VA loans.

Represents the UPB of repurchased Freddie Mac mortgage-related securities that are consolidated on our balance sheets and includes certain remittance amounts associated with our security trust administration that are payable to

(7) third-party mortgage-related security holders. Our holdings of non-consolidated Freddie Mac mortgage-related securities are presented in “Table 16 — Characteristics of Mortgage-Related Securities on Our Consolidated Balance Sheets.”

Excluding Other Guarantee Transactions, the percentage of amortizing fixed-rate single-family loans underlying our consolidated trust debt securities, based on UPB, was approximately 94% at both June 30, 2014 and December 31, 2013. The UPB of multifamily Other Guarantee Transactions, excluding HFA initiative-related bonds, increased to \$66.3 billion as of June 30, 2014 from \$59.8 billion as of December 31, 2013, due to K Certificate issuances.

The table below shows issuances and extinguishments of the debt securities of our consolidated trusts during the three and six months ended June 30, 2014 and 2013, as well as the UPB of consolidated trusts held by third parties.

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Table 26 — Issuances and Extinguishments of Debt Securities of Consolidated Trusts

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
	(in millions)			
Beginning balance of debt securities of consolidated trusts held by third parties	\$1,411,089	\$1,391,508	\$1,399,456	\$1,387,259
Issuances to third parties of debt securities of consolidated trusts:				
Issuances based on underlying mortgage product type:				
30-year or more amortizing fixed-rate	43,115	86,029	81,688	175,798
20-year amortizing fixed-rate	1,791	6,677	3,702	13,898
15-year amortizing fixed-rate	8,410	32,780	17,250	65,104
Adjustable-rate	4,117	4,998	6,790	9,159
FHA/VA	23	—	79	—
Debt securities of consolidated trusts retained by us at issuance <sup>(2)</sup>	(7,158 )	(10,738 )	(11,218 )	(23,337 )
Net issuances of debt securities of consolidated trusts	50,298	119,746	98,291	240,622
Reissuances of debt securities of consolidated trusts previously held by us <sup>(3)</sup>	20,749	8,967	39,479	21,481
Total issuances to third parties of debt securities of consolidated trusts	71,047	128,713	137,770	262,103
Extinguishments, net <sup>(4)</sup>	(65,231 )	(131,036 )	(120,321 )	(260,177 )
Ending balance of debt securities of consolidated trusts held by third parties	\$1,416,905	\$1,389,185	\$1,416,905	\$1,389,185

(1) Based on UPB.

(2) Represents the UPB of mortgage loans that we had purchased for cash, subsequently securitized, and retained in our mortgage-related investments portfolio.

(3) Represents our sales of PCs and certain Other Guarantee Transactions previously held by us.

Represents: (a) UPB of our purchases from third parties of PCs and Other Guarantee Transactions issued by our consolidated trusts; (b) principal repayments related to PCs and Other Guarantee Transactions issued by our consolidated trusts; and (c) certain remittance amounts associated with our trust security administration that are payable to third-party mortgage-related security holders as of June 30, 2014 and 2013.

Total issuances to third parties of debt securities of consolidated trusts and extinguishments, net decreased during the three and six months ended June 30, 2014 compared to the three and six months ended June 30, 2013 primarily due to a decrease in refinance activity resulting from higher average mortgage interest rates in the 2014 periods compared to the 2013 periods.

#### Other Liabilities

Other liabilities consist of servicer liabilities, the guarantee obligation, the reserve for guarantee losses on non-consolidated trusts and other mortgage-related financial guarantees, accounts payable and accrued expenses, and other miscellaneous liabilities. Other liabilities increased to \$5.9 billion as of June 30, 2014 from \$5.5 billion as of December 31, 2013 primarily due to the purchase of non-mortgage-related securities classified as trading that had not settled by the balance sheet date. See “NOTE 19: SELECTED FINANCIAL STATEMENT LINE ITEMS” for additional information.

#### Total Equity

The table below presents the changes in total equity and certain capital-related disclosures.



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Table 27 — Changes in Total Equity

	Three Months Ended					Six Months Ended
	6/30/2014	3/31/2014	12/31/2013	9/30/2013	6/30/2013	6/30/2014
	(in millions)					
Beginning balance	\$6,899	\$12,835	\$33,436	\$7,357	\$9,971	\$12,835
Net income	1,362	4,020	8,613	30,486	4,988	5,382
Other comprehensive income (loss), net of taxes:						
Changes in unrealized gains (losses) related to available-for-sale securities	479	427	970	(127)	(717)	906
Changes in unrealized gains (losses) related to cash flow hedge relationships <sup>(1)</sup>	49	52	66	76	84	101
Changes in defined benefit plans	—	—	186	2	2	—
Comprehensive income	1,890	4,499	9,835	30,437	4,357	6,389
Capital draw funded by Treasury	—	—	—	—	—	—
Senior preferred stock dividends declared	(4,499)	(10,435)	(30,436)	(4,357)	(6,971)	(14,934)
Other	—	—	—	(1)	—	—
Total equity/Net worth	\$4,290	\$6,899	\$12,835	\$33,436	\$7,357	\$4,290
Aggregate draws under the Purchase Agreement (as of period end) <sup>(2)</sup>	\$71,336	\$71,336	\$71,336	\$71,336	\$71,336	\$71,336
Aggregate senior preferred stock dividends paid to Treasury in cash (as of period end)	\$86,279	\$81,780	\$71,345	\$40,909	\$36,552	\$86,279

<sup>(1)</sup> Represents the reclassification of losses into earnings related to our closed cash flow hedges as the originally forecasted transactions affected earnings.

Does not include the initial \$1.0 billion liquidation preference of senior preferred stock that we issued to Treasury <sup>(2)</sup>in September 2008 as an initial commitment fee and for which no cash was received. Under the Purchase Agreement, the payment of dividends does not reduce the outstanding liquidation preference.

At June 30, 2014, our assets exceeded our liabilities under GAAP; therefore no draw is being requested from Treasury under the Purchase Agreement for the second quarter of 2014. We paid cash dividends to Treasury of \$14.9 billion during the six months ended June 30, 2014. Based on our Net Worth Amount at June 30, 2014 and the 2014 Capital Reserve Amount of \$2.4 billion, our dividend obligation to Treasury in September 2014 will be \$1.9 billion.

Our available-for-sale securities net unrealized gains (losses) recorded in AOCI was \$1.9 billion and \$1.0 billion at June 30, 2014 and December 31, 2013, respectively. This \$0.9 billion improvement in AOCI was primarily due to fair value gains resulting from a decrease in longer-term interest rates coupled with the impact of spread tightening on our non-agency mortgage-related securities and the movement of these securities with unrealized losses towards maturity.

**RISK MANAGEMENT**

Our investment and credit guarantee activities expose us to three broad categories of risk: (a) credit risk; (b) interest-rate and other market risks; and (c) operational risk. See “RISK FACTORS” in our 2013 Annual Report for additional information regarding these and other risks. See “QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK” in this Form 10-Q and in our 2013 Annual Report for information about our interest rate and other market risks.

**Credit Risk**

We are subject primarily to two types of credit risk: (a) mortgage credit risk; and (b) institutional credit risk. Mortgage credit risk is the risk that a borrower will fail to make timely payments on a mortgage we own or guarantee.

Institutional credit risk is the risk that a counterparty that has entered into a business contract or arrangement with us will fail to meet its obligations to us.

**Mortgage Credit Risk**

We are exposed to mortgage credit risk principally in our single-family credit guarantee and multifamily mortgage portfolios because we either hold the mortgage assets or have guaranteed mortgages in connection with the issuance of a Freddie Mac mortgage-related security, or other guarantee commitment. All mortgages that we purchase or guarantee have an inherent risk of default. We are also exposed to mortgage credit risk related to our investments in non-Freddie Mac mortgage-related securities. For information about our holdings of these securities, see “CONSOLIDATED BALANCE SHEETS ANALYSIS — Investments in Securities — Mortgage-Related Securities.”

#### Single-Family Mortgage Credit Risk

Single-family mortgage credit risk is primarily influenced by the credit profile of the borrower of the mortgage (e.g., credit score, credit history, and monthly income relative to debt payments), documentation level, the number of borrowers, the features of the mortgage itself, the purpose of the mortgage, occupancy type, property type and value, the LTV ratio, and local and regional economic conditions, including home prices and unemployment rates.

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We use a process of delegated underwriting for the single-family mortgages we purchase or securitize. In this process, our contracts with seller/servicers describe mortgage eligibility and underwriting standards, and the seller/servicers represent and warrant to us that the mortgages sold to us meet these standards. Through our delegated underwriting process, mortgage loans and the borrowers' ability to repay the loans are evaluated using a number of critical risk characteristics. For more information on the underwriting process, see "BUSINESS — Our Business Segments — Single-Family Guarantee Segment — Underwriting Requirements and Quality Control Standards" in our 2013 Annual Report.

The table below presents certain credit information about loans in our single-family credit guarantee portfolio by year of origination as of June 30, 2014 and for the six months ended June 30, 2014.

Table 28 — Single-Family Credit Guarantee Portfolio Data by Year of Origination

Year of Origination	June 30, 2014								Six Months Ended June 30, 2014	
	Percent of Portfolio	Average Credit Score <sup>(2)</sup>	Original LTV Ratio	Current LTV Ratio <sup>(3)</sup>	Current LTV Ratio >100% <sup>(3)(4)(5)</sup>	Serious Delinquency Rate <sup>(6)</sup>	Foreclosure and Short Sale Rate <sup>(7)</sup>	Percent of Credit Losses <sup>(5)</sup>		
2014	4	% 747	76	% 76	% —	% —	% —	% —	% —	%
2013	17	754	71	66	—	0.03	—	—	—	
2012	15	761	69	58	—	0.06	0.01	—	—	
2011	7	756	69	56	—	0.21	0.04	—	—	
2010	6	754	69	58	—	0.41	0.13	1	—	
2009	7	751	69	60	1	0.86	0.38	2	—	
Subtotal - New single-family book HARP and other relief refinance loans <sup>(8)</sup>	56	756	70	62	—	0.23	0.14	3	—	
2005-2008 Legacy single-family book	15	703	75	85	26	7.93	8.35	81	—	
Pre-2005 Legacy single-family book	8	710	73	49	2	3.11	1.38	9	—	
Total	100	% 740	75	68	8	2.07		100	%	

Except for the foreclosure and short sale rate, the data presented is based on the loans remaining in the portfolio at (1) June 30, 2014, which totaled \$1.7 trillion, rather than all loans originally guaranteed by us and originated in the respective year.

Based on FICO score of the borrower as of the date of loan origination and may not be indicative of the borrowers' (2) current creditworthiness. Excludes less than 0.5% of loans in the portfolio because the FICO scores at origination were not available.

(3) We estimate current market values by adjusting the value of the property at origination based on changes in the market value of homes in the same geographical area since origination.

(4) Calculated as a percentage of the aggregate UPB of loans with LTV ratios greater than 100% in relation to the total UPB of loans in the category.

(5) Within these columns, "—" represents less than 0.5%.

(6) See "Credit Performance — Delinquencies" for further information about our reported serious delinquency rates.

Calculated for each year of origination as the number of loans that have proceeded to foreclosure transfer or short sale and resulted in a credit loss, excluding any subsequent recoveries, during the period from origination to (7) June 30, 2014, divided by the number of loans originated in that year that were acquired in our single-family credit guarantee portfolio. The foreclosure and short sale rate presented for the Pre-2005 Legacy single-family book represents the rate associated with loans originated in 2000 through 2004.

(8) HARP and other relief refinance loans are presented separately rather than in the year that the refinancing occurred (from 2009 to 2014). All other refinance loans are presented in the year that the refinancing occurred.

Improvement in home prices in many areas of the U.S. during the first half of 2014 generally led to improved current LTV ratios of the loans in our portfolio as of June 30, 2014. Loans with current LTV ratios greater than 100% comprised 8% and 10%, of our single-family credit guarantee portfolio, based on UPB at June 30, 2014 and December 31, 2013, respectively, and comprised approximately 57% and 75% of our credit losses recognized in the first half of 2014 and 2013, respectively. For the loans in our single-family credit guarantee portfolio with estimated current LTV ratios greater than 80%, the borrowers had a weighted average credit score at origination of 721 and 722 at June 30, 2014 and December 31, 2013, respectively.

Loans originated from 2005 through 2008 have experienced higher serious delinquency rates and foreclosure and short sale rates than loans originated in other years. We attribute this performance to a number of factors, including: (a) the expansion of credit terms under which loans were underwritten during these years; (b) an increase in the origination and our purchase of interest-only and Alt-A mortgage products in these years; and (c) an environment of persistently high unemployment, decreasing home sales, and broadly declining home prices in the periods following the loans' origination (2006 through 2010). As of June 30, 2014, 8.4% of the total number of single-family loans we purchased or guaranteed that were originated in 2005 to 2008 had been foreclosed or completed a short sale transaction resulting in a loss (before consideration of recoveries). In addition, approximately 7.9% of loans originated in those years that remained in our single-family credit guarantee portfolio as of June 30, 2014 were seriously delinquent. Many of the loans from those years have been modified, as shown in "Table 36 —

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Credit Concentrations in the Single-Family Credit Guarantee Portfolio.” The gradual reduction of our 2005-2008 Legacy single-family book has positively impacted the payment performance of our single-family credit guarantee portfolio. However, the rate at which the reduction of our 2005-2008 Legacy single-family book is occurring has been slowed by a decline in mortgage refinancings and a lengthy foreclosure process in many states.

**Characteristics of the Single-Family Credit Guarantee Portfolio**

The average UPB of loans in our single-family credit guarantee portfolio was approximately \$155,000 at both June 30, 2014 and December 31, 2013. We purchased or issued other guarantee commitments for approximately 282,000 and 646,000 single-family loans totaling \$58.5 billion and \$129.9 billion of UPB during the second quarter of 2014 and 2013, respectively. Our single-family credit guarantee portfolio consists of first-lien mortgage loans predominately secured by the borrower’s primary residence. Approximately 94% of the single-family mortgages we purchased or guaranteed in the first half of 2014 were fixed-rate amortizing mortgages, based on UPB, and the remainder were ARM mortgage loans. Approximately 48% of the single-family mortgages we purchased or guaranteed in the first half of 2014 were refinance mortgages, including approximately 15% that were relief refinance mortgages, based on UPB.

The credit quality of the single-family loans in our New single-family book is significantly better than that of our 2005-2008 Legacy single-family book, as measured by original LTV ratios, FICO scores, the proportion of loans underwritten with full documentation, delinquency rates, and credit losses. In the first half of 2014, our New single-family book increased, and the proportion of loans originated prior to 2009 declined. However, in recent periods, as refinancing volumes have declined, the composition of our loan purchase activity has been shifting to a higher proportion of home purchase loans and these loans generally have higher original LTV ratios and lower credit scores, in aggregate, than loans sold to us during 2010 through 2012.

The percentage of home purchase loans in our loan acquisition volume increased, and refinance loan activity declined during the first half of 2014 compared to the first half of 2013. During the first half of 2014 and 2013, we purchased or guaranteed more than 274,000 and 1,047,000, respectively, of single-family loans that were refinance mortgages, totaling \$52.0 billion and \$211.0 billion in UPB, respectively. Our purchases of refinance mortgages have declined for the last five consecutive quarters, which we believe was primarily a result of higher mortgage interest rates in recent periods. In addition, many borrowers have already refinanced their loans in recent periods at relatively low interest rates, and thus may be less likely to do so in the future. At June 30, 2014 and December 31, 2013, there were approximately 10.6 million and 10.7 million loans, respectively, in our single-family credit guarantee portfolio, including 2.1 million and 2.0 million relief refinance mortgages, respectively.

The tables below provide additional characteristics of single-family mortgage loans purchased during the six months ended June 30, 2014 and 2013, and of our single-family credit guarantee portfolio at June 30, 2014 and December 31, 2013.





Other refinance loans include: (a) refinance mortgages with “no cash out” to the borrower; and (b) refinance (3) mortgages for which the delivery data provided was not sufficient for us to determine whether the mortgage was a cash-out or a no cash-out refinance transaction.

(4) Includes manufactured housing and homes within planned unit development communities.

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Table 30 — Characteristics of the Single-Family Credit Guarantee Portfolio

	Portfolio Balance at <sup>(2)</sup>		
	June 30, 2014	December 31, 2013	
Original LTV Ratio Range			
60% and below	22	% 22	%
Above 60% to 70%	14	15	
Above 70% to 80%	38	38	
Above 80% to 100%	20	19	
Above 100%	6	6	
Total	100	% 100	%
Weighted average original LTV ratio	75	% 75	%
Estimated Current LTV Ratio Range <sup>(3)</sup>			
60% and below	37	% 33	%
Above 60% to 70%	18	18	
Above 70% to 80%	19	20	
Above 80% to 90%	12	12	
Above 90% to 100%	6	7	
Above 100% to 120%	5	6	
Above 120%	3	4	
Total	100	% 100	%
Weighted average estimated current LTV ratio:			
Relief refinance mortgages <sup>(4)</sup>	78	% 81	%
All other mortgages	65	66	
Total mortgages	68	69	
Credit Score <sup>(5)</sup>			
740 and above	59	% 58	%
700 to 739	20	20	
660 to 699	12	13	
620 to 659	6	6	
Less than 620	3	3	
Total	100	% 100	%
Weighted average credit score:			
Relief refinance mortgages <sup>(4)</sup>	734	735	
All other mortgages	741	740	
Total mortgages	740	739	
Loan Purpose			
Purchase	28	% 26	%
Cash-out refinance	21	22	
Other refinance <sup>(6)</sup>	51	52	
Total	100	% 100	%
Property Type			
Detached/townhome <sup>(7)</sup>	93	% 93	%
Condo/Co-op	7	7	
Total	100	% 100	%
Occupancy Type			
Primary residence	90	% 90	%
Second/vacation home	4	4	
Investment	6	6	
Total	100	% 100	%

Ending balances are based on the UPB of the single-family credit guarantee portfolio. Other Guarantee

- (1) Transactions with ending balances of \$1 billion at both June 30, 2014 and December 31, 2013 are excluded since these securities are backed by non-Freddie Mac issued securities for which the loan characteristics data was not available.
- (2) Includes loans acquired under our relief refinance initiative, which began in 2009.  
The current LTV ratios are management estimates, which are updated on a monthly basis. Current market
- (3) values are estimated by adjusting the value of the property at origination based on changes in the market value of homes in the same geographical area since that time.
- (4) Relief refinance mortgages of all LTV ratios comprised approximately 21% of our single-family credit guarantee portfolio by UPB as of both June 30, 2014 and December 31, 2013.

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Credit score data is based on FICO scores, which are ranked on a scale of approximately 300 to 850 points.

Although we obtain updated credit information on certain borrowers after the origination of a mortgage, such as (5) those borrowers seeking a modification, the scores presented in this table represent the credit score of the borrower at the time of loan origination and may not be indicative of the borrowers' current creditworthiness. Credit score data was not available for less than 0.5% of loans in the single-family credit guarantee portfolio.

Other refinance loans include: (a) refinance mortgages with "no cash out" to the borrower; and (b) refinance (6) mortgages for which the delivery data provided was not sufficient for us to determine whether the mortgage was a cash-out or a no cash-out refinance transaction.

(7) Includes manufactured housing and homes within planned unit development communities.

### High LTV Ratios

An increase in the estimated current LTV ratio of a loan indicates that the borrower's equity in the home has declined, and can negatively affect the borrower's ability to refinance (outside of HARP) or sell the property for an amount at or above the balance of the outstanding mortgage loan. Based on our historical experience, there is an increase in borrower default risk and in severity of losses as LTV ratios increase. Due to our participation in HARP, we purchase a significant number of loans that have LTV ratios over 100%. HARP loans with LTV ratios over 100% represented 4% and 9% of our single-family mortgage purchases in the first half of 2014 and 2013, respectively. The percentage of mortgages in our single-family credit guarantee portfolio with estimated current LTV ratios greater than 100% was 8% and 10% at June 30, 2014 and December 31, 2013, respectively, and the serious delinquency rate for these loans was 9.08% and 9.94%, respectively. The portion of our single-family credit guarantee portfolio with current LTV ratios greater than 100% declined in the first half of 2014 primarily due to foreclosures, short sales, and improving home prices in certain geographical areas during the period.

### Mortgages with Second Liens

The presence of a second lien can increase the risk that a borrower will default. A second lien reduces the borrower's equity in the home, and has a negative effect on the borrower's ability to refinance or sell the property for an amount at or above the combined balances of the first mortgage and second lien. Based on data collected by us at loan delivery, approximately 14% of the loans in our single-family credit guarantee portfolio, as of both June 30, 2014 and December 31, 2013, had second-lien financing by third parties at origination of the first mortgage. As of June 30, 2014 and December 31, 2013, we estimate that these loans comprised 18% and 17% of our seriously delinquent loans based on UPB, respectively. Borrowers are free to obtain second-lien financing after origination, and we are not entitled to receive notification when a borrower does so. Therefore, it is likely that additional borrowers have post-origination second-lien mortgages.

### Attribute Combinations

Certain combinations of loan characteristics often can indicate a higher degree of credit risk. For example, single-family mortgages with both high LTV ratios and borrowers who have lower credit scores typically experience higher rates of serious delinquency and default. We estimate that there were \$12.8 billion of UPB at both June 30, 2014 and December 31, 2013, of loans in our single-family credit guarantee portfolio with both original LTV ratios greater than 90% and FICO scores less than 620 at the time of loan origination. We continue to purchase certain of these loans if they are covered by credit enhancements for the UPB in excess of 80% or if they are HARP loans. Certain mortgage product types, including interest-only or option ARM loans, have features that may also add to credit risk. See "Table 37 — Single-Family Credit Guarantee Portfolio by Attribute Combinations" for information about certain attribute combinations of our single-family mortgage loans.

### Single-Family Mortgage Product Types

Product mix affects the credit risk profile of our total mortgage portfolio. The primary mortgage products in our single-family credit guarantee portfolio are first lien, fixed-rate mortgage loans secured by the borrower's primary residence. See "Other Categories of Single-Family Mortgage Loans" below for additional information on higher-risk mortgages in our single-family credit guarantee portfolio.

For purposes of presentation within this Form 10-Q and elsewhere in our reporting, we have categorized a number of modified loans as fixed-rate loans (instead of as adjustable rate loans), even though the modified loans have rate

adjustment provisions. In these cases, while the terms of the modified loans provide for the interest rate to adjust in the future, the rate is determined at the time of modification rather than at a subsequent date.

The following paragraphs provide information on the interest-only, option ARM, and conforming jumbo loans in our single-family credit guarantee portfolio. Interest-only and option ARM loans are higher-risk mortgage products based on the features of these types of loans, and have experienced significantly higher serious delinquency rates than fixed-rate amortizing mortgage products.

#### Interest-Only Loans

Interest-only loans have an initial period during which the borrower pays only interest, and at a specified date the monthly payment increases to begin reflecting repayment of principal. Interest-only loans represented approximately 2% of the UPB of our single-family credit guarantee portfolio at both June 30, 2014 and December 31, 2013. We discontinued purchasing such loans on September 1, 2010. The balance of these loans has declined significantly in recent years as many of these borrowers have repaid their loans, completed foreclosure transfers or foreclosure alternatives, refinanced, or received loan modifications into an amortizing loan product (and thus these loans are no longer classified as interest-only loans).

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### Option ARM Loans

Most option ARM loans have initial periods during which the borrower has various options as to the amount of each monthly payment, until a specified date, when the terms are recast. We have not purchased option ARM loans in our single-family credit guarantee portfolio since 2007. At both June 30, 2014 and December 31, 2013, option ARM loans represented less than 1% of the UPB of our single-family credit guarantee portfolio. Included in this exposure was \$5.2 billion and \$5.5 billion in UPB of option ARM securities underlying certain of our Other Guarantee Transactions at June 30, 2014 and December 31, 2013, respectively. While we have not categorized these option ARM securities as either subprime or Alt-A securities for presentation within this Form 10-Q and elsewhere in our reporting, they could exhibit similar credit performance to collateral identified as subprime or Alt-A. For reporting purposes, loans within the option ARM category continue to be presented in that category following a modification of the loan, even though the modified loan no longer provides for optional payment provisions. As of June 30, 2014 and December 31, 2013, approximately 11.6% and 11.0%, respectively, of the option ARM loans within our single-family credit guarantee portfolio had been modified. For information on our exposure to option ARM loans through our holdings of non-agency mortgage-related securities, see “CONSOLIDATED BALANCE SHEETS ANALYSIS — Investments in Securities.”

### Conforming Jumbo Loans

For loans originated after September 30, 2011, conforming jumbo loans on a one-family residence have UPB at origination that is greater than \$417,000 and up to \$625,500 in certain “high-cost” areas. We purchased or guaranteed \$8.2 billion and \$18.7 billion in UPB of conforming jumbo loans during the six months ended June 30, 2014 and 2013, respectively. The UPB of conforming jumbo loans in our single-family credit guarantee portfolio as of June 30, 2014 and December 31, 2013 was \$73.1 billion and \$69.0 billion, respectively, and comprised 4% of the portfolio at both June 30, 2014 and December 31, 2013. The average size of these loans was approximately \$512,000 and \$518,000 at June 30, 2014 and December 31, 2013, respectively. See “BUSINESS — Our Business” in our 2013 Annual Report for further information on the conforming loan limits.

### Other Categories of Single-Family Mortgage Loans

While we have classified certain loans as subprime or Alt-A for purposes of the discussion below and elsewhere in this Form 10-Q, there is no universally accepted definition of subprime or Alt-A, and our classification of such loans may differ from those used by other companies. For example, some financial institutions may use FICO scores to delineate certain residential mortgages as subprime. In addition, we do not rely primarily on these loan classifications to evaluate the credit risk exposure relating to such loans in our single-family credit guarantee portfolio. For a definition of the subprime and Alt-A single-family loans and securities in this Form 10-Q, see “GLOSSARY.”

### Subprime Loans

Participants in the mortgage market may characterize single-family loans based upon their overall credit quality at the time of origination, generally considering them to be prime or subprime. While we have not historically characterized the loans in our single-family credit guarantee portfolio as either prime or subprime, we monitor the amount of loans we have guaranteed with characteristics that indicate a higher degree of credit risk (see “Higher-Risk Loans in the Single-Family Credit Guarantee Portfolio” and “Table 37 — Single-Family Credit Guarantee Portfolio by Attribute Combinations” for further information). In addition, we estimate that approximately \$1.7 billion and \$1.8 billion in UPB of security collateral underlying our Other Guarantee Transactions at June 30, 2014 and December 31, 2013, respectively, were identified as subprime based on information provided to us when we entered into these transactions.

We also categorize our investments in non-agency mortgage-related securities as subprime if they were identified as such based on information provided to us when we entered into these transactions. At June 30, 2014 and December 31, 2013, we held \$34.1 billion and \$39.7 billion, respectively, in UPB of non-agency mortgage-related securities backed by subprime loans. Approximately 4% and 5% of these securities were investment grade at June 30, 2014 and December 31, 2013, respectively.

The credit performance of loans underlying these securities deteriorated significantly since 2008. For information on our exposure to subprime loans through our holdings of non-agency mortgage-related securities, see “CONSOLIDATED BALANCE SHEETS ANALYSIS — Investments in Securities.”

Alt-A Loans

Although there is no universally accepted definition of Alt-A, many mortgage market participants classify single-family loans with credit characteristics that range between their prime and subprime categories as Alt-A because these loans have a combination of characteristics of each category, may be underwritten with lower or alternative income or asset documentation requirements compared to a full documentation mortgage loan, or both. The UPB of Alt-A loans in our single-family credit guarantee portfolio declined to \$52.3 billion as of June 30, 2014 from \$56.9 billion as of December 31, 2013 primarily due to borrowers refinancing into other mortgage products, foreclosure transfers, and other liquidation events. For reporting purposes, loans within the Alt-A category continue to be reported in that category following a modification of the loan, even though the borrower may have provided full documentation of assets and income before completing the modification. As of June 30, 2014 and December 31, 2013, approximately 18.1% and 16.3%, respectively, of the Alt-A loans within our single-family credit



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guarantee portfolio had completed a modification. As of June 30, 2014, for Alt-A loans in our single-family credit guarantee portfolio, the average FICO score at origination was 710. Although Alt-A mortgage loans comprised approximately 3% of our single-family credit guarantee portfolio as of June 30, 2014, these loans represented approximately 11% of our credit losses during the first half of 2014.

Although we discontinued new purchases of mortgage loans with lower documentation standards for assets or income beginning March 1, 2009, we continued to purchase certain amounts of these mortgages in cases where the loan was either: (a) purchased pursuant to a previously issued other guarantee commitment; (b) part of our relief refinance mortgage initiative; or (c) in another refinance mortgage initiative and the pre-existing mortgage (including Alt-A loans) was originated under less than full documentation standards. In the event we purchase a refinance mortgage and the original loan had been previously identified as Alt-A, such refinance loan may no longer be categorized or reported as an Alt-A mortgage in this Form 10-Q and our other financial reports because the new refinance loan replacing the original loan would not be identified by the seller/servicer as an Alt-A loan. As a result, our reported Alt-A balances may be lower than would otherwise be the case had such refinancing not occurred. From the time the relief refinance initiative began in 2009 to June 30, 2014, we have purchased approximately \$30.3 billion of relief refinance mortgages that were previously categorized as Alt-A loans in our portfolio, including \$1.4 billion in the first half of 2014.

We also hold investments in non-agency mortgage-related securities backed by single-family Alt-A loans. At June 30, 2014 and December 31, 2013, we held investments of \$7.9 billion and \$11.0 billion in UPB, respectively, of non-agency mortgage-related securities backed by Alt-A and other mortgage loans. Approximately 3% and 5% of these securities were categorized as investment grade at June 30, 2014 and December 31, 2013, respectively. The credit performance of loans underlying these securities deteriorated significantly since 2008. We categorize our investments in non-agency mortgage-related securities as Alt-A if the securities were identified as such based on information provided to us when we entered into these transactions. For more information on our exposure to Alt-A mortgage loans through our investments in non-agency mortgage-related securities, see “CONSOLIDATED BALANCE SHEETS ANALYSIS — Investments in Securities.”

#### Higher-Risk Loans in the Single-Family Credit Guarantee Portfolio

The table below presents information about certain categories of single-family mortgage loans within our single-family credit guarantee portfolio that we believe have certain higher-risk characteristics. These loans include categories based on product type and borrower characteristics present at origination. The table includes a presentation of each higher risk category in isolation. A single loan may fall within more than one category (for example, an interest-only loan may also have an original LTV ratio greater than 90%). Loans with a combination of these characteristics will have an even higher risk of default than those with a single characteristic.

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Table 31 — Certain Higher-Risk Categories in the Single-Family Credit Guarantee Portfolio

As of June 30, 2014					
	UPB	Estimated Current LTV <sup>(2)</sup>	Percentage Modified <sup>(3)</sup>	Serious Delinquency Rate <sup>(4)</sup>	
	(dollars in billions)				
Loans with one or more specified characteristics	\$363.5	91	% 8.4	% 4.54	%
Categories (individual characteristics):					
Alt-A	52.3	84	18.1	9.20	
Interest-only <sup>(5)</sup>	30.9	89	0.1	10.81	
Option ARM <sup>(6)</sup>	6.1	82	11.6	10.95	
Original LTV ratio greater than 90%, non-HARP mortgages	110.4	89	10.0	4.55	
Original LTV ratio greater than 90%, HARP mortgages	154.0	99	0.6	1.03	
Lower FICO scores at origination (less than 620) <sup>(7)</sup>	46.5	81	18.3	8.87	
As of December 31, 2013					
	UPB	Estimated Current LTV <sup>(2)</sup>	Percentage Modified <sup>(3)</sup>	Serious Delinquency Rate <sup>(4)</sup>	
	(dollars in billions)				
Loans with one or more specified characteristics	\$364.5	94	% 8.1	% 5.31	%
Categories (individual characteristics):					
Alt-A	56.9	87	16.3	10.06	
Interest-only <sup>(5)</sup>	34.7	93	0.2	12.51	
Option ARM <sup>(6)</sup>	6.4	86	11.0	12.30	
Original LTV ratio greater than 90%, non-HARP mortgages	103.4	91	10.1	5.66	
Original LTV ratio greater than 90%, HARP mortgages	154.3	103	0.5	0.97	
Lower FICO scores at origination (less than 620) <sup>(7)</sup>	47.8	83	17.4	9.99	

Categories are not additive and a single loan may be included in multiple categories if more than one characteristic (1) is associated with the loan. Excludes loans underlying certain Other Guarantee Transactions for which data was not available.

(2) See endnote (3) to “Table 30 — Characteristics of the Single-Family Credit Guarantee Portfolio” for information on our calculation of current LTV ratios.

Represents the percentage of loans based on loan count in our single-family credit guarantee portfolio at period end (3) that have been modified, including those with no changes in the interest rate or maturity date, but where past due amounts are added to the outstanding principal balance of the loan.

(4) See “Credit Performance — Delinquencies” for further information about our reported serious delinquency rates.

When an interest-only loan is modified to require repayment of principal, the loan is removed from the interest-only category. The percentages of interest-only loans which have been modified at period end reflect loans (5) that have not yet been assigned to their new product category (post-modification), primarily due to delays in processing.

(6) For reporting purposes, loans within the option ARM category continue to be reported in that category following modification, even though the modified loan no longer provides for optional payment provisions.

(7) See endnote (2) to “Table 29 — Characteristics of Purchases for the Single-Family Credit Guarantee Portfolio” for information on our presentation of FICO scores.

A significant portion of the loans in the higher-risk categories presented in the table above are included in our 2005-2008 Legacy single-family book. We have fully discontinued purchases of Alt-A (effective March 1, 2009), interest-only (effective September 1, 2010), and option ARM (since 2007) loans. The UPB of loans with one or more of these higher-risk characteristics in our single-family credit guarantee portfolio was nearly unchanged during the first half of 2014. We continue to purchase non-HARP mortgage loans with original LTV ratios greater than 90% if they are covered by credit enhancements for the UPB in excess of 80%. We also continue to purchase single-family loans with FICO scores below 620 in limited amounts if they meet our underwriting standards.

#### Credit Enhancements

The use of credit enhancements is intended to mitigate some of our potential credit losses. Our charter requires that single-family mortgages with LTV ratios above 80% at the time of purchase be covered by specified credit enhancements or participation interests (subject to certain exceptions, such as discussed below with respect to HARP). As guarantor, we remain responsible for the payment of principal and interest if mortgage insurance or other credit enhancements do not provide full reimbursement for covered losses. Our credit losses could increase if an entity that provides credit enhancement fails to fulfill its obligation (e.g., a mortgage insurer fails to pay a claim), as this would reduce the amount of our credit loss recoveries.

The portion of our single-family mortgage purchases in the first half of 2014 and 2013 that had credit enhancements was 24% and 15%, respectively. This increase is primarily due to a higher composition of home purchase loans and a lower volume of refinancings, particularly relief refinance loans, in the first half of 2014 compared to the first half of 2013. Purchases of loans with LTV ratios above 80% increased in the first half of 2014 compared to the first half of 2013. Refinance loans (other

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than HARP loans) typically have lower LTV ratios than home purchase loans, and are more likely to have an LTV ratio below 80% and not require credit protection as specified in our charter. Under HARP, we allow eligible borrowers who have mortgages with current LTV ratios over 80% to refinance their mortgages without obtaining new mortgage insurance in excess of the insurance coverage, if any, that was already in place.

At June 30, 2014 and December 31, 2013, our credit-enhanced mortgages (including those covered by primary mortgage insurance and credit risk transfer transactions) represented 21% and 17%, respectively, of our single-family credit guarantee portfolio based on UPB, excluding those backing Ginnie Mae Certificates and HFA bonds guaranteed by us under the HFA initiative. Our financial guarantees backed by Ginnie Mae Certificates and HFA bonds under the HFA initiative are excluded because we consider the incremental credit risk to which we are exposed to be insignificant.

We recognized recoveries from credit enhancements (excluding recoveries that represent reimbursements for our expenses, such as REO operations expenses) of \$0.5 billion and \$0.7 billion that reduced our charge-offs of single-family loans during the six months ended June 30, 2014 and 2013, respectively. Recoveries of charge-offs declined primarily due to lower foreclosures and foreclosure alternative volume in the first half of 2014. Substantially all of these amounts represent recoveries associated with our primary mortgage insurance policies. We recognized recoveries from credit enhancements of \$117 million and \$86 million during the six months ended June 30, 2014 and 2013, respectively, as part of REO operations income (expenses).

We executed four credit risk transfer transactions during the first half of 2014 that shift a portion of the mezzanine credit loss position on certain groups of loans in our New single-family book from us to private investors. We believe approximately \$63.8 billion of UPB related to these transactions qualified toward our 2014 Conservatorship Scorecard goal to complete credit risk transfer transactions involving single-family mortgages with at least \$90 billion in aggregate UPB. These four transactions consisted of the following:

Two STACR debt note issuances: In February 2014, we executed a STACR debt note transaction for \$1.0 billion in UPB, which relates to \$32.4 billion in UPB of loans in the single-family credit guarantee portfolio. In April 2014, we executed a second STACR debt note transaction for \$966 million in UPB, which relates to \$28.1 billion in UPB of loans in the single-family credit guarantee portfolio. In the February and April STACR transactions, we are exposed to the first \$97 million and \$84 million, respectively, of calculated losses associated with the reference pool of mortgage loans in these transactions and a portion of credit events thereafter. The UPB of the STACR debt notes held by third parties represents the maximum amount of credit protection that is available to us from such third parties through the transactions.

Two ACIS transactions: In April 2014 and June 2014, we further reduced our exposure to credit losses related to the reference pool of mortgage loans associated with our November 2013 and February 2014 STACR debt note transactions, respectively, by obtaining third-party insurance to cover up to \$269.5 million and \$284.5 million, respectively, of our mezzanine exposure to credit losses.

See “Institutional Credit Risk” for information about our counterparties that provide credit enhancement on loans in our single-family credit guarantee portfolio, including information about our mortgage loan insurers. See “NOTE 4: MORTGAGE LOANS AND LOAN LOSS RESERVES” for additional information about credit protection and other forms of credit enhancements covering loans in our single-family credit guarantee portfolio. See “CONSOLIDATED BALANCE SHEETS ANALYSIS — Investments in Securities — Mortgage-Related Securities” for credit enhancement and other information about our investments in non-Freddie Mac mortgage-related securities.

**Single-Family Loan Workouts and the MHA Program**

Loan workout activities are a key component of our loss mitigation strategy for managing and resolving troubled assets and lowering credit losses. Our loan workouts consist of: (a) forbearance agreements; (b) repayment plans; (c) loan modifications; and (d) foreclosure alternatives (i.e., short sales or deed in lieu of foreclosure transactions). Our single-family loss mitigation strategy emphasizes early intervention by servicers in delinquent mortgages and provides alternatives to foreclosure.

Our seller/servicers have an active role in our loss mitigation efforts. A decline in their performance could affect the overall quality of our credit performance (including by missing opportunities for mortgage modifications), which could have significant effects on our ability to mitigate credit losses. The risk of such a decline in performance

remains high. In recent periods, we have facilitated the transfer of servicing for certain groups of loans that were delinquent or at risk of default to servicers that we believe have capabilities and resources necessary to improve the loss mitigation associated with the loans. Depending on our experience with the results of these transfers and specific servicer experience and capacity, we may seek additional transfers in the future. For more information, see “RISK FACTORS — Competitive and Market Risks — Our financial condition or results of operations may be adversely affected if mortgage seller/servicers fail to perform their repurchase and other obligations to us” in our 2013 Annual Report. During the six months ended June 30, 2014, we helped approximately 64,000 borrowers either stay in their homes or sell their properties and avoid foreclosures through our various workout programs, and we completed approximately 28,000

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foreclosures. We bear the full costs associated with our loan workouts and foreclosure alternatives on mortgages that we own or guarantee, and do not receive any reimbursement from Treasury. These costs include borrower and servicer incentive fees as well as the cost of any monthly payment reductions.

**Home Affordable Modification Program and Non-HAMP Modifications**

Our primary loan modification initiatives are HAMP and our non-HAMP standard loan modification initiatives. These initiatives require that each borrower complete at least a three month trial period during which the borrower will make monthly payments based on the estimated amount of the modification payments. HAMP is scheduled to end in December 2015. In June 2014, Treasury announced that it would be extended for at least another year. In 2013, as part of the servicing alignment initiative, we implemented a streamlined modification initiative, which provides an additional modification opportunity to certain borrowers. The modification that borrowers receive under this initiative has the same mortgage terms as our non-HAMP standard modification.

During the first half of 2014, approximately 35,000 borrowers (including 17,000 borrowers in the second quarter of 2014) having loans with aggregate UPB of \$7.0 billion completed modifications under all of our programs, and as of June 30, 2014, approximately 23,000 borrowers were in the modification trial period. For information about the percentage of completed loan modifications that remained current, see “Table 33 — Quarterly Percentages of Modified Single-Family Loans — Current or Paid Off.”

During the first six months of 2014 and 2013, approximately 28,000 and 25,000 borrowers, respectively, completed a non-HAMP loan modification. As of June 30, 2014, the percentage of our non-HAMP modifications that were completed in 2012 and 2013 that subsequently became seriously delinquent, proceeded to foreclosure transfer, completed a short sale, or were remodified was approximately 19% and 11%, respectively.

Based on information provided by the MHA Program administrator, our servicers had completed approximately 247,000 loan modifications under HAMP from the introduction of the initiative in 2009 through June 30, 2014, compared to more than 239,000 cumulative HAMP completions as of December 31, 2013. According to the administrator, the number of our loans in the HAMP trial period declined to 3,593 as of June 30, 2014 from 4,970 as of December 31, 2013. As of June 30, 2014, the percentage of our HAMP modifications that were completed in 2012 and 2013 that subsequently became seriously delinquent, proceeded to foreclosure transfer, completed a short sale, or were remodified was approximately 14% and 8%, respectively.

In recent periods, our non-HAMP modifications have represented the majority of our modification volume. The portion of our modification volume that is HAMP-related continued to decline in the first half of 2014 due to both: (a) the availability of our non-HAMP modifications; and (b) the decline in the population of borrowers eligible for HAMP.

We incurred \$29 million and \$57 million of servicer incentive expenses on modified loans (both HAMP and non-HAMP) during the three and six months ended June 30, 2014, respectively, as compared to \$33 million and \$72 million of such incentives during the three and six months ended June 30, 2013, respectively. We also incur certain incentives for borrowers who continue to perform under their HAMP modification, which are included within our benefit for credit losses on our consolidated statements of comprehensive income.

Many of our HAMP loans have provisions for reduced interest rates that remain fixed for the first five years of the modification and then increase at a rate of up to one percent per year until the interest rate has been adjusted to the market rate that was in effect at the time of the modification. Certain of our non-HAMP loan modifications have similar features and, collectively, we refer to these types of loans as “step-rate modified loans.” The risk of default may increase for borrowers with step-rate modified loans due to the increase in monthly payments resulting from these scheduled increases in the contractual interest rate of the loan. There were \$43.3 billion in UPB of step-rate modified loans in our single-family credit guarantee portfolio at June 30, 2014. Approximately 9% of these loans will experience interest rate resets in the second half of 2014, and approximately 48% will experience rate resets in 2015. As of June 30, 2014, the average current contractual interest rate for all step-rate modified loans was 2.3%, and the average final interest rate that these loans are scheduled to reach in the future was 4.5%.

**Loan Workout Volumes and Modification Performance**

The table below presents volumes of single-family loan workouts, seriously delinquent loans, and foreclosures for the three and six months ended June 30, 2014 and 2013.



Table of ContentsTable 32 — Single-Family Loan Workout, Serious Delinquency, and Foreclosure Volum<sup>(1)</sup>

	Three Months Ended June 30,				Six Months Ended June 30,			
	2014		2013		2014		2013	
	Number of Loans	Loan Balances	Number of Loans	Loan Balances	Number of Loans	Loan Balances	Number of Loans	Loan Balances
	(dollars in millions)							
Home retention actions:								
Loan modifications								
with no change in terms <sup>(2)</sup>	139	\$ 17	50	\$ 5	214	\$29	84	\$9
with term extension	2,737	418	1,173	106	4,909	765	2,149	147
with change in interest rate and, in certain cases, term extension	9,276	1,757	10,969	1,550	19,769	3,806	22,288	3,089
with change in interest rate, term extension and principal forbearance	4,475	1,014	7,085	2,379	10,363	2,356	15,369	5,261
Total loan modifications <sup>(3)</sup>	16,627	3,206	19,277	4,040	35,255	6,956	39,890	8,506
Repayment plans <sup>(4)</sup>	6,443	919	7,268	1,043	14,303	2,010	14,912	2,090
Forbearance agreements <sup>(5)</sup>	2,350	442	3,198	620	4,603	854	6,302	1,242
Total home retention actions	25,420	4,567	29,743	5,703	54,161	9,820	61,104	11,838
Foreclosure alternatives:								
Short sale								
	4,173	887	11,210	2,436	8,354	1,792	24,981	5,494
Deed in lieu of foreclosure transactions								
	849	137	517	80	1,771	284	903	145
Total foreclosure alternatives	5,022	1,024	11,727	2,516	10,125	2,076	25,884	5,639
Total single-family loan workouts	30,442	\$ 5,591	41,470	\$ 8,219	64,286	\$ 11,896	86,988	\$ 17,477
Seriously delinquent loan additions	45,695		57,024		96,052		122,305	
Single-family foreclosures <sup>(6)</sup>	12,289		19,924		27,621		42,514	
Seriously delinquent loans, at period end	219,329		300,185		219,329		300,185	

Based on completed actions with borrowers for loans within our single-family credit guarantee portfolio. Excludes those modification, repayment and forbearance activities for which the borrower has started the required process, but the actions have not been made permanent or effective, such as loans in modification trial periods. Also

(1) excludes certain loan workouts where our single-family seller/servicers have executed agreements in the current or prior periods, but these have not been incorporated into certain of our operational systems, due to delays in processing. These categories are not mutually exclusive and a loan in one category may also be included within another category in the same period (see endnote 5).

(2) Under this modification type, past due amounts are added to the principal balance and amortized based on the original contractual loan terms.

(3) Includes completed loan modifications under HAMP; however, the number of such completions differs from that reported by the MHA Program administrator in part due to differences in the timing of recognizing the completions by us and the administrator.

(4) Represents the number of borrowers as reported by our seller/servicers that have completed the full term of a repayment plan for past due amounts. Excludes borrowers that are actively repaying past due amounts under a repayment plan, which totaled 12,988 and 14,981 borrowers as of June 30, 2014 and 2013, respectively.

(5) Excludes loans with long-term forbearance under a completed loan modification. Many borrowers complete a short-term forbearance agreement before another loan workout is pursued or completed. We only report forbearance activity for a single loan once during each quarter; however, a single loan may be included under separate forbearance agreements in separate periods.

(6)



Represents the number of our single-family loans that completed foreclosure transfers, including third-party sales at foreclosure auction in which ownership of the property is transferred directly to a third party rather than to us. Both our loan modification volume and the number of seriously delinquent loans remaining in the portfolio declined during the three and six months ended June 30, 2014, compared to the 2013 periods, primarily due to lower volumes of single-family loans becoming seriously delinquent in the 2014 periods. We expect our loan modification volume in the full year of 2014 will be lower than in 2013. The volume of foreclosures has moderated in recent periods and reflects a 35% decline in the first half of 2014 compared to the first half of 2013.

The UPB of loans in our single-family credit guarantee portfolio for which we have completed a loan modification increased to \$83.9 billion as of June 30, 2014 from \$81.7 billion as of December 31, 2013. The number of modified loans in our single-family credit guarantee portfolio continued to increase, and such loans comprised approximately 4.0% and 3.8% of our single-family credit guarantee portfolio as of June 30, 2014 and December 31, 2013, respectively. For the six months ended June 30, 2014, approximately 45% of our loan modifications were related to loans which were 180 days or more delinquent prior to the modification effective date. The estimated weighted average current LTV ratio for all modified loans in our single-family credit guarantee portfolio was 97% at June 30, 2014. The serious delinquency rate on these loans was 12% as of June 30, 2014.

The volume of short sale transactions declined significantly in the three and six months ended June 30, 2014 compared to the same periods in 2013. Our short sale activity has declined for the last five consecutive quarters.

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The table below presents: (a) the percentage of modified single-family loans completed between the third quarter of 2011 and the second quarter of 2013 that were current or paid off one year after modification; and (b) the percentage of modified single-family loans completed between the third quarter of 2011 and the second quarter of 2012 that were current or paid off two years after modification.

Table 33 — Quarterly Percentages of Modified Single-Family Loans — Current or Paid<sup>1</sup>Off

	Quarter of Loan Modification Completion <sup>(2)</sup>								
	2Q 2013	1Q 2013	4Q 2012	3Q 2012	2Q 2012	1Q 2012	4Q 2011	3Q 2011	
<b>One Year Post-Modification</b>									
HAMP modifications	80	% 82	% 80	% 80	% 81	% 81	% 79	% 78	%
Non-HAMP modifications	74	76	72	72	74	62	58	59	
Total	76	78	75	76	78	76	73	71	
<b>Two Years Post-Modification</b>									
HAMP modifications	N/A	N/A	N/A	N/A	78	% 77	% 75	% 74	%
Non-HAMP modifications	N/A	N/A	N/A	N/A	69	57	55	54	
Total	N/A	N/A	N/A	N/A	75	73	68	67	

(1) Represents the percentage of loans that were current and performing (no payment is 30 days or more past due) or had been paid in full. Excludes loans in modification trial periods. For loans modified in a quarterly period, the reperformance rates for one year and two years represent the percentage of loans that were current or paid off after 12 to 14 months and 24 to 26 months, respectively.

(2) Loan modifications are recognized as completed in the quarterly period in which the servicer has reported the modification as effective and the agreement has been accepted by us. For loans that have been remodified (e.g., where a borrower has received a new modification after defaulting on the prior modification) the rates reflect the status of each modification separately. For example, in the case of a remodified loan where the borrower is performing, the previous modification would be presented as being in default in the applicable period.

**Relief Refinance Mortgage Initiative and Home Affordable Refinance Program**

Our relief refinance mortgage initiative, including HARP (which is the portion of our relief refinance initiative for loans with LTV ratios above 80%), gives eligible homeowners with existing loans that are owned or guaranteed by us an opportunity to refinance into loans with more affordable monthly payments and/or fixed-rate terms. While HARP is targeted at borrowers with current LTV ratios above 80%, our relief refinance initiative also allows borrowers with LTV ratios of 80% and below to participate. HARP is scheduled to end at the end of 2015.

Relief refinance mortgages (including HARP loans) generally present higher risk to us than other refinance loans we have purchased since 2009 because:

- underwriting procedures for relief refinance mortgages are limited in many cases, and such procedures generally do not include all of the changes in underwriting standards we have implemented since 2008;
  - many of these loans have relatively high LTV ratios (e.g., greater than 90%), which can increase the probability of default and increase the amount of our loss if the borrower does default;
  - HARP loans may not be covered by mortgage insurance for the full excess of their UPB over 80%; and
- beginning with changes announced in the fourth quarter of 2011, we have relieved the lenders of certain representations and warranties on the original mortgage being refinanced, which limits our ability to seek recovery or repurchase from the seller for breach. All relief refinance mortgages with application dates on or after November 19, 2012 have reduced representations and warranties from the seller. We continue to bear the credit risk for refinanced loans under this program, to the extent that such risk is not covered by existing mortgage insurance or other existing credit enhancements.

However, relief refinance mortgages (including HARP loans) generally have performed better than loans with similar characteristics remaining in our single-family credit guarantee portfolio that were originated prior to 2009 because, under the relief refinance initiative:

-

borrowers must meet eligibility requirements, such as having no more than one late payment within the previous 12 months and no late payments within the six months prior to refinancing; and the new mortgage results in one or more of the following borrower benefits compared to the original loan: (a) a reduced monthly payment; (b) a lower interest rate; (c) a shorter loan term; or (d) replacement of an adjustable interest rate with a fixed interest rate.

During the six months ended June 30, 2014, refinancings comprised approximately 48% of our single-family purchase and issuance volume, compared with 81% in the six months ended June 30, 2013. We attribute this decline to higher average mortgage interest rates in the 2014 period as compared to the 2013 period. In addition, many borrowers have already refinanced their loans in recent periods at relatively low interest rates, and thus may be less likely to do so in the future.

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The following table provides information about the volume of our relief refinance purchases as well as information about the serious delinquency rates of these loans.

Table 34 — Single-Family Relief Refinance Loans

	Six Months Ended June 30, 2014			Six months ended June 30, 2013		
	UPB	Number of Loans	Average Loan Balance <sup>(2)</sup>	UPB	Number of Loans	Average loan Balance <sup>(2)</sup>
	(dollars in millions, except for average loan balances)					
Purchases of relief refinance mortgages:						
HARP:						
Above 125% LTV ratio	\$977	5,879	\$166,000	\$8,327	44,016	\$189,000
Above 100% to 125% LTV ratio	2,785	15,478	180,000	14,197	73,552	193,000
Above 80% to 100% LTV ratio	5,117	30,096	170,000	19,244	105,812	182,000
Other (80% and below LTV ratio)	7,132	52,896	135,000	23,316	172,917	135,000
Total relief refinance mortgages	\$16,011	104,349	153,000	\$65,084	396,297	164,000
	As of June 30, 2014			As of December 31, 2013		
	UPB	Number of Loans	Serious Delinquency Rate	UPB	Number of Loans	Serious Delinquency Rate
	(dollars in millions)					
Balance of relief refinance mortgages:						
HARP:						
Above 125% LTV ratio	\$30,769	162,411	1.12 %	\$30,579	158,531	0.90 %
Above 100% to 125% LTV ratio	68,321	350,951	1.04	68,416	344,832	1.01
Above 80% to 100% LTV ratio	113,980	619,476	0.85	114,688	610,128	0.85
Other (80% and below LTV ratio)	127,898	956,922	0.33	127,991	936,038	0.32
Total relief refinance mortgages	\$340,968	2,089,760	0.66	\$341,674	2,049,529	0.64

(1) Purchase data consists of all single-family relief refinance mortgage loans that we either purchased or guaranteed during the period, including those associated with other guarantee commitments and Other Guarantee Transactions.

(2) Rounded to the nearest thousand.

For more information on relief refinance loans, including HARP, in our single-family credit guarantee portfolio, see "Table 28 — Single-Family Credit Guarantee Portfolio Data by Year of Origination," and "Table 29 — Characteristics of Purchases for the Single-Family Credit Guarantee Portfolio."

**Credit Performance****Delinquencies**

We report single-family serious delinquency rate information based on the number of loans that are three monthly payments or more past due or in the process of foreclosure, as reported by our servicers. Mortgage loans that have

been modified are not counted as seriously delinquent as long as the borrower is less than three monthly payments past due under the modified terms. Single-family loans for which the borrower is subject to a forbearance agreement or a repayment plan will continue to reflect the past due status of the borrower.

Our single-family delinquency rates include all single-family loans that we own, that back Freddie Mac securities, and that are covered by our other guarantee commitments, except Freddie Mac financial guarantees that are backed by either Ginnie Mae Certificates or HFA bonds due to the credit enhancements provided on them by the U.S. government.

Some of our workout and other loss mitigation activities create fluctuations in our delinquency statistics. For example, single-family loans that we report as seriously delinquent before they enter a modification trial period continue to be reported as seriously delinquent for purposes of our delinquency reporting until the modifications become effective and the loans are removed from delinquent status by our servicers. Consequently, the volume and timing of loan modifications affect our reported serious delinquency rate. In addition, there may be temporary timing differences, or lags, in the reporting of payment status and modification completion due to differing practices of our servicers that can affect our delinquency reporting.

The serious delinquency rate of our single-family credit guarantee portfolio declined to 2.07% as of June 30, 2014 (which is the lowest level in several years) from 2.39% as of December 31, 2013, continuing the trend of improvement that began in 2010. The improvement in our serious delinquency rate is primarily due to lower volumes of single-family loans becoming seriously delinquent and continued loss mitigation and foreclosure activities for loans in the Legacy single-family books. As of June 30, 2014, our serious delinquency rate for the aggregate of those states that require a judicial foreclosure and all other states was 2.89% and 1.39%, respectively, compared to 3.31% and 1.63%, respectively, as of December 31, 2013.

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In April 2014, we received FHFA's approval for a pilot transaction to sell certain seriously delinquent unsecuritized single-family loans. We expect to complete the sale of substantially all of these loans in the third quarter of 2014, which would further reduce our serious delinquency rate.

Our serious delinquency rates have been affected by delays, including those due to increases in foreclosure process timeframes, general constraints on servicer capacity (which affects the rate at which servicers modify or foreclose upon loans), and court backlogs (in states that require a judicial foreclosure process). These situations generally extend the time it takes for the loans to be modified, foreclosed upon, or otherwise resolved, and thus transition out of serious delinquency. As of June 30, 2014 and December 31, 2013, the percentage of seriously delinquent loans that have been delinquent for more than six months was 73% and 71%, respectively, and most of these loans have been delinquent for longer than one year. Loans that have been delinquent for more than a year are more challenging to resolve as many of these borrowers: (a) may not be in contact with the servicer; (b) may not be eligible for modifications; or (c) are in geographic areas where the foreclosure process has lengthened or is subject to judicial review. The longer a loan remains delinquent, the greater the associated costs we incur, in part due to expenses associated with loss mitigation and foreclosure.

The table below presents serious delinquency rates and information about seriously delinquent loans in our single-family credit guarantee portfolio.

Table 35 — Single-Family Serious Delinquency Statistics

	As of June 30, 2014			As of December 31, 2013		
	Percentage of Portfolio		Serious Delinquency Rate	Percentage of Portfolio		Serious Delinquency Rate
<b>Credit Protection:</b>						
Non-credit-enhanced	79	%	1.78	83	%	2.04
Credit-enhanced <sup>(1)</sup>	21		4.01	17		4.83
Total <sup>(2)</sup>	100	%	2.07	100	%	2.39
	<b># of Seriously Delinquent Loans</b>	<b>Percent</b>	<b>Serious Delinquency Rate</b>	<b># of Seriously Delinquent Loans</b>	<b>Percent</b>	<b>Serious Delinquency Rate</b>
<b>State:<sup>(3)(4)</sup></b>						
Florida	32,936	15 %	5.01	42,948	17 %	6.44
New York	20,266	9	4.22	21,459	8	4.41
New Jersey	18,078	8	5.86	19,306	8	6.20
Illinois	13,063	6	2.37	15,521	6	2.79
California	12,654	6	1.04	15,620	6	1.30
All others	120,066	56	1.62	137,907	55	1.85
Total	217,063	100 %		252,761	100 %	
	<b># of Seriously Delinquent Loans</b>	<b>Percent</b>		<b># of Seriously Delinquent Loans</b>	<b>Percent</b>	
<b>Aging, by locality:<sup>(4)</sup></b>						
<b>Judicial review states:<sup>(5)</sup></b>						
Less than or equal to 1 year	50,704	23 %		59,129	23 %	
More than 1 year and less than or equal to 2 years	25,801	12		30,604	12	
More than 2 years	57,225	26		65,154	26	
<b>Non-judicial states:<sup>(5)</sup></b>						

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Less than or equal to 1 year	50,925	24	60,175	24
More than 1 year and less than or equal to 2 years	15,070	7	17,968	7
More than 2 years	17,338	8	19,731	8
Combined: <sup>(5)</sup>				
Less than or equal to 1 year	101,629	47	119,304	47
More than 1 year and less than or equal to 2 years	40,871	19	48,572	19
More than 2 years	74,563	34	84,885	34
Total	217,063	100 %	252,761	100 %

Payment Status:

One month past due	1.53	%	1.73	%
Two months past due	0.48	%	0.57	%

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- (1) See “Institutional Credit Risk” for information about our counterparties that provide credit enhancement on loans in our single-family credit guarantee portfolio.
- (2) As of June 30, 2014 and December 31, 2013, approximately 57% and 61%, respectively, of the single-family loans reported as seriously delinquent were in the process of foreclosure.
- (3) Represent the states with the highest number of seriously delinquent loans as of June 30, 2014.
- (4) Excludes loans underlying certain single-family Other Guarantee Transactions since the geographic information is not available to us for these loans.

For this presentation, the states and territories classified as having a judicial foreclosure process consist of: CT, DE, (5)FL, HI, IA, IL, IN, KS, KY, LA, ME, ND, NE, NJ, NM, NY, OH, OK, OR, PA, PR, SC, SD, VI, VT, and WI. All other states are classified as having a non-judicial foreclosure process.

Our servicing guidelines require that our servicers refrain from starting the foreclosure process on a primary residence until a loan is at least 121 days delinquent, regardless of where the property is located. However, we evaluate the timeliness of foreclosure completion by our servicers based on the state where the property is located. Our servicing guide states that for loans beginning the foreclosure process since July 2013, the expected timeline to complete foreclosure ranges from 283 days in Alabama to 845 days in New York (and 1,015 days within New York City). Our guide provides for instances of allowable foreclosure delays in excess of the expected timelines for specific situations involving delinquent loans, such as when the borrower files for bankruptcy or appeals a denial of a loan modification. During the six months ended June 30, 2014 and 2013, the nationwide average for completion of a foreclosure (as measured from the date of the last scheduled payment made by the borrower) on our single-family delinquent loans, excluding those underlying our Other Guarantee Transactions, was 875 days and 728 days, respectively, which included: (a) an average of 1,033 days and 900 days, respectively, for foreclosures completed in states that require a judicial foreclosure process; and (b) an average of 644 days and 529 days, respectively, for foreclosures completed in all other states. During the six months ended June 30, 2014, a significant number of loans that had been subject to delays discussed above (and that had been delinquent for more than a year) completed the foreclosure process, which caused the nationwide average for foreclosure completions to increase compared to the six months ended June 30, 2013.

We continue to experience significant variability in the average time for foreclosure by state. For example, during the six months ended June 30, 2014, the average time for completion of foreclosures associated with loans in our single-family credit guarantee portfolio, excluding Other Guarantee Transactions, ranged from 403 days in Missouri to 1,337 days in New Jersey (as measured from the date of the last scheduled payment made by the borrower), as compared to an expected timeline of 282 days in Missouri (as revised effective July 2013) and 796 days in New Jersey, per our servicing guidelines (including allowable foreclosure delays).

The tables below present serious delinquency rates categorized by borrower and loan characteristics, including geographic region and origination year, and indicate that certain concentrations of loans have been more adversely affected by declines in home prices and weak economic conditions during the housing crisis that began in 2006. We purchased significant amounts of loans originated in 2005 through 2008 with higher-risk characteristics and, as of June 30, 2014, we continued to experience high serious delinquency rates on those loans.



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Table 36 — Credit Concentrations in the Single-Family Credit Guarantee Portfolio

As of June 30, 2014								
	Alt-A UPB	Non Alt-A UPB	Total UPB	Estimated Current LTV Ratio <sup>(1)</sup>	Percentage Modified <sup>(2)</sup>	Percentage Modified <sup>(2)</sup>	Serious Delinquency Rate	
(dollars in billions)								
Geographical distribution:								
Arizona, California, Florida, and Nevada <sup>(3)</sup>	\$21	\$404	\$425	65	% 6.1	% 2.34	%	
Illinois, Michigan, and Ohio <sup>(4)</sup>	3	170	173	73	4.0	1.83		
New York and New Jersey <sup>(5)</sup>	7	137	144	66	4.7	4.86		
All other states	21	887	908	68	3.1	1.63		
Year of origination <sup>(6)</sup> :								
2014	—	70	70	76	—	—		
2013	—	279	279	66	—	0.03		
2012	—	254	254	58	—	0.06		
2011	—	112	112	56	0.1	0.21		
2010	—	105	105	58	0.2	0.41		
2009	—	110	110	60	0.7	0.86		
HARP and other relief refinance loans <sup>(6)</sup>	—	341	341	78	0.4	0.66		
2005-2008 Legacy single-family book	44	197	241	85	18.6	7.93		
Pre-2005 Legacy single-family book	8	130	138	49	5.2	3.11		
As of December 31, 2013								
	Alt-A UPB	Non Alt-A UPB	Total UPB	Estimated Current LTV Ratio <sup>(1)</sup>	Percentage Modified <sup>(2)</sup>	Percentage Modified <sup>(2)</sup>	Serious Delinquency Rate	
(dollars in billions)								
Geographical distribution:								
Arizona, California, Florida, and Nevada <sup>(3)</sup>	\$23	\$399	\$422	68	% 5.9	% 3.01	%	
Illinois, Michigan, and Ohio <sup>(4)</sup>	4	172	176	76	3.9	2.11		
New York and New Jersey <sup>(5)</sup>	7	138	145	67	4.3	5.11		
All other states	23	887	910	69	3.0	1.85		
Year of origination <sup>(6)</sup> :								
2013	—	270	270	69	—	0.01		
2012	—	265	265	61	—	0.04		
2011	—	120	120	58	—	0.18		
2010	—	113	113	60	0.1	0.39		
2009	—	120	120	62	0.5	0.88		
HARP and other relief refinance loans <sup>(6)</sup>	—	342	342	81	0.3	0.64		
2005-2008 Legacy single-family book	48	220	268	87	16.5	8.77		
Pre-2005 Legacy single-family book	9	146	155	50	4.6	3.24		

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	Six Months Ended June 30, 2014			Six Months Ended June 30, 2013		
	Alt-A	Non Alt-A	Total	Alt-A	Non Alt-A	Total
(in millions)						
Credit Losses						
Geographical distribution:						
Arizona, California, Florida, and Nevada <sup>(3)</sup>	\$63	\$619	\$682	\$579	\$1,372	\$1,951
Illinois, Michigan, and Ohio <sup>(4)</sup>	33	267	300	98	564	662
New York and New Jersey <sup>(5)</sup>	39	144	183	32	86	118
All other states	66	587	653	159	936	1,095
Year of origination <sup>(6)</sup> :						
2014	—	—	—	N/A	N/A	N/A
2013	—	—	—	—	—	—
2012	—	2	2	—	—	—
2011	—	3	3	—	4	4
2010	—	11	11	—	13	13
2009	—	35	35	—	53	53
Subtotal - New single-family book	—	51	51	—	70	70
HARP and other relief refinance loans <sup>(6)</sup>	—	130	130	—	170	170
2005-2008 Legacy single-family book	191	1,287	1,478	836	2,381	3,217
Pre-2005 Legacy single-family book	10	149	159	32	337	369

(1) See endnote (3) to “Table 30 — Characteristics of the Single-Family Credit Guarantee Portfolio” for information on our calculation of estimated current LTV ratios.

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Represents the percentage of loans, based on loan count, in our single-family credit guarantee portfolio at period (2) end that have been modified, including those with no changes in interest rate or maturity date, but where past due amounts are added to the outstanding principal balance of the loan.

(3) Represents the four states that had the largest cumulative declines in home prices during the housing crisis that began in 2006, as measured using Freddie Mac's home price index.

(4) Represents selected states in the North Central region that have experienced adverse economic conditions since 2006.

(5) Represents two states with a judicial foreclosure process in which there are a significant number of seriously delinquent loans within our single-family credit guarantee portfolio.

HARP and other relief refinance loans are presented separately rather than in the year that the refinancing occurred (6) (from 2009 to 2014). All other refinance loans are presented in the year that the refinancing occurred. Prior period information has been revised to conform with the current period presentation.

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Table 37 — Single-Family Credit Guarantee Portfolio by Attribute Combinations

	As of June 30, 2014									
	Current LTV Ratio ≤ 80 <sup>(1)</sup>		Current LTV Ratio of > 80 to 100 <sup>(1)</sup>		Current LTV > 100 <sup>(1)</sup>		Current LTV Ratio All Loans <sup>(1)</sup>			
By Product Type	Percentage of Portfolio	Percentage of Portfolio	Percentage of Portfolio	Percentage of Portfolio	Percentage of Portfolio	Percentage of Portfolio	Percentage of Portfolio <sup>(2)</sup>	Percentage Modified <sup>(3)</sup>	Percentage of Portfolio	Percentage of Portfolio
FICO scores < 620:	Rate	Rate	Rate	Rate	Rate	Rate	Rate	Rate	Rate	Rate
20 and 30- year or more amortizing fixed-rate	1.2	% 7.21	% 0.6	% 10.65	% 0.6	% 15.81	% 2.4	% 22.5	% 9.67	%
15- year amortizing fixed-rate	0.2	3.46	—	2.56	—	3.12	0.2	1.1	3.41	
ARMs/adjustable rate <sup>(4)</sup>	0.1	9.23	—	15.27	—	28.37	0.1	13.9	11.84	
Interest-only <sup>(5)</sup>	—	11.76	0.1	19.84	—	28.43	0.1	0.3	20.34	
Other <sup>(6)</sup>	—	3.71	—	10.02	—	17.65	—	5.9	5.55	
Total FICO scores < 620	1.5	6.41	0.7	10.67	0.6	16.21	2.8	18.3	8.87	
FICO scores of 620 to 659:										
20 and 30- year or more amortizing fixed-rate	2.5	4.83	1.2	8.10	1.0	13.49	4.7	17.2	7.00	
15- year amortizing fixed-rate	0.5	2.04	0.1	1.64	—	1.60	0.6	0.5	2.01	
ARMs/adjustable rate <sup>(4)</sup>	0.1	4.41	—	11.11	0.1	26.03	0.2	4.0	7.67	
Interest-only <sup>(5)</sup>	0.1	8.92	—	14.99	0.1	25.20	0.2	0.3	16.88	
Other <sup>(6)</sup>	—	3.15	—	4.71	—	7.14	—	2.7	4.53	
Total FICO scores of 620 to 659	3.2	4.15	1.3	8.02	1.2	14.02	5.7	13.3	6.29	
FICO scores of ≥ 660:										
20 and 30- year or more amortizing fixed-rate	49.2	0.97	14.1	2.40	5.2	6.70	68.5	3.9	1.67	
15- year amortizing fixed-rate	15.7	0.33	0.9	0.41	0.3	0.74	16.9	0.1	0.33	
ARMs/adjustable rate <sup>(4)</sup>	3.5	0.92	0.5	4.48	0.1	16.39	4.1	0.8	1.90	
Interest-only <sup>(5)</sup>	0.6	4.06	0.5	9.43	0.5	17.06	1.6	0.1	9.77	
Other <sup>(6)</sup>	—	1.62	0.1	1.48	—	3.04	0.1	1.1	1.85	
Total FICO scores ≥ 660	69.0	0.78	16.1	2.50	6.1	7.31	91.2	2.7	1.42	
Total FICO scores not available	0.2	5.33	0.1	11.48	—	22.33	0.3	9.7	6.59	
All FICO scores:										

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20 and 30- year or more amortizing fixed-rate	53.0	1.43	15.9	3.27	6.8	8.53	75.7	5.6	2.39	
15- year amortizing fixed-rate	16.3	0.46	1.0	0.53	0.3	0.90	17.6	0.1	0.47	
ARMs/adjustable rate <sup>(4)</sup>	3.8	1.42	0.5	5.59	0.2	18.78	4.5	1.4	2.62	
Interest-only <sup>(5)</sup>	0.7	4.67	0.6	10.33	0.6	18.41	1.9	0.1	10.81	
Other <sup>(6)</sup>	0.1	8.22	0.2	5.69	—	11.22	0.3	9.8	7.81	
Total single-family credit guarantee portfolio <sup>(7)</sup>	73.9	% 1.17	% 18.2	% 3.37	% 7.9	% 9.08	% 100.0	% 4.0	% 2.07	%
By Region <sup>(8)</sup>										
FICO scores < 620:										
North Central	0.3	% 4.86	% 0.1	% 7.80	% 0.1	% 11.96	% 0.5	% 17.2	% 7.02	%
Northeast	0.4	9.82	0.2	16.51	0.2	23.19	0.8	20.9	13.35	
Southeast	0.3	6.70	0.1	10.22	0.2	17.17	0.6	19.3	9.49	
Southwest	0.2	5.02	0.1	9.20	—	14.73	0.3	12.5	6.13	
West	0.3	4.38	0.2	8.07	0.1	11.59	0.6	20.6	6.34	
Total FICO scores < 620	1.5	6.41	0.7	10.67	0.6	16.21	2.8	18.3	8.87	
FICO scores of 620 to 659:										
North Central	0.4	3.27	0.3	5.90	0.3	9.79	1.0	12.6	4.98	
Northeast	0.8	6.30	0.4	12.76	0.3	21.01	1.5	14.4	9.56	
Southeast	0.6	4.58	0.3	7.93	0.3	15.17	1.2	14.1	7.13	
Southwest	0.6	3.03	0.1	5.91	—	11.00	0.7	8.3	3.77	
West	0.8	3.02	0.2	6.74	0.3	10.76	1.3	16.5	4.90	
Total FICO scores of 620 to 659	3.2	4.15	1.3	8.02	1.2	14.02	5.7	13.3	6.29	
FICO scores ≥ 660:										
North Central	11.2	0.60	3.4	1.76	1.2	4.98	15.8	2.2	1.09	
Northeast	17.9	1.14	4.4	3.87	1.3	11.50	23.6	2.6	2.05	
Southeast	9.8	1.02	3.2	2.54	1.6	8.41	14.6	3.1	1.97	
Southwest	8.9	0.56	1.7	1.19	0.2	3.84	10.8	1.2	0.69	
West	21.2	0.54	3.4	2.58	1.8	5.65	26.4	3.8	1.09	
Total FICO scores ≥ 660	69.0	0.78	16.1	2.50	6.1	7.31	91.2	2.7	1.42	
Total FICO scores not available	0.2	5.33	0.1	11.48	—	22.33	0.3	9.7	6.59	
All FICO scores:										
North Central	12.0	0.87	3.9	2.43	1.5	6.43	17.4	3.4	1.58	
Northeast	19.1	1.75	5.0	5.18	1.8	14.24	25.9	4.1	2.99	
Southeast	10.7	1.55	3.6	3.48	2.1	10.21	16.4	4.8	2.79	
Southwest	9.7	0.95	1.9	2.07	0.2	6.42	11.8	2.3	1.19	
West	22.4	0.72	3.8	3.11	2.3	6.59	28.5	4.8	1.42	
Total single-family credit guarantee portfolio <sup>(7)</sup>	73.9	% 1.17	% 18.2	% 3.37	% 7.9	% 9.08	% 100.0	% 4.0	% 2.07	%



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As of December 31, 2013													
By Product Type	Current LTV Ratio ≤ 80 <sup>(1)</sup>		Current LTV Ratio of > 80 to 100 <sup>(1)</sup>		Current LTV Ratio > 100 <sup>(1)</sup>		Current LTV Ratio All Loans <sup>(1)</sup>						
	Percentage of Portfolio	Serious Delinquency Rate	Percentage of Portfolio	Serious Delinquency Rate	Percentage of Portfolio	Serious Delinquency Rate	Percentage of Portfolio <sup>(2)</sup>	Percentage Modified <sup>(3)</sup>	Serious Delinquency Rate	Percentage of Portfolio	Percentage Modified <sup>(3)</sup>	Serious Delinquency Rate	Percentage of Portfolio
FICO scores < 620:													
20 and 30- year or more amortizing fixed-rate	1.1	% 7.89	% 0.8	% 11.89	% 0.7	% 17.86	% 2.6	% 21.3	% 10.95	%			
15- year amortizing fixed-rate	0.2	3.76	—	3.77	—	2.97	0.2	1.1	3.74				
ARMs/adjustable rate <sup>(4)</sup>	0.1	9.90	—	15.98	—	28.73	0.1	13.3	12.86				
Interest-only <sup>(5)</sup>	—	12.30	—	20.93	—	31.29	—	0.6	22.77				
Other <sup>(6)</sup>	—	3.86	—	9.80	—	17.49	—	5.5	5.66				
Total FICO scores < 620	1.4	6.96	0.8	11.89	0.7	18.25	2.9	17.4	9.99				
FICO scores of 620 to 659:													
20 and 30- year or more amortizing fixed-rate	2.4	5.26	1.1	9.07	1.2	15.19	4.7	16.3	7.98				
15- year amortizing fixed-rate	0.5	2.22	0.1	2.47	—	2.07	0.6	0.5	2.23				
ARMs/adjustable rate <sup>(4)</sup>	0.1	4.85	0.1	10.97	—	25.27	0.2	3.5	8.49				
Interest-only <sup>(5)</sup>	0.1	9.76	0.1	15.89	0.1	28.30	0.3	0.4	19.49				
Other <sup>(6)</sup>	—	3.57	—	5.50	—	6.30	—	2.4	4.91				
Total FICO scores of 620 to 659	3.1	4.49	1.4	8.97	1.3	15.78	5.8	12.6	7.18				
FICO scores of ≥ 660:													
20 and 30- year or more amortizing fixed-rate	46.7	1.06	14.6	2.69	6.3	7.25	67.6	3.8	1.94				
15- year amortizing fixed-rate	15.8	0.36	1.1	0.42	0.4	0.73	17.3	0.1	0.36				
ARMs/adjustable rate <sup>(4)</sup>	3.4	1.00	0.5	5.11	0.2	16.31	4.1	0.8	2.32				
Interest-only <sup>(5)</sup>	0.6	4.30	0.6	10.06	0.6	18.86	1.8	0.2	11.33				
Other <sup>(6)</sup>	—	1.96	0.1	1.75	—	2.99	0.1	0.9	2.06				
	66.5	0.84	16.9	2.77	7.5	7.99	90.9	2.6	1.65				

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Total FICO scores ≥ 660													
Total FICO scores not available	0.3	5.62	0.1	12.04	—	22.55	0.4	7.9	8.49				
All FICO scores: 20 and 30- year or more amortizing fixed-rate	50.4	1.57	16.6	3.67	8.1	9.30	75.1	5.4	2.78				
15- year amortizing fixed-rate	16.5	0.50	1.2	0.59	0.3	0.90	18.0	0.1	0.51				
ARMs/adjustable rate <sup>(4)</sup>	3.6	1.55	0.6	6.20	0.2	18.43	4.4	1.4	3.10				
Interest-only <sup>(5)</sup>	0.7	4.97	0.7	10.99	0.8	20.39	2.2	0.2	12.51				
Other <sup>(6)</sup>	0.1	9.19	0.1	6.20	0.1	12.06	0.3	9.2	8.63				
Total single-family credit guarantee portfolio <sup>(7)</sup> By Region <sup>(8)</sup>	71.3	% 1.28	% 19.2	% 3.75	% 9.5	% 9.94	% 100.0	% 3.8	% 2.39	%			
FICO scores < 620:													
North Central	0.1	% 5.39	% 0.3	% 8.57	% 0.1	% 13.38	% 0.5	% 16.5	% 8.01	%			
Northeast	0.4	10.31	0.2	18.11	0.2	25.64	0.8	19.6	14.40				
Southeast	0.3	7.50	0.1	11.74	0.2	20.76	0.6	18.2	11.23				
Southwest	0.3	5.31	0.1	10.29	—	15.79	0.4	11.8	6.72				
West	0.3	4.78	0.1	9.20	0.2	13.06	0.6	19.9	7.37				
Total FICO scores < 620	1.4	6.96	0.8	11.89	0.7	18.25	2.9	17.4	9.99				
FICO scores of 620 to 659:													
North Central	0.5	3.55	0.3	6.68	0.3	11.08	1.1	11.9	5.76				
Northeast	0.8	6.60	0.3	13.97	0.4	23.02	1.5	13.4	10.32				
Southeast	0.6	5.04	0.3	9.17	0.3	18.17	1.2	13.2	8.50				
Southwest	0.5	3.24	0.2	6.82	—	11.67	0.7	7.8	4.21				
West	0.7	3.37	0.3	7.47	0.3	12.36	1.3	16.1	5.83				
Total FICO scores of 620 to 659	3.1	4.49	1.4	8.97	1.3	15.78	5.8	12.6	7.18				
FICO scores of ≥ 660:													
North Central	10.7	0.62	3.8	1.88	1.5	5.27	16.0	2.1	1.23				
Northeast	17.6	1.20	4.6	4.30	1.4	11.96	23.6	2.4	2.21				
Southeast	9.4	1.16	3.2	2.93	2.0	10.01	14.6	3.0	2.44				
Southwest	8.6	0.61	1.8	1.44	0.2	3.88	10.6	1.2	0.78				
West	20.2	0.59	3.5	2.94	2.4	6.39	26.1	3.7	1.34				
Total FICO scores ≥ 660	66.5	0.84	16.9	2.77	7.5	7.99	90.9	2.6	1.65				
Total FICO scores not available	0.3	5.62	0.1	12.04	—	22.55	0.4	7.9	8.49				
All FICO scores: North Central	11.5	0.93	4.2	2.61	1.9	6.91	17.6	3.3	1.81				



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Northeast	19.0	1.83	5.1	5.76	1.9	15.07	26.0	3.8	3.23	
Southeast	10.3	1.75	3.7	4.00	2.5	12.10	16.5	4.6	3.42	
Southwest	9.4	1.04	2.1	2.47	0.3	6.62	11.8	2.2	1.36	
West	21.1	0.79	4.1	3.50	2.9	7.43	28.1	4.7	1.73	
Total										
single-family credit guarantee portfolio <sup>(7)</sup>	71.3	% 1.28	% 19.2	% 3.75	% 9.5	% 9.94	% 100.0	% 3.8	% 2.39	%

(1) The current LTV ratios are our estimates. See endnote (3) to “Table 30 — Characteristics of the Single-Family Credit Guarantee Portfolio” for further information.

(2) Based on UPB of the single-family credit guarantee portfolio. Within these columns, “—” represents less than 0.05%.

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- (3) See endnote (2) to “Table 36 — Credit Concentrations in the Single-Family Credit Guarantee Portfolio” for further information.
- (4) Includes balloon/reset and option ARM mortgage loans.  
Includes both fixed-rate and adjustable rate loans. The percentages of interest-only loans which have been modified
- (5) at period end reflect that a number of these loans have not yet been assigned to their new product category (post-modification), primarily due to delays in processing.
- (6) Consist of FHA/VA and other government guaranteed mortgages.  
The total of all FICO scores categories may not sum due to the inclusion of loans where FICO scores are not
- (7) available in the respective totals for all loans. See endnote (5) to “Table 30 — Characteristics of the Single-Family Credit Guarantee Portfolio” for further information about our presentation of FICO scores.  
Presentation with the following regional designation: West (AK, AZ, CA, GU, HI, ID, MT, NV, OR, UT, WA);
- (8) Northeast (CT, DE, DC, MA, ME, MD, NH, NJ, NY, PA, RI, VT, VA, WV); North Central (IL, IN, IA, MI, MN, ND, OH, SD, WI); Southeast (AL, FL, GA, KY, MS, NC, PR, SC, TN, VI); and Southwest (AR, CO, KS, LA, MO, NE, NM, OK, TX, WY).

**Multifamily Mortgage Credit Risk**

To manage our multifamily mortgage portfolio credit risk, we focus on several key areas: (a) using prudent standards and processes with a prior approval underwriting approach on the loans we purchase or guarantee; (b) selling the expected credit risk to private investors that hold the subordinated tranches in our multifamily K Certificate transactions; (c) portfolio diversification, particularly by product and geographical area; and (d) portfolio management activities, including loss mitigation and use of credit enhancements. We monitor the loan performance, the underlying properties and a variety of mortgage loan characteristics that may affect the default experience on our multifamily mortgage portfolio, such as DSCR, LTV ratio, geographic location, payment type, and loan maturity. See “NOTE 5: IMPAIRED LOANS” for information about loss mitigation activities that we have classified as TDRs and subsequent performance information of these loans. See “NOTE 15: CONCENTRATION OF CREDIT AND OTHER RISKS” for more information about the loans in our multifamily mortgage portfolio, including geographic concentrations of these loans.

The table below provides certain attributes of our multifamily mortgage portfolio at June 30, 2014 and December 31, 2013.

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Table 38 — Multifamily Mortgage Portfolio — by Attribute

	UPB at		Delinquency Rate <sup>(1)</sup> at		
	June 30, 2014	December 31, 2013	June 30, 2014	December 31, 2013	
	(dollars in billions)				
Original LTV ratio					
Below 75%	\$93.3	\$93.1	0.01	% 0.06	%
75% to 80%	33.7	34.1	0.04	0.15	
Above 80%	5.6	5.6	0.04	0.19	
Total	\$132.6	\$132.8	0.02	% 0.09	%
Weighted average LTV ratio at origination	69	% 70	%		
Maturity Dates					
2014	\$0.6	\$2.1	—	% 0.12	%
2015	5.5	6.9	—	0.05	
2016	10.1	11.2	—	—	
2017	9.5	10.0	—	0.43	
2018	16.6	17.0	—	—	
2019	17.8	17.5	0.07	0.07	
Beyond 2019	72.5	68.1	0.02	0.09	
Total	\$132.6	\$132.8	0.02	% 0.09	%
Year of Acquisition or Guarantee <sup>(2)</sup>					
2007 and prior	\$31.3	\$34.2	0.05	% 0.24	%
2008	12.1	13.2	0.03	0.18	
2009	10.7	11.2	—	—	
2010	10.4	10.9	0.07	0.13	
2011	15.5	15.9	—	—	
2012	23.3	23.7	—	—	
2013	22.6	23.7	—	—	
2014	6.7	N/A	—	N/A	
Total	\$132.6	\$132.8	0.02	% 0.09	%
Current Loan Size					
Above \$25 million	\$50.0	\$50.6	—	% 0.05	%
Above \$5 million to \$25 million	73.5	73.2	0.02	0.11	
\$5 million and below	9.1	9.0	0.11	0.14	
Total	\$132.6	\$132.8	0.02	% 0.09	%
Legal Structure					
Unsecuritized loans	\$52.6	\$59.2	0.02	% 0.08	%
K Certificates	66.3	59.8	0.01	0.07	
Other Freddie Mac mortgage-related securities	4.7	4.8	0.12	0.59	
Other guarantee commitments	9.0	9.0	—	—	
Total	\$132.6	\$132.8	0.02	% 0.09	%
Credit Enhancement					
Credit-enhanced	\$76.5	\$70.2	0.02	% 0.11	%
Non-credit-enhanced	56.1	62.6	0.02	0.07	
Total	\$132.6	\$132.8	0.02	% 0.09	%
Payment Type					
Interest-only	\$19.4	\$20.1	—	% 0.14	%

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Partial interest-only <sup>(3)</sup>	29.4	32.6	—	—	
Amortizing	83.8	80.1	0.03	0.12	
Total	\$132.6	\$132.8	0.02	% 0.09	%

(1) Our delinquency rates for multifamily loans are positively affected to the extent we have been successful in working with troubled borrowers to modify their loans prior to becoming delinquent or by providing temporary relief through short-term loan extensions or forbearance agreements. See “Multifamily Delinquencies” below for more information about our multifamily delinquency rates. Within these columns, “—” represents less than 0.005%.

(2) Based on either: (a) the year of acquisition, for loans recorded on our consolidated balance sheets; or (b) the year that we issued our guarantee, for the remaining loans in our multifamily mortgage portfolio.

(3) Represent loans that have an interest-only period and where the borrower’s payments were interest-only at the respective reporting date. Loans which have reached the end of their interest-only period by the respective reporting date have converted to, and are classified as, amortizing loans.

Table of Contents**Multifamily Product Types**

Most multifamily loans require a significant lump sum (i.e., balloon) payment of unpaid principal at maturity. Therefore, the borrower's potential inability to refinance or pay off the loan at maturity is a key loan attribute we monitor. Borrowers may be less able to refinance their obligations during periods of rising interest rates or adverse market conditions, which could lead to default if the borrower is unable to find affordable refinancing before the loan matures. Of the \$52.6 billion in UPB of our unsecuritized multifamily mortgage loans on our consolidated balance sheets as of June 30, 2014, approximately 11% will mature during the remainder of 2014 and 2015, and the remaining 89% will mature in 2016 and beyond.

Our multifamily mortgage portfolio consists of product types that are categorized based on loan terms. Multifamily loans may: (a) be amortizing or interest-only (for the full term or a portion thereof); and (b) have a fixed or variable rate of interest. Our multifamily loans generally have shorter terms than single-family mortgages and typically have balloon maturities ranging from five to ten years. At June 30, 2014 and December 31, 2013, approximately 63% and 60%, respectively, of our multifamily mortgage portfolio consisted of amortizing loans, which reduce our credit exposure over time since the UPB of the loan declines with each mortgage payment. In addition, as of June 30, 2014 and December 31, 2013, approximately 22% and 25%, respectively, of our multifamily mortgage portfolio consisted of partial interest-only loans, which after a defined period of time will begin to include amortization of principal.

**Multifamily Credit Enhancements**

Our primary business model in the Multifamily segment is to purchase multifamily mortgage loans for aggregation and then securitization through issuance of multifamily K Certificates. With this model, we have securitized \$79.4 billion in UPB of multifamily loans between 2009 and June 30, 2014 and have attracted private capital to the multifamily market from investors who purchase subordinated securities that we do not issue or guarantee. These securities are backed by loans that are sourced by our seller/servicers and directly underwritten by us. Our K Certificate transactions are structured such that private investors (that hold unguaranteed subordinated securities) are the first to absorb losses on the underlying loans and the amount of subordination to the guaranteed certificates is set at a level that we believe is sufficient to cover the expected credit losses on the loans. As a result, we believe private investors will absorb the expected credit risk in these transactions and thereby reduce the loss exposure to us and U.S. taxpayers. At June 30, 2014 and December 31, 2013, the UPB of K Certificates with subordination coverage was \$65.8 billion and \$59.3 billion, respectively, and the average subordination coverage on these securities was 18% at both June 30, 2014 and December 31, 2013. See "NOTE 4: MORTGAGE LOANS AND LOAN LOSS RESERVES" for additional information about credit protections and other forms of credit enhancements covering loans in our multifamily mortgage portfolio.

**Multifamily Delinquencies**

We report multifamily delinquency rates based on UPB of mortgage loans in our multifamily mortgage portfolio that are two monthly payments or more past due or in the process of foreclosure, as reported by our servicers. Mortgage loans that have been modified are not counted as delinquent as long as the borrower is less than two monthly payments past due under the modified terms.

Our delinquency rates continue to be among the lowest in the industry. There were 6 and 16 delinquent loans in our multifamily mortgage portfolio at June 30, 2014 and December 31, 2013, respectively. Our multifamily mortgage portfolio delinquency rate of 0.02% and 0.09% at June 30, 2014 and December 31, 2013, respectively, reflects continued strong portfolio performance and positive market fundamentals. Our delinquency rate for credit-enhanced loans was 0.02% and 0.11% at June 30, 2014 and December 31, 2013, respectively, and for non-credit-enhanced loans was 0.02% and 0.07% at June 30, 2014 and December 31, 2013, respectively. The delinquency rate on loans underlying our K Certificates transactions was 0.01% and 0.07% at June 30, 2014 and December 31, 2013, respectively. Since we began issuing K Certificates, we have experienced no credit losses associated with our guarantees on these securities. As of June 30, 2014, approximately one-half of the loans in our multifamily mortgage portfolio that were two or more monthly payments past due, measured on a UPB basis, had credit enhancements that we currently believe will mitigate our expected losses on those loans and guarantees.

**TDRs and Non-Accrual Mortgage Loans**

TDRs represent those loans where we have granted a concession to a borrower who is experiencing financial difficulties. Loans that have been classified as TDRs remain categorized as such throughout the remaining life of the loan regardless of whether the borrower makes payments that return the loan to a current payment status. TDRs include HAMP and non-HAMP loan modifications, as well as loans in modification trial periods and loans subject to certain other loss mitigation actions.

We place loans, including TDRs, on non-accrual status when we believe the collectability of interest and principal on a loan is not reasonably assured, unless the loan is well secured and in the process of collection. When a loan is placed on non-accrual status, any interest income accrued but uncollected is reversed. Thereafter, interest income is recognized only upon receipt of cash payments. See “NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES” in our 2013 Annual Report and “NOTE 5: IMPAIRED LOANS” for further information about our TDRs and non-accrual loans.

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The table below provides information about TDRs and non-accrual mortgage loans on our consolidated balance sheets.

Table 39 — TDRs and Non-Accrual Mortgage Loans

	June 30, 2014	December 31, 2013	June 30, 2013
TDRs on accrual status:	(dollars in millions)		
Single-family	\$81,400	\$78,033	\$71,047
Multifamily	576	675	766
Subtotal —TDRs on accrual status	81,976	78,708	71,813
Non-accrual loans:			
Single-family <sup>(2)</sup>	36,458	42,829	51,453
Multifamily <sup>(3)</sup>	511	628	1,113
Subtotal — non-accrual loans	36,969	43,457	52,566
Total TDRs and non-accrual mortgage loans	\$118,945	\$122,165	\$124,379
Loan loss reserves associated with:			
TDRs on accrual status	\$14,270	\$14,254	\$13,487
Non-accrual loans	7,341	8,924	11,102
Total loan loss reserves associated with TDRs and non-accrual loans <sup>(4)</sup>	\$21,611	\$23,178	\$24,589

(1) Based on UPB.

(2) Includes \$18.2 billion, \$19.6 billion, and \$20.7 billion in UPB of seriously delinquent loans classified as TDRs at June 30, 2014, December 31, 2013, and June 30, 2013, respectively.

(3) Includes \$0.5 billion, \$0.6 billion, and \$1.0 billion in UPB of loans that were current as of June 30, 2014, December 31, 2013, and June 30, 2013, respectively.

(4) The total loan loss reserve for all loans was \$22.8 billion, \$24.7 billion, and \$26.4 billion as of June 30, 2014, December 31, 2013, and June 30, 2013, respectively. The portion of our single-family loan loss reserve associated with foregone interest on loans where we have reduced the contractual interest rate (i.e., provided an interest rate concession to the borrower) for single-family TDR loans was approximately 63% of the loan loss reserve associated with single-family TDR loans at June 30, 2014.

The UPB of our non-accrual mortgage loans declined to \$37.0 billion as of June 30, 2014 from \$43.5 billion as of December 31, 2013, and the UPB of mortgage loans classified as TDR continued to increase. We expect the amount of mortgage loans classified as TDRs to remain at elevated levels for the foreseeable future. See “Credit Loss Performance — Loan Loss Reserves” for information about the decline in our loan loss reserves in the first half of 2014.

REO Assets  
The table below provides detail by region for REO activity. Our REO activity consists almost entirely of single-family residential properties. See “Table 37 — Single-Family Credit Guarantee Portfolio by Attribute Combinations” for information about regional serious delinquency rates of loans in our single-family credit guarantee portfolio.

Table of ContentsTable 40 — REO Activity by Region<sup>(1)</sup>

	Three Months Ended		Six Months Ended	
	June 30, 2014	2013	June 30, 2014	2013
	(number of properties)			
REO Inventory				
Single-family:				
Inventory, beginning of period	43,565	47,968	47,307	49,071
Acquisitions, by region:				
Northeast	1,921	2,133	4,254	3,900
Southeast	4,019	5,618	9,352	11,095
North Central	2,546	5,029	5,929	11,054
Southwest	900	1,780	2,186	3,778
West	1,206	1,858	3,255	4,472
Total single-family acquisitions	10,592	16,418	24,976	34,299
Dispositions, by region:				
Northeast	(2,525	) (1,765	) (4,755	) (3,428
Southeast	(6,273	) (5,543	) (12,196	) (10,656
North Central	(5,182	) (7,171	) (11,156	) (14,132
Southwest	(1,726	) (2,282	) (3,540	) (4,672
West	(2,317	) (3,002	) (4,502	) (5,859
Total single-family dispositions	(18,023	) (19,763	) (36,149	) (38,747
Inventory at June 30,	36,134	44,623	36,134	44,623
Multifamily:				
Inventory, beginning of period	2	6	1	6
Acquisitions	—	2	1	3
Dispositions	(1	) (3	) (1	) (4
Inventory at June 30,	1	5	1	5
Total inventory at June 30,	36,135	44,628	36,135	44,628

(1) See endnote (8) to “Table 37 — Single-Family Credit Guarantee Portfolio by Attribute Combinations” for a description of these regions.

Our REO inventory (measured in number of properties) declined 24% from December 31, 2013 to June 30, 2014 primarily due to REO dispositions exceeding our acquisitions in the first half of 2014 and a declining amount of seriously delinquent loans. We continued to experience a relatively high volume of REO dispositions in the first half of 2014, which we believe was driven by significant demand for single-family homes from both investors and owner-occupant buyers. We expect our REO acquisitions to continue to decline, due primarily to the continued decline in the number of seriously delinquent loans in our single-family credit guarantee portfolio. However, we expect our REO dispositions to remain at elevated levels in the near term, as we have a large REO inventory. The volume of our single-family REO acquisitions in recent periods has been significantly affected by the lengthening of the foreclosure process, which extends the time it takes for loans to be foreclosed upon and the underlying property to transition to REO. We expect that the length of the foreclosure process will continue to remain above historical levels, particularly in states that require a judicial foreclosure process. Foreclosures generally take longer to complete in states where judicial foreclosures (those conducted under the supervision of a court) are required than in states where non-judicial foreclosures are permitted.

Our expanded loss mitigation efforts are providing borrowers with viable alternatives to foreclosure. As a result of the continued high level of loss mitigation efforts, fewer of our loans are proceeding through foreclosure to REO acquisition. However, our REO acquisition activity in the Northeast and Southeast was high in the first half of 2014,



in part because a significant number of loans that had experienced significant delays in certain judicial states within these regions completed the foreclosure process.

Our single-family REO acquisitions in the first half of 2014 were most significant in the states of Florida, Illinois, Maryland, and Ohio, which collectively represented 41% of total single-family REO acquisitions during that period, based on the number of properties, and comprised 42% of our total single-family REO property inventory at June 30, 2014.

Our REO acquisition activity is disproportionately high for certain types of loans in our single-family credit guarantee portfolio, including loans with certain higher-risk characteristics. For example, the percentage of interest-only and Alt-A loans in our single-family credit guarantee portfolio, based on UPB, was approximately 2% and 3%, respectively, at June 30, 2014. The percentage of our REO acquisitions in the first half of 2014 that had been financed by either of these loan types

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represented approximately 23% of our total REO acquisitions, based on loan amount prior to acquisition. In addition, loans from our 2005-2008 Legacy single-family book comprised approximately 78% of our REO acquisition activity during the first half of 2014.

We are unable to market a significant portion of our REO property inventory at any given time, which can increase the average holding period of our inventory. For example, some jurisdictions require a period of time after foreclosure during which the borrower may reclaim the property. During this period, we generally are not able to sell the property. As of June 30, 2014 and December 31, 2013, the percentage of our single-family REO property inventory that had been held for sale longer than one year was 7.5% and 5.8%, respectively. Though it varied significantly in different states, the average holding period of our single-family REO properties, excluding any post-foreclosure period during which borrowers may reclaim a foreclosed property, was 218 days and 202 days for our REO dispositions during the six months ended June 30, 2014 and 2013, respectively.

The Southeast region comprised 31% and 30% of our single-family REO property inventory, based on the number of properties, as of June 30, 2014 and December 31, 2013, respectively, and the North Central region comprised 29% and 33%, respectively. The North Central region generally has experienced more challenging economic conditions, includes a number of states with longer foreclosure timelines due to the local laws and foreclosure process, and has housing markets with generally lower demand and lower home values than in other regions. In the Southeast region, Florida comprised 20% of our total single-family REO inventory at June 30, 2014 and has been one of the states with high REO severity rates in the last several years. See "NOTE 6: REAL ESTATE OWNED" for more information on our REO properties.

The table below provides information about our REO properties at June 30, 2014 and December 31, 2013.

Table 41 — Single-Family REO Property Status

	As of June 30, 2014	As of December 31, 2013	
	(Percent of properties)		
Available for sale	31	% 30	%
Pending settlement of sale <sup>(1)</sup>	18	14	
Pre-listing <sup>(2)</sup>	12	10	
Unable to market:			
Redemption period <sup>(3)</sup>	10	11	
Occupied (waiting for eviction or vacancy)	15	18	
Under repair and other <sup>(4)</sup>	14	17	
Subtotal — unable to market	39	46	
Total	100	% 100	%

(1) Consists of properties where we have an executed sales contract and settlement has not yet occurred.

(2) Consists of properties that are not being actively marketed because we are evaluating the property condition or determining our sale strategy.

(3) Consists of properties located in jurisdictions that require a period of time after foreclosure during which the borrower may reclaim the property.

(4) Includes properties where we are preparing the property for sale and other properties where marketing is on hold, including where we are involved in litigation or other legal and regulatory issues concerning the property.

As shown in the table above, a significant portion of the properties in our REO inventory are unable to be marketed because they are in the process of being repaired, remain occupied, or are located in states with a redemption period (particularly in the states of Illinois, Michigan, and Minnesota).

#### Credit Loss Performance

Many loans that are seriously delinquent, or in foreclosure, result in credit losses. The table below provides detail on our credit loss performance associated with mortgage loans and REO assets on our consolidated balance sheets and underlying our non-consolidated mortgage-related financial guarantees.



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Table 42 — Credit Loss Performance

	Three Months		Six Months	
	Ended June 30, 2014	2013	Ended June 30, 2014	2013
	(dollars in millions)			
REO				
REO balances, net:				
Single-family	\$3,661	\$3,997	\$3,661	\$3,997
Multifamily	16	54	16	54
Total	\$3,677	\$4,051	\$3,677	\$4,051
REO operations (income) expense:				
Single-family	\$(48 )	\$(109 )	\$11	\$(101 )
Multifamily	(2 )	(1 )	(2 )	(3 )
Total	\$(50 )	\$(110 )	\$9	\$(104 )
Charge-offs				
Single-family:				
Charge-offs, gross <sup>(1)</sup> (including \$1.2 billion, \$2.3 billion, \$2.7 billion and \$5.0 billion, relating to loan loss reserves, respectively)	\$1,242	\$2,400	\$2,717	\$5,113
Recoveries <sup>(2)</sup>	(343 )	(528 )	(910 )	(1,186 )
Single-family, net	\$899	\$1,872	\$1,807	\$3,927
Multifamily:				
Charge-offs, gross <sup>(1)</sup> (including \$2 million, \$(1) million, \$2 million and \$1 million relating to loan loss reserves, respectively)	\$2	\$5	\$2	\$23
Recoveries <sup>(2)</sup>	—	—	—	(1 )
Multifamily, net	\$2	\$5	\$2	\$22
Total Charge-offs:				
Charge-offs, gross <sup>(1)</sup> (including \$1.2 billion, \$2.3 billion, \$2.7 billion and \$5.0 billion relating to loan loss reserves, respectively)	\$1,244	\$2,405	\$2,719	\$5,136
Recoveries <sup>(2)</sup>	(343 )	(528 )	(910 )	(1,187 )
Total Charge-offs, net	\$901	\$1,877	\$1,809	\$3,949
Credit Losses <sup>(3)</sup>				
Single-family	\$851	\$1,763	\$1,818	\$3,826
Multifamily	—	4	—	19
Total	\$851	\$1,767	\$1,818	\$3,845
Total (in bps) <sup>(4)</sup>	18.8	39.3	20.1	42.9

Represent the carrying amount of a loan that has been discharged in order to remove the loan from our consolidated balance sheet at the time of resolution, regardless of when the impact of the credit loss was recorded on our consolidated statements of comprehensive income. Charge-offs primarily result from foreclosure transfers and short sales and are generally calculated as the recorded investment of a loan at the date it is discharged less the estimated value in final disposition or actual net sales in a short sale. Multifamily charge-offs also include cumulative fair value losses recognized through the date of foreclosure for loans which we elected to carry at fair value at the time of our purchase. Prior period amounts have been revised to conform with the current period presentation.

(1) Recoveries of charge-offs primarily result from foreclosure alternatives and REO acquisitions on loans where: (a) a share of default risk has been assumed by mortgage insurers, servicers, or other third parties through certain credit enhancements; or (b) we received a reimbursement of our losses from a seller/servicer associated with a repurchase request on a loan that experienced a foreclosure transfer or a foreclosure alternative. Includes \$0.4 billion in both the six months ended June 30, 2014 and 2013 related to repurchase requests from our seller/servicers (including

\$0.3 billion in the six months ended June 30, 2014 related to settlement agreements with certain sellers to release specified loans from certain repurchase obligations in exchange for one-time cash payments).

Excludes foregone interest on TDRs and non-accrual loans, which reduces our net interest income but is not reflected in our total credit losses. In addition, excludes certain other market-based credit losses, including those:

(3) (a) incurred on our investments in mortgage loans and mortgage-related securities; and (b) recognized in our consolidated statements of comprehensive income.

Calculated as credit losses divided by the average carrying value of our total mortgage portfolio, excluding

(4) non-Freddie Mac mortgage-related securities and that portion of REMICs and Other Structured Securities that are backed by Ginnie Mae Certificates.

Our credit losses are generally measured at the conclusion of the loan and related collateral resolution process. Our expenses associated with home retention actions (e.g., loan modifications) are generally not reflected in our credit losses. There is a significant lag in time from the start of loan workout activities by our servicers on problem loans (e.g., seriously delinquent loans) to the final resolution of those loans by the completion of foreclosures (and subsequent REO sales) and foreclosure alternatives (e.g., short sales). Single-family charge-offs, gross, for the three and six months ended June 30, 2014 were \$1.2 billion and \$2.7 billion, respectively, compared to \$2.4 billion and \$5.1 billion for the three and six months ended June 30, 2013, respectively. These charge-offs were associated with approximately \$2.7 billion and \$5.9 billion in UPB of loans for the three and six months ended June 30, 2014, respectively, and \$5.4 billion and \$11.8 billion for the three and six months ended

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June 30, 2013, respectively. Our single-family charge-offs, gross, were significantly lower in the first half of 2014 compared to the first half of 2013 primarily due to: (a) lower volumes of foreclosures and foreclosure alternatives; and (b) improvements in home prices in many of the areas in which we have had significant foreclosure and short sale activity. Single-family charge-offs, net, in the first half of 2014 include recoveries of \$0.3 billion related to settlement agreements with certain sellers to release specified loans from certain repurchase obligations in exchange for one-time cash payments. We expect our charge-offs and credit losses to continue to be lower than the level we experienced in 2013, but to remain elevated in the remainder of 2014 due to the substantial number of delinquent and underwater single-family loans that will likely be resolved.

Our single-family credit losses during the first half of 2014 were high in California (since it represents a significant portion of our single-family credit guarantee portfolio), and credit losses continued to be disproportionately high in Florida, Nevada, and Arizona. Collectively, these four states comprised approximately 43% and 38% of our total credit losses in the three and six months ended June 30, 2014, respectively. We estimate that these states had the largest cumulative declines in home prices during the housing crisis that began in 2006, as measured by our home price index. Our 2005-2008 Legacy single-family book comprised approximately 15% of our single-family credit guarantee portfolio, based on UPB at June 30, 2014; however, these loans accounted for approximately 81% of our credit losses during the first half of 2014. At June 30, 2014, loans in states with a judicial foreclosure process comprised 39% of our single-family credit guarantee portfolio, based on UPB, while loans in these states contributed to approximately 71% of our credit losses recognized in the first half of 2014. We expect the portion of our credit losses related to loans in states with judicial foreclosure processes will remain high in the near term as the substantial backlog of loans awaiting court proceedings in those states transitions to REO or other loss events.

The table below provides loss severity information for loans in our single-family credit guarantee portfolio.

Table 43 — Severity Ratios for Single-Family Loans

	For the Three Months Ended				
	6/30/2014	3/31/2014	12/31/2013	9/30/2013	6/30/2013
REO disposition severity ratio: <sup>(1)</sup>					
Florida	37.0	% 40.5	% 40.4	% 40.5	% 42.9
Illinois	39.0	40.9	43.4	43.7	47.2
New Jersey	41.6	42.6	45.8	51.4	39.7
Maryland	35.0	35.7	37.4	38.0	39.0
Ohio	43.0	43.8	47.1	46.9	46.0
Total U.S.	33.4	35.6	35.8	34.9	35.8
Short sale severity ratio <sup>(2)</sup>	30.5	31.6	32.5	34.5	36.5

States presented represent the five states where our credit losses were greatest during the first half of 2014.

Calculated as the amount of our losses recorded on disposition of REO properties during the respective quarterly period, excluding those subject to repurchase requests made to our seller/servicers, divided by the aggregate UPB of the related loans. The amount of losses recognized on disposition of the properties is equal to the amount by which the UPB of the loans exceeds the amount of sales proceeds from disposition of the properties, net of selling expenses.

Calculated as the amount of our losses recorded on short sales during the respective quarterly period divided by the aggregate UPB of the related loans. The amount of losses recognized on short sales is equal to the amount by which the UPB of the loans exceeds the amount of sales proceeds, net of selling expenses.

We believe our REO disposition and short sale severity ratios in the first half of 2014 were positively affected by changes made in 2012 to our process for evaluating the market value of impaired loan collateral and determining the list price for our REO properties when we offer them for sale, as well as repairing a higher percentage of our REO properties prior to listing them.

As shown in the table above, our severity ratios associated with REO dispositions and short sales generally improved in the first and second quarters of 2014 compared to the rates experienced in the 2013 periods, but also remained high in several states. See “NOTE 15: CONCENTRATION OF CREDIT AND OTHER RISKS” for additional information

about our credit losses.

#### Loan Loss Reserves

We maintain mortgage-related loan loss reserves at levels we believe appropriate to absorb probable incurred losses on mortgage loans held-for-investment on our consolidated balance sheets and those underlying Freddie Mac mortgage-related securities and other guarantee commitments. Determining the loan loss reserves is complex and requires significant management judgment about matters that involve a high degree of subjectivity. See “NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES” in our 2013 Annual Report for information on our accounting policies for allowance for loan losses and reserve for guarantee losses and impaired loans. Our single-family loan loss reserves declined from \$24.6 billion at December 31, 2013 to \$22.7 billion at June 30, 2014, reflecting continued high levels of loan charge-offs compared to levels before 2009. This decline was also due to improvements in borrower payment performance and lower severity ratios for REO dispositions and short sale transactions largely resulting from the improvements in home prices in most areas during the period.

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In recent periods, the portion of our loan loss reserves attributable to individually impaired loans increased while the portion of our loan loss reserves determined on a collective basis declined. Our loan loss reserves attributable to individually impaired loans represented 80% of our loan loss reserves at June 30, 2014. This reflects a significant increase in TDRs in recent years and the reserves associated with these loans largely reflect the concessions we have provided to the borrowers at the point of loan modification. The majority of these modified loans were current and performing at June 30, 2014. Although the housing market continued to improve in many geographic areas, we expect that our loan loss reserves may remain elevated for an extended period because: (a) a significant portion of our reserves is associated with loans classified as individually impaired (e.g., modified loans) that are less than three months past due, and we are required to maintain a loss reserve on such loans until they are fully repaid or complete a short sale or foreclosure; and (b) the resolution of problem loans takes considerable time, often several years in the case of foreclosure.

As of June 30, 2014 and December 31, 2013, the recorded investment of individually impaired single-family mortgage loans was \$99.6 billion and \$98.1 billion, respectively, and the loan loss reserves associated with these loans were \$18.1 billion and \$18.6 billion, respectively. Our loan loss reserve associated with individually impaired single-family loans as a percentage of the total recorded investment of these loans was 18% and 19% of the balance as of June 30, 2014 and December 31, 2013, respectively. Our loan loss reserve associated with collectively evaluated single-family loans as a percentage of the total recorded investment of these loans was 0.3% and 0.4% of the balance as of June 30, 2014 and December 31, 2013, respectively. See “Table 4.4 — Net Investment in Mortgage Loans” for information about collectively evaluated and individually evaluated loans on our consolidated balance sheets. See “NOTE 5: IMPAIRED LOANS” for additional information about our impaired loans. See “CONSOLIDATED RESULTS OF OPERATIONS —Benefit for Credit Losses,” for a discussion of our benefit for credit losses.

The table below summarizes our net investment for individually impaired single-family mortgage loans on our consolidated balance sheets for which we have recorded a specific reserve.

Table 44 — Single-Family Impaired Loans with Specific Reserve Recorded

	2014		2013	
	# of Loans	Amount	# of Loans	Amount
	(dollars in millions)			
TDRs (recorded investment):				
TDRs, at January 1,	514,497	\$92,505	449,145	\$83,484
New additions	41,859	6,278	56,942	9,162
Repayments and other <sup>(1)</sup>	(14,280)	(2,576)	(14,660)	(2,556)
Loss events <sup>(2)</sup>	(13,371)	(2,313)	(17,279)	(3,154)
TDRs, at June 30,	528,705	93,894	474,148	86,936
Other (recorded investment) <sup>(3)</sup>	12,363	1,034	15,313	1,374
Total impaired loans with specific reserve	541,068	94,928	489,461	88,310
Total allowance for loan losses of individually impaired single-family loans		(18,093)		(18,105)
Net investment, at June 30,		\$76,835		\$70,205

(1) Includes reduction of specific reserves related to the reclassification of certain loans from held-for-investment to held-for-sale.

(2) Foreclosure transfers or foreclosure alternatives, such as a deed in lieu of foreclosure or short sale transaction.

(3) Loans impaired upon purchase as of June 30.

## Credit Risk Sensitivity

Under a 2005 agreement with FHFA, then OFHEO, we are required to disclose the estimated increase in the NPV of future expected credit losses for our single-family credit guarantee portfolio over a ten year period as the result of an immediate 5% decline in home prices nationwide, followed by a stabilization period and return to the base case. This sensitivity analysis is hypothetical and may not be indicative of our actual results. We do not use this analysis for determination of our reported results under GAAP.



The table below presents the estimated credit loss sensitivity of our single-family credit guarantee portfolio, based on assumptions required by FHFA, both before and after consideration of credit enhancements, measured at the end of the last five quarterly periods.

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Table 45 — Single-Family Credit Loss Sensitivity

	Before Receipt of Credit Enhancements <sup>(1)</sup>		After Receipt of Credit Enhancements <sup>(2)</sup>	
	NPV <sup>(3)</sup>	NPV Ratio <sup>(4)</sup>	NPV <sup>(3)</sup>	NPV Ratio <sup>(4)</sup>
	(dollars in millions, ratios in bps)			
At:				
June 30, 2014	\$4,199	25.4	\$3,891	23.6
March 31, 2014	\$4,351	26.4	\$4,035	24.4
December 31, 2013	\$3,931	23.8	\$3,628	21.9
September 30, 2013	\$4,059	24.6	\$3,734	22.6
June 30, 2013	\$4,000	24.3	\$3,663	22.2

(1) Assumes that none of the credit enhancements currently covering our mortgage loans have any mitigating effect on our credit losses.

(2) Assumes we collect amounts due from credit enhancement providers after giving effect to certain assumptions about counterparty default rates.

(3) Based on the single-family credit guarantee portfolio, excluding REMICs and Other Structured Securities backed by Ginnie Mae Certificates.

(4) Calculated as the ratio of NPV of increase in credit losses to the single-family credit guarantee portfolio, defined in note (3) above.

**Institutional Credit Risk**

We continue to face challenges in reducing our risk concentrations with counterparties. The failure of any of our significant counterparties to meet their obligations to us could have a material adverse effect on our results of operations, financial condition, and our ability to conduct future business. For more information, see “RISK FACTORS — Competitive and Market Risks — We depend on our institutional counterparties to provide services that are critical to our business, and our results of operations or financial condition may be adversely affected if one or more of our counterparties do not meet their obligations to us” in our 2013 Annual Report.

**Single-family Mortgage Seller/Service**

We acquire a significant portion of our single-family mortgage purchase volume from several large lenders, or seller/service. Our top 10 single-family seller/service provided approximately 51% of our single-family purchase volume during the first half of 2014. Wells Fargo Bank, N.A. accounted for 14% of our single-family mortgage purchase volume and was the only single-family seller/service that comprised 10% or more of our purchase volume during the first half of 2014.

Although our business with our mortgage sellers is concentrated, a number of our largest single-family mortgage seller counterparties have reduced or eliminated their purchases of mortgage loans from mortgage brokers and correspondent lenders. As a result, we are acquiring a greater portion of our business volume directly from smaller depository and non-depository financial institutions that may not have the same financial strength or operational capacity as our largest mortgage seller counterparties. We could also be required to absorb losses on defaulted loans that a failed mortgage seller is obligated to repurchase from us if we determine there was an underwriting or eligibility breach.

We have contractual arrangements with our seller/service under which they agree to sell us mortgage loans and service our mortgage loans, and represent and warrant to do so in accordance with our standards. If we subsequently discover that the representations and warranties were breached (i.e., that contractual standards were not followed), we can exercise certain contractual remedies to mitigate our actual or potential credit losses. These contractual remedies include the ability to require the seller/service to repurchase the loan at its current UPB. Under our representation and warranty framework, lenders are relieved of certain seller’s repurchase obligations for loans that meet specific payment requirements. This includes, subject to certain exclusions, loans with 36 months (12 months for relief refinance mortgages) of consecutive, on-time payments after we purchase them. In May 2014, at the direction of FHFA, we announced certain changes to this framework for loans acquired on and after July 1, 2014, including: (a) permitting

borrowers to have up to two 30-day delinquencies during the first 36 months; and (b) providing relief from repurchase obligations for loans that have satisfactorily concluded a Freddie Mac quality control review. In addition, we will offer certain sellers an alternative to repurchasing a loan, for loans where the mortgage insurance coverage has been rescinded. In those cases we may allow the seller to indemnify us for any future claims of loss associated with the loan that would have been covered by the mortgage insurer. For more information on contractual arrangements with our seller/servicers and our representation and warranty framework, see "MD&A — RISK MANAGEMENT — Credit Risk — Institutional Credit Risk — Single-family Mortgage Seller/Servicers" in our 2013 Annual Report.

Our exposure to single-family mortgage seller/servicers with respect to repurchase obligations arising from breaches of representations and warranties made to us for loans they underwrote and sold to us, or that they service for us, has declined significantly in recent periods. The UPB of loans subject to open repurchase requests (both seller and servicer related) declined to \$0.9 billion at June 30, 2014 from \$2.2 billion at December 31, 2013 as we resolved many of the requests that had been outstanding for more than four months. (The balance as of both June 30, 2014 and December 31, 2013 excludes \$0.3 billion in UPB related to notices of defect for servicing violations). During the first half of 2014, we recovered amounts from seller/servicers with respect to \$1.4 billion in UPB of loans subject to our repurchase requests, including \$0.4 billion in UPB related to settlement agreements to release specified loans from certain repurchase obligations in exchange for one-time cash

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payments. See "NOTE 15: CONCENTRATION OF CREDIT AND OTHER RISKS - Seller/Servicers" for more information about these agreements. We believe that our repurchase request volumes with our sellers will likely continue to decline in the second half of 2014.

The amount we expect to collect on the outstanding requests is significantly less than the UPB of the related loans primarily because many will likely be satisfied by reimbursement of our realized credit losses by seller/servicers, instead of repurchase of loans at their UPB. Some of these requests also may be rescinded in the course of the contractual appeal process. Based on our historical loss experience and the fact that many of these loans are covered by credit enhancements (e.g., mortgage insurance), we expect the actual credit losses experienced by us should we fail to collect on these repurchase requests will also be less than the UPB of the loans.

Our estimate of recoveries from seller and servicer repurchase obligations is considered in our allowance for loan losses; however, our actual recoveries may be different than our estimates. We believe we have appropriately provided for these exposures, based upon our estimates of incurred losses, in our loan loss reserves; however, our actual losses may exceed our estimates.

We do not have our own mortgage loan servicing operation. Instead, our customers perform the primary servicing function on our loans on our behalf. A significant portion of our single-family mortgage loans are serviced by several large seller/servicers. Our top two single-family loan servicers, Wells Fargo Bank, N.A. and JPMorgan Chase Bank, N.A., serviced approximately 23% and 12%, respectively, of our single-family mortgage loans as of June 30, 2014 and were the only servicers that serviced more than 10% of our loans at that date.

We continue to face challenges with respect to the performance of certain of our seller/servicers in managing our seriously delinquent loans. As part of our efforts to address this issue and mitigate our credit losses, we facilitated the transfer of servicing for \$15.1 billion in UPB of loans from our primary servicers to specialty servicers during the first half of 2014. Some of these specialty servicers have grown rapidly in recent years and now service a large share of our loans. If our servicers lack appropriate process controls, experience a failure in their controls, or experience an operating disruption in their ability to service mortgage loans, our business and financial results could be adversely affected. We also seek remedies from servicers such as compensatory fees for failure to perform certain requirements with respect to the servicing of delinquent loans.

We rely on our seller/servicers to perform loan workout activities as well as foreclosures on loans that they service for us. Our credit losses could increase to the extent that our seller/servicers do not fully perform these obligations in a timely manner. We also continue to be adversely affected by the length of the foreclosure timeline, particularly in states that require a judicial foreclosure process, which has provided challenges to our seller/servicers because they have had to change their processes for compliance with the requirements of each jurisdiction. For more information on our exposure to our seller/servicers and repurchase requests, see "RISK FACTORS — Competitive and Market Risks — Our financial condition or results of operations may be adversely affected if mortgage seller/servicers fail to perform their repurchase and other obligations to us" in our 2013 Annual Report.

**Multifamily Mortgage Seller/Servicers**

We acquire a significant portion of our multifamily new business volume from several large sellers. We are exposed to certain institutional credit risks arising from the potential non-performance by our multifamily sellers and mortgage servicers. Our top multifamily seller, CBRE Capital Markets, Inc., accounted for 24% of our multifamily new business volume for the six months ended June 30, 2014. Our top 10 multifamily sellers represented an aggregate of approximately 83% of our multifamily new business volume for the six months ended June 30, 2014.

A significant portion of our multifamily mortgage portfolio, excluding loans underlying K Certificates, is serviced by several large multifamily servicers. As of June 30, 2014, our top three multifamily servicers, Berkadia Commercial Mortgage LLC, Wells Fargo Bank, N.A., and CBRE Capital Markets, Inc., each serviced more than 10% of our multifamily mortgage portfolio, excluding loans underlying K Certificates, and together serviced approximately 37% of this portfolio.

**Mortgage Insurers**

We have institutional credit risk relating to the potential insolvency of, or non-performance by, mortgage insurers that insure single-family mortgages we purchase or guarantee. As a guarantor, we remain responsible for the payment of principal and interest if a mortgage insurer fails to meet its obligations to reimburse us for claims. If any of our

mortgage insurers fails to fulfill its obligations, we could experience increased credit losses.

We attempt to manage this risk by establishing eligibility standards for mortgage insurers and by monitoring our exposure to individual mortgage insurers. Our monitoring includes performing periodic analysis of the financial capacity of individual mortgage insurers under various adverse economic conditions. Our ability to manage this risk is limited as: (a) certain of our mortgage insurers are operating below our eligibility thresholds; and (b) our ability to revoke a mortgage insurer's status as an eligible insurer requires FHFA approval under certain circumstances.

We are developing counterparty risk management standards for mortgage insurers, in conjunction with Fannie Mae, at the direction of FHFA, consisting of the following: (a) revised eligibility requirements, which includes financial requirements under a risk based framework; and (b) revised master policies that provide greater certainty of coverage and facilitate timely

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claims processing. The revised standards are designed to provide that mortgage insurers are able to withstand a stress economic scenario and fulfill their intended role of providing private capital to the mortgage market. In December 2013, FHFA announced that we and Fannie Mae, in collaboration with our mortgage insurers, had completed development of new master policies, for which the mortgage insurers are seeking state regulatory approval. Aligning mortgage insurer eligibility requirements is a key component of the 2014 Conservatorship Scorecard and the 2014 Strategic Plan. We announced that the revised master policies will be implemented October 1, 2014. FHFA has published the draft eligibility requirements for public input during a comment period, which will conclude on September 8, 2014. We expect to publish new eligibility requirements by the end of 2014, which will become effective 180 days after the publication date. Approved insurers that do not fully comply with the new financial requirements would be given a transition period of up to two years from the publication date.

As part of the estimate of our loan loss reserves, we evaluate the recovery and collectability related to mortgage insurance policies on mortgage loans we own or guarantee. We also evaluate the collectability of outstanding receivables from these counterparties related to unpaid claims.

The majority of our mortgage insurance exposure is concentrated with four mortgage insurers, certain of which have been under financial stress during the last several years. Some of our eligible mortgage insurers have, in the past, exceeded risk to capital ratios required by their state insurance regulators. Although the financial condition of these mortgage insurers has improved in recent periods, there is still a significant risk that some of these counterparties may fail to fully meet their obligations. Except for those insurers in rehabilitation or under regulatory supervision, which no longer issue new coverage, we continue to acquire new loans with mortgage insurance from the mortgage insurers shown in the table below, many of which have credit ratings below investment grade. Our ability to reduce our exposure to individual mortgage insurers is limited. In recent years, new entrants have emerged that will likely diversify a concentrated industry over time.

The table below summarizes our exposure to mortgage insurers as of June 30, 2014. In the event that a mortgage insurer fails to perform, the coverage outstanding represents our maximum exposure to credit losses resulting from such failure. Our most significant exposure to these insurers is through primary mortgage insurance. As of June 30, 2014, we had primary mortgage insurance coverage on loans that represented approximately 13% of the UPB of our single-family credit guarantee portfolio.

Table 46 — Mortgage Insurance by Counterparty

Counterparty Name	Credit Rating	Credit Rating Outlook	As of June 30, 2014			
			UPB of Covered Loans		Coverage Outstanding	
			Primary Insurance <sup>(2)</sup>	Pool Insurance <sup>(2)</sup>	Primary Insurance <sup>(3)</sup>	Pool Insurance <sup>(3)</sup>
			(dollars in millions)			
Radian Guaranty Inc. (Radian) Mortgage Guaranty Insurance Corporation (MGIC)	BB-	Positive	\$46,630	\$ 2,860	\$11,754	\$ 832
United Guaranty Residential Insurance Company	BBB+	Stable	44,308	126	11,246	32
Genworth Mortgage Insurance Corporation	BB-	Positive	29,484	219	7,421	42
PMI Mortgage Insurance Co. (PMI) <sup>(4)</sup>	Not Rated	N/A	13,150	221	3,244	71
Essent Guaranty, Inc.	BBB	Stable	13,336	—	3,355	—
Republic Mortgage Insurance Company (RMIC)	Not Rated	N/A	10,542	350	2,621	46
Triad Guaranty Insurance Corporation (Triad) <sup>(5)</sup>	Not Rated	N/A	4,800	159	1,210	7
Arch Mortgage Insurance Company (Arch) <sup>(6)</sup>	BBB+	Stable	2,735	1	694	—

Total	\$210,787	\$ 5,356	\$53,181	\$ 1,036
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Ratings and outlooks are for the corporate entity to which we have the greatest exposure. Coverage amounts may include coverage provided by consolidated affiliates and subsidiaries of the counterparty. Latest rating available as of July 24, 2014. Represents the lower of S&P and Moody's credit ratings and outlooks stated in terms of the S&P equivalent.

These amounts are based on gross coverage without regard to netting of coverage that may exist to the extent an affected mortgage is covered under both types of insurance. See "NOTE 4: MORTGAGE LOANS AND LOAN LOSS RESERVES — Table 4.5 — Recourse and Other Forms of Credit Protection" for further information.

Represents the remaining aggregate contractual limit for reimbursement of losses under the respective policy type. These amounts are based on gross coverage without regard to netting of coverage that may exist to the extent an affected mortgage is covered under both types of insurance.

In March 2014, PMI began paying valid claims 67% in cash and 33% in deferred payment obligations and made a one-time cash payment to us for claims that were previously settled for 55% in cash.

In December 2013, under a plan approved by its state regulator, Triad began paying valid claims 75% in cash and 25% in deferred payment obligations.

In January 2014, Arch announced it had completed the acquisition of CMG Mortgage Insurance Company (CMG) and also the purchase of the mortgage insurance operating platform of PMI. Arch assumed the obligations of CMG in that transaction.

We received proceeds of \$0.6 billion and \$0.9 billion during the six months ended June 30, 2014 and 2013, respectively, from our primary and pool mortgage insurance policies for recovery of losses on our single-family loans. We had outstanding

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receivables from mortgage insurers (excluding deferred payment obligations associated with unpaid claim amounts), net of associated reserves, of \$0.4 billion and \$0.5 billion at June 30, 2014 and December 31, 2013, respectively. PMI and Triad are both in rehabilitation, and a substantial portion of their claims are recorded by us as deferred payment obligations. These insurers no longer issue new insurance but continue to pay a portion of their respective claims in cash. The state regulators of these insurers have generally not allowed them to pay their respective deferred payment obligations in cash. If, as we currently expect, these insurers do not pay the full amount of their deferred payment obligations in cash, we would lose a portion of the coverage from these insurers shown in the table above. As of June 30, 2014, we had cumulative unpaid deferred payment obligations of \$0.4 billion from these insurers. We reserved for substantially all of these unpaid amounts as collectability is uncertain.

RMIC is under regulatory supervision and is no longer issuing new insurance. In June 2014, RMIC announced that it would: (a) resume paying valid claims at 100% of the claim amount without further deferrals, effective with claims settled on or after July 1, 2014, and (b) pay, in full, all deferred payment obligations outstanding as of June 30, 2014. Previously, RMIC had been paying all valid claims 60% in cash and 40% in deferred payment obligations.

**Bond Insurers**

Bond insurance, which may be either primary or secondary policies, is a credit enhancement covering certain of the non-agency mortgage-related securities we hold. Primary policies are acquired by the securitization trust issuing the securities we purchase, while secondary policies are acquired by us. Bond insurance exposes us to the risk that the bond insurer will be unable to satisfy claims.

The table below presents our coverage amounts of bond insurance, including secondary coverage, for the non-agency mortgage-related securities we hold. In the event a bond insurer fails to perform, the coverage outstanding represents our maximum principal exposure to credit losses related to such a failure.

Table 47 — Bond Insurance by Counterparty

Counterparty Name	Credit Rating	Credit Rating Outlook	As of June 30, 2014	
			Coverage Outstanding <sup>(2)</sup> (dollars in millions)	Percent of Total Coverage Outstanding <sup>(3)</sup>
Ambac Assurance Corporation (Ambac) <sup>(4)</sup>	Not Rated	N/A	\$3,497	48 %
Financial Guaranty Insurance Company (FGIC) <sup>(4)</sup>	Not Rated	N/A	1,251	17
National Public Finance Guarantee Corp.	A-	Negative	1,057	15
MBIA Insurance Corp.	B	Stable	844	12
Assured Guaranty Municipal Corp.	A	Stable	533	7
Syncora Guarantee Inc. (Syncora) <sup>(4)</sup>	Not Rated	N/A	46	1
CIFG Assurance Corporation	Not Rated	N/A	30	—
<b>Total</b>			<b>\$7,258</b>	<b>100 %</b>

Ratings and outlooks are for the corporate entity to which we have the greatest exposure. Coverage amounts may (1) include coverage provided by consolidated affiliates and subsidiaries of the counterparty. Latest ratings available as of July 24, 2014. Represents the lower of S&P and Moody's credit ratings stated in terms of the S&P equivalent.

(2) Represents maximum principal exposure to credit losses.

(3) Within this column, "—" represents less than 0.5%.

(4) Ambac, FGIC, and Syncora are currently operating under regulatory or court-ordered supervision.

We monitor the financial strength of our bond insurers in accordance with our risk management policies. Some of our larger bond insurers are in runoff mode where no new business is being written. We expect to receive substantially less than full payment of our claims from Ambac and FGIC as these companies are either insolvent or in rehabilitation. We believe that we will also likely receive substantially less than full payment of our claims from some of our other bond insurers because we believe they also lack sufficient ability to fully meet all of their expected



lifetime claims-paying obligations to us as such claims emerge.

In January 2014, FGIC, which had not paid claims since November 2009, began making cash payments of 17% in cash and the remainder in deferred payment obligations. In June 2014, Ambac, which was previously paying claims 25% in cash, announced that it would: (a) increase the amount of cash payments to 45% of the permitted amount of each policy claim, effective July 20, 2014, and (b) make a one-time cash payment for claims that were previously settled at 25% in cash. Ambac also continued making supplemental payments, equal to all or a portion of the permitted policy claim, with respect to certain specified securities. For more information concerning Ambac and FGIC, see “NOTE 15: CONCENTRATION OF CREDIT AND OTHER RISKS — Bond Insurers” in our 2013 Annual Report.

In the event one or more of our other bond insurers were to become subject to a regulatory order or insolvency proceeding, our ability to recover certain unrealized losses on our non-agency mortgage-related securities would be negatively

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affected. We considered our expectations regarding our bond insurers' ability to meet their obligations in making our impairment determinations on our non-agency mortgage-related securities at June 30, 2014 and December 31, 2013. See "NOTE 7: INVESTMENTS IN SECURITIES — Other-Than-Temporary Impairments on Available-For-Sale Securities" for additional information regarding impairment losses on securities covered by bond insurers.

**Cash and Other Investments Counterparties**

We are exposed to institutional credit risk arising from the potential insolvency or non-performance of counterparties of non-mortgage-related investment agreements and cash equivalent transactions, including those entered into on behalf of our securitization trusts. Our policies require that the issuer be rated as investment grade at the time the financial instrument is purchased. We base the permitted term and dollar limits for each of these transactions on the counterparty's financial strength in order to further mitigate our risk.

Our cash and other investment counterparties are primarily major financial institutions, Treasury, and the Federal Reserve Bank of New York. As of June 30, 2014 and December 31, 2013, including amounts related to our consolidated VIEs, there were \$51.6 billion and \$85.9 billion, respectively, of: (a) cash and securities purchased under agreements to resell invested with institutional counterparties; (b) Treasury securities classified as cash equivalents; or (c) cash deposited with the Federal Reserve Bank of New York. Although we monitor the financial strength of our counterparties to these transactions and have collateral maintenance requirements for our securities purchased under agreements to resell, we have exposure to loss should any of our counterparties fail. See "RISK FACTORS — Competitive and Market Risks — Our business could be adversely affected if counterparties to derivatives and short-term lending and other transactions fail to meet their obligations to us" in our 2013 Annual Report for further information. See "NOTE 15: CONCENTRATION OF CREDIT AND OTHER RISKS" for further information on counterparty credit ratings and concentrations within our cash and other investments.

For information about institutional credit risk associated with our investments in non-mortgage-related securities, see "NOTE 7: INVESTMENTS IN SECURITIES — Table 7.8 — Trading Securities."

**Agency and Non-Agency Mortgage-Related Security Issuers**

Our investments in securities expose us to institutional credit risk to the extent that servicers, issuers, guarantors, or third parties providing credit enhancements become insolvent or do not perform their obligations. Our investments in non-Freddie Mac mortgage-related securities include both agency and non-agency securities. Agency securities have historically presented minimal institutional credit risk due to the guarantee provided by those institutions, and the U.S. government's support of those institutions. However, we recognized impairment charges in the first half of 2014 and 2013 related to certain of our investments in non-agency mortgage-related securities. See "CONSOLIDATED BALANCE SHEETS ANALYSIS — Investments in Securities" for further information about these securities, including a discussion of the higher-risk components of these investments.

In recent years, the portion of single-family mortgages underlying our investments in non-agency mortgage-related securities that is serviced by specialty servicers (i.e., non-bank financial institutions that specialize in servicing troubled loans) has grown. The expansion of these specialty servicers' portfolios could adversely impact these securities in the event that the transfers of loan servicing to these parties introduces operational and capacity challenges.

At the direction of our Conservator, we are working to enforce our rights as an investor with respect to the non-agency mortgage-related securities we hold, and are engaged in various efforts, in some cases in conjunction with other investors, to mitigate or recover losses on our investments in these securities. The effectiveness of our efforts is uncertain and any potential recoveries may take significant time to realize. Our loss mitigation activities include litigation against the issuers of certain of these securities.

There is a general lack of transparency in the market for the non-agency mortgage-related securities we hold, and the information disclosed by the trustees of the trusts that issued these securities is often not sufficient to allow us to adequately analyze decisions made by servicers that may directly impact the cash flows on such securities. As a result, as part of our loss mitigation efforts and in the exercise of our rights as an investor, we seek to obtain information from servicers and trustees related to the performance and servicing of the loans underlying the securities. Certain of this information may not be publicly available. The quality of the servicing performed on the underlying loans can significantly affect the performance of these securities, including the timing and amount of losses incurred on the

underlying loans and thus the timing and amount of losses we recognize on our securities. While our ability to influence servicing performance is limited, it is possible that our loss mitigation activities may, in some cases, influence the performance of these securities. We may cease these or other loss mitigation activities at any time, including in connection with sales of these securities as we continue to reduce the size of our mortgage-related investments portfolio. However, a number of other parties (including other investors, regulators, or the mortgage servicers themselves) may also take actions that could also affect the performance of these securities.

During the first half of 2014, we and FHFA reached settlements with certain parties pursuant to which we received an aggregate of approximately \$4.9 billion. Lawsuits against a number of parties are currently pending. For more information on our loss mitigation efforts related to the non-agency mortgage-related securities we hold, see “NOTE 15: CONCENTRATION OF CREDIT AND OTHER RISKS - Non-Agency Mortgage-Related Security Issuers.”

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Derivative Counterparties

We use cleared derivatives, exchange-traded derivatives, and OTC derivatives, and are exposed to institutional credit risk with respect to these derivatives. For more information about these derivatives and how we seek to manage our exposure to institutional credit risk related to our derivative counterparties, see “MD&A — RISK MANAGEMENT — Credit Risk — Institutional Credit Risk — Derivative Counterparties” in our 2013 Annual Report.

The relative concentration of our derivative exposure among our primary OTC derivative counterparties remains high as compared to levels experienced prior to 2009. This concentration could further increase. See “NOTE 10: COLLATERAL AND OFFSETTING OF ASSETS AND LIABILITIES” for additional information.

The table below summarizes our exposure to our derivative counterparties, which represents the net positive fair value of derivative contracts, related accrued interest and collateral held by us from our counterparties, after netting by counterparty or clearing member where allowable. For OTC interest-rate swaps and option-based derivatives that are in an asset position, we hold collateral against those positions in accordance with agreed upon thresholds. The collateral posting thresholds assigned to these counterparties depend on the credit rating of the counterparty and are based on our credit risk policies. In addition, we have OTC interest-rate swap and option-based derivative liabilities where we post collateral to counterparties in accordance with agreed upon thresholds. Pursuant to certain collateral agreements we have with these counterparties, the collateral posting threshold we are assigned is based on S&P or Moody’s credit rating of our long-term senior unsecured debt securities. The lowering or withdrawal of our credit rating by S&P or Moody’s may increase our obligation to post collateral, depending on the amount of the counterparty’s exposure to Freddie Mac with respect to the derivative transactions. See “CONSOLIDATED BALANCE SHEETS ANALYSIS — Derivative Assets and Liabilities, Net” and “Table 24 — Derivative Fair Values and Maturities” for a reconciliation of fair value to the amounts presented on our consolidated balance sheets as of June 30, 2014, which includes both cash collateral held and posted by us, net.

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Table 48 — Derivative Counterparty Credit Exposure

As of June 30, 2014

Rating <sup>(1)</sup>	Number of Counterparties <sup>(2)</sup>	Notional or Contractual Amount <sup>(3)</sup>	Total Exposure at Fair Value <sup>(4)</sup>	Exposure, Net of Collateral <sup>(5)</sup>	Weighted Average Contractual Maturity (in years)	Collateral Posting Threshold
		(dollars in millions)				
AA-	4	\$42,139	\$95	\$21	4.3	\$10 million or less
A+	4	51,455	998	19	5.5	\$1 million or less
A	8	260,267	751	16	5.4	\$1 million or less
BBB+	2	27,968	1	—	8.0	\$ —
BBB	1	18,955	—	—	5.5	\$ —
Subtotal	19	400,784	1,845	56	5.5	
Cleared and exchange-traded derivatives		195,917	—	27		
Commitments		23,773	79	79		
Swap guarantee derivatives		3,347	—	—		
Other derivatives <sup>(6)</sup>		8,346	—	—		
Total derivatives		\$632,167	\$1,924	\$162		

As of December 31, 2013

Rating <sup>(1)</sup>	Number of Counterparties <sup>(2)</sup>	Notional or Contractual Amount <sup>(3)</sup>	Total Exposure at Fair Value <sup>(4)</sup>	Exposure, Net of Collateral <sup>(5)</sup>	Weighted Average Contractual Maturity (in years)	Collateral Posting Threshold
		(dollars in millions)				
AA-	4	\$52,687	\$191	\$49	4.3	\$10 million or less
A+	3	31,910	1,052	13	6.0	\$1 million or less
A	9	345,824	931	110	5.1	\$1 million or less
A-	1	35,935	300	16	6.7	\$1 million or less
BBB+	1	33	2	—	0.6	\$ —
BBB	1	38,442	—	—	5.4	\$ —
Subtotal	19	504,831	2,476	188	5.2	
Cleared and exchange-traded derivatives		188,236	790	382		
Commitments		18,731	61	61		
Swap guarantee derivatives		3,477	—	—		
Other derivatives <sup>(6)</sup>		9,751	—	—		
Total derivatives		\$725,026	\$3,327	\$631		

(1) Ratings of our OTC interest-rate swap, options-based derivative (excluding certain written options), and foreign-currency swap derivative counterparties. We use the lower of S&P and Moody's ratings to manage collateral requirements. In this table, the Moody's rating of the legal entity is stated in terms of the S&P equivalent. Our last foreign-currency swaps matured in January 2014.

(2) Based on legal entities.

(3) Notional or contractual amounts are used to calculate the periodic settlement amounts to be received or paid and generally do not represent actual amounts to be exchanged.

For each counterparty, this amount includes derivatives with a positive fair value (recorded as derivative assets, (4) net), including the related accrued interest receivable/payable and trade/settle receivable or payable, when applicable.

Calculated as Total Exposure at Fair Value less both cash and non-cash collateral held as determined at the counterparty level. Does not include the fair value amount of non-cash collateral held that exceeds the associated net asset presented on the consolidated balance sheets. At June 30, 2014 and December 31, 2013, exposure is net of \$340 million and \$432 million, respectively, of non-cash collateral that had been posted to us. For cleared and (5) exchange-traded derivatives, does not include non-cash collateral posted by us with an aggregate fair value of \$1.3 billion and \$0.6 billion as of June 30, 2014 and December 31, 2013, respectively. Includes amounts related to our posting of cash collateral in excess of our derivative liability as determined at the counterparty level. For more information about collateral we have posted in connection with derivatives, see “NOTE 10: COLLATERAL AND OFFSETTING OF ASSETS AND LIABILITIES — Collateral Pledged.”

Consists primarily of certain written options and certain credit derivatives. Written options do not present (6) counterparty credit exposure because we receive a one-time up-front premium in exchange for giving the holder the right to execute a contract under specified terms, which generally puts us in a liability position.

Over time, our exposure to individual derivative counterparties varies depending on changes in fair values, which are affected by changes in interest rates, yield curves, the implied volatility of interest rates, and the amount of derivatives held. See “NOTE 10: COLLATERAL AND OFFSETTING OF ASSETS AND LIABILITIES — Derivative Portfolio — Master Netting and Collateral Agreements” for more information about our maximum loss for accounting purposes and concentrations of counterparty risk related to derivative counterparties.

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Approximately 97% of our exposure at fair value for OTC interest-rate swap and option-based derivatives was collateralized at June 30, 2014 (excluding amounts related to our posting of cash collateral in excess of our derivative liability as determined at the counterparty level). The remaining exposure was primarily due to exposure amounts below the applicable counterparty collateral posting threshold, as well as market movements during the time period between when a derivative was measured at fair value and the date we received the related collateral. In some instances, these market movements result in us having provided collateral that has fair value in excess of our obligation, which represents our overcollateralization exposure. Collateral is typically transferred within one business day based on the values of the related derivatives.

Four counterparties each accounted for greater than 10% and collectively accounted for 98% of our net uncollateralized exposure to derivative counterparties, excluding cleared and exchange-traded derivatives, commitments, swap guarantee derivatives, certain written options, and certain credit derivatives at June 30, 2014. All four of these counterparties, Toronto Dominion Bank, Wells Fargo Bank, N.A., JP Morgan Chase Bank and Bank of America, N.A. were rated “A” or above using the lower of S&P’s or Moody’s rating stated in terms of the S&P equivalent as of July 24, 2014.

Beginning with contracts executed or modified on or after June 10, 2013, the types of interest-rate swaps that we use most frequently became subject to a central clearing requirement. Our exposure to cleared and exchange-traded derivatives was \$27 million and \$382 million as of June 30, 2014 and December 31, 2013, respectively, which includes the consideration of cash collateral that has been posted for initial and variation margin. We net our exposure to cleared derivatives by clearinghouse and clearing member. Exchange-traded derivatives are settled on a daily basis through the payment of variation margin. We post initial and variation margin in connection with our cleared and exchange-traded derivatives. At June 30, 2014, our exposure for our cleared and exchange-traded derivatives resulted from our posting of initial and variation margin. The amount of margin we must post for cleared and exchange-traded derivatives may be based, in part, on S&P or Moody’s credit rating of our long-term senior unsecured debt securities. The lowering or withdrawal of our credit rating by S&P or Moody’s may increase our obligation to post collateral, depending on the amount of the counterparty’s exposure to Freddie Mac with respect to the derivative transactions. For information about margin we have posted in connection with cleared and exchange-traded derivatives, see “NOTE 10: COLLATERAL AND OFFSETTING OF ASSETS AND LIABILITIES — Collateral Pledged.”

In the event an OTC derivative or cleared derivative counterparty defaults, our economic loss may be higher than the uncollateralized exposure of our derivatives if we are not able to replace the defaulted derivatives in a timely and cost-effective fashion (e.g., due to a significant interest rate movement during the period or other factors). We could also incur economic loss if non-cash collateral posted to us by the defaulting counterparty and held by the custodian cannot be liquidated at prices that are sufficient to recover the amount of such exposure. We regularly review the market values of the securities pledged to us to manage our exposure to loss. When non-cash collateral is posted to us, we require collateral in excess of our exposure to satisfy the net obligation to us in accordance with the counterparty agreement.

The total exposure on our forward purchase and sale commitments for mortgages and mortgage-related securities, treated as derivatives for accounting purposes, was \$79 million and \$61 million at June 30, 2014 and December 31, 2013, respectively. Many of our transactions involving forward purchase and sale commitments of mortgage-related securities, including our dollar roll transactions, utilize the Mortgage Backed Securities Division of the Fixed Income Clearing Corporation (“MBSD/FICC”) as a clearinghouse. As a clearing member of the clearinghouse, we post margin to the MBSD/FICC and are exposed to the institutional credit risk of the organization.

**Operational Risks**

We continue to make strategic investments to maintain and improve our ability to operate the company for the foreseeable future in conservatorship and potentially afterwards. We also continue to strengthen our operations. Beginning in mid-2012 and continuing in 2013 and 2014, we took steps to enhance management’s focus on control issues by elevating awareness of those issues across the company and stressing timely remediation. We are also conducting a multi-year project focused on simplifying our control structure and eliminating redundant control activities. We updated our risk and control framework to increase our emphasis on risk management and are conducting detailed operational control design reviews to identify ways to simplify our controls structure. These

design reviews will result in organizational realignments which could increase our operational risk during the period of implementation. Our human capital risks have stabilized in recent periods as increased levels of voluntary turnover experienced in 2011 have abated.

We continue to face significant levels of operational risk. Operational risks are inherent in all of our business activities and can become apparent in various ways, including accounting or operational errors, business interruptions, fraud, and failures of the technology used to support our business activities. Under the direction of FHFA, we continue to make various multi-year investments to build the infrastructure for a future housing finance system, including the development of the common securitization platform. Certain of these investments will result in changes to our underlying systems and could introduce increased operational risk. In addition, if any of these investments are not successful, it is uncertain if we would recover our investment. For more information, see "MD&A — RISK MANAGEMENT — Operational Risks" and "RISK FACTORS — Operational Risks" in our 2013 Annual Report. Management, including the company's Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of our disclosure controls and procedures as of June 30, 2014. As of June 30, 2014, we had one material



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weakness related to conservatorship, which remained unremediated, causing us to conclude that our disclosure controls and procedures were not effective at a reasonable level of assurance. For additional information, see “CONTROLS AND PROCEDURES.”

### LIQUIDITY AND CAPITAL RESOURCES

#### Liquidity

Our business activities require that we maintain adequate liquidity to fund our operations. For a discussion of uses and sources of cash, see "MD&A — LIQUIDITY AND CAPITAL RESOURCES" in our 2013 Annual Report.

We believe that the support provided by Treasury pursuant to the Purchase Agreement currently enables us to maintain our access to the debt markets and to have adequate liquidity to conduct our normal business activities.

However, the costs and availability of our debt funding could vary for a number of reasons, including the uncertainty about the future of the GSEs and any future downgrades in our credit ratings or the credit ratings of the U.S.

government. For more information, see “Other Debt Securities — Credit Ratings.”

Our securities and other obligations are not guaranteed by the U.S. government and do not constitute a debt or obligation of the U.S. government or any agency or instrumentality thereof, other than Freddie Mac. We continue to manage our debt issuances to remain in compliance with the aggregate indebtedness limits set forth in the Purchase Agreement.

#### Liquidity Management

Maintaining sufficient liquidity is of primary importance to and a cost of our business. For a discussion of our liquidity management practices and policies and related FHFA guidance, see "MD&A — LIQUIDITY AND CAPITAL RESOURCES — Liquidity — Liquidity Management" in our 2013 Annual Report.

To facilitate cash management, we forecast cash outflows and inflows using assumptions and models. These forecasts help us to manage our liabilities with respect to asset purchases and runoff, when financial markets are not in crisis. For further information on our management of interest-rate risk associated with asset and liability management, see “MD&A — QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK” in our 2013 Annual Report.

During the six months ended June 30, 2014, the majority of the funds in our liquidity and contingency operating portfolio was deposited with the Federal Reserve Bank of New York, or was invested in U.S. Treasury securities and short-term assets with a rating of at least A-1/P-1, or assets which were issued by a counterparty with that rating. In the event of a downgrade of a position or counterparty, as applicable, below minimum rating requirements, we make an assessment whether to exit the existing position or continue to do business with the counterparty.

Our ability to maintain sufficient liquidity, including by pledging mortgage-related and other securities as collateral to other institutions, could cease or change rapidly and the cost of the available funding could increase significantly due to changes in market interest rates, market confidence, operational risks, and other factors. For more information, see “RISK FACTORS — Competitive and Market Risks — Our investment activities may be adversely affected by limited availability of financing and increased funding costs” in our 2013 Annual Report.

#### Other Debt Securities

During the six months ended June 30, 2014, we had sufficient access to the debt markets due largely to support from the U.S. government. Our effective short-term debt was 39% of outstanding other debt at June 30, 2014 as compared to 43% at December 31, 2013. Effective short-term debt is the aggregate of short-term debt and the current portion of long-term debt (the portion due within one year). The categories of short-term debt (due within one year) and long-term debt (due after one year) are based on the original contractual maturity of the debt instruments classified as other debt. We rely significantly on our ability to issue debt on an on-going basis to refinance our effective short-term debt.

Our debt cap under the Purchase Agreement is \$663.0 billion in 2014 and will decline to \$563.6 billion on January 1, 2015. As of June 30, 2014, our aggregate indebtedness was \$449.2 billion. Our aggregate indebtedness is calculated as the par value of other debt. We disclose the amount of our indebtedness on this basis monthly under the caption “Other Debt Activities — Total Debt Outstanding” in our Monthly Volume Summary reports, which are available on our web site at [www.freddiemac.com](http://www.freddiemac.com) and in current reports on Form 8-K we file with the SEC.

#### Other Debt Activities

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The table below summarizes the par value of other debt securities we issued or paid off, based on settlement dates, during the three and six months ended June 30, 2014 and 2013. We repurchase, call, or exchange our outstanding debt securities from time to time for a variety of reasons, including: (a) to help support the liquidity of our other debt securities; (b) to manage the composition of liabilities funding our assets; or (c) for economic reasons.

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Freddie Mac

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Table 49 — Activity in Other Debt

	Three Months Ended June 30,		Six Months Ended June 30,		
	2014	2013	2014	2013	
	(dollars in millions)				
Beginning balance	\$458,334	\$534,617	\$511,345	\$552,472	
Issued during the period:					
Short-term:					
Amount	\$54,120	\$83,928	\$94,176	\$161,490	
Weighted-average effective interest rate	0.09	% 0.11	% 0.10	% 0.12	%
Long-term:					
Amount	\$16,347	\$27,147	\$39,294	\$57,447	
Weighted-average effective interest rate	1.11	% 1.17	% 1.18	% 1.03	%
Total issued:					
Amount	\$70,467	\$111,075	\$133,470	\$218,937	
Weighted-average effective interest rate	0.33	% 0.37	% 0.42	% 0.36	%
Paid off during the period: <sup>(1)</sup>					
Short-term:					
Amount	\$(58,974)	\$(72,222)	\$(125,616)	\$(143,390)	)
Weighted-average effective interest rate	0.13	% 0.14	% 0.12	% 0.14	%
Long-term:					
Amount	\$(20,595)	\$(47,685)	\$(69,967)	\$(102,234)	)
Weighted-average effective interest rate	1.75	% 1.81	% 1.68	% 1.64	%
Total paid off:					
Amount	\$(79,569)	\$(119,907)	\$(195,583)	\$(245,624)	)
Weighted-average effective interest rate	0.55	% 0.80	% 0.68	% 0.76	%
Ending balance	\$449,232	\$525,785	\$449,232	\$525,785	

Consists of all payments on debt, including regularly scheduled principal payments, payments at maturity, (1) payments resulting from calls, and payments for repurchases. Calls and repurchases of zero-coupon debt are reported at original face value, which does not equal the amount of actual cash payment.

## Credit Ratings

Our ability to access the capital markets and other sources of funding, as well as our cost of funds, is highly dependent upon our credit ratings. The table below indicates our credit ratings as of July 24, 2014.

Table 50 — Freddie Mac Credit Ratings

	Nationally Recognized Statistical Rating Organization		
	S&P	Moody's	Fitch
Senior long-term debt <sup>(1)</sup>	AA+	Aaa	AAA
Short-term debt <sup>(2)</sup>	A-1+	P-1	F1+
Subordinated debt <sup>(3)</sup>	AA-	Aa2	AA-
Preferred stock <sup>(4)</sup>	D	Ca	C/RR6
Outlook	Stable	Stable	Stable

(1) Consists of medium-term notes and U.S. dollar Reference Notes securities.

(2) Consists of Reference Bills securities and discount notes.

(3) Consists of Freddie SUBS securities.

(4) Does not include senior preferred stock issued to Treasury.

Our credit ratings and outlooks are primarily based on the support we receive from Treasury, and therefore, are affected by changes in the credit ratings and outlooks of the U.S. government.

For information about factors that could lead to future ratings actions, and the potential impact of a downgrade in our credit ratings, see “RISK FACTORS — Competitive and Market Risks — Any downgrade in the credit ratings of the U.S. government would likely be followed by a downgrade in our credit ratings. A downgrade in the credit ratings of our debt could adversely affect our liquidity and other aspects of our business” in our 2013 Annual Report.

A security rating is not a recommendation to buy, sell or hold securities. It may be subject to revision or withdrawal at any time by the assigning rating organization. Each rating should be evaluated independently of any other rating.

Cash and Cash Equivalents, Federal Funds Sold, Securities Purchased Under Agreements to Resell, and Non-Mortgage-Related Securities

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Excluding amounts related to our consolidated VIEs, we held \$47.2 billion and \$77.1 billion in the aggregate of cash and cash equivalents, securities purchased under agreements to resell, and non-mortgage-related securities at June 30, 2014 and December 31, 2013, respectively. These investments are important to our cash flow and asset and liability management and our ability to provide liquidity and stability to the mortgage market. At June 30, 2014, our non-mortgage-related securities consisted of U.S. Treasury securities that we could sell to provide us with an additional source of liquidity to fund our business operations. We also maintained non-interest-bearing deposits at the Federal Reserve Bank of New York, which are included in cash and cash equivalents on our consolidated balance sheets. For additional information on these assets, see “CONSOLIDATED BALANCE SHEETS ANALYSIS — Cash and Cash Equivalents, Federal Funds Sold and Securities Purchased Under Agreements to Resell” and “— Investments in Securities — Non-Mortgage-Related Securities.”

**Mortgage Loans and Mortgage-Related Securities**

We invest principally in mortgage loans and mortgage-related securities, certain categories of which are largely unencumbered and highly liquid. Our primary source of liquidity among these mortgage assets is our holdings of single-class and multiclass agency securities (excluding certain structured agency securities collateralized by non-agency mortgage-related securities). While our holdings of certain structured agency securities collateralized by non-agency mortgage-related securities, unsecuritized performing single-family mortgage loans, CMBS, non-agency mortgage-related securities backed by subprime, option ARM, and Alt-A and other loans, and unsecuritized seriously delinquent and modified single-family mortgage loans are also potential sources of liquidity, we consider them to be less liquid than agency securities.

We are subject to limits on the amount of mortgage assets we can sell in any calendar month without review and approval by FHFA and, if FHFA so determines, Treasury. See “EXECUTIVE SUMMARY — Limits on Investment Activity and Our Mortgage-Related Investments Portfolio” for more information on the relative liquidity of our mortgage assets.

**Cash Flows**

Our cash and cash equivalents decreased by \$6.6 billion to \$4.7 billion during the six months ended June 30, 2014, as compared to an increase of \$5.4 billion to \$13.9 billion during the six months ended June 30, 2013. Cash flows provided by operating activities during the six months ended June 30, 2014 and 2013 were \$11.0 billion and \$5.8 billion, respectively, primarily driven by cash proceeds from net interest income. Cash flows provided by investing activities during the six months ended June 30, 2014 and 2013 were \$120.6 billion and \$240.9 billion, respectively, primarily resulting from net proceeds received as a result of repayments of single-family held-for-investment mortgage loans. Cash flows used for financing activities during the six months ended June 30, 2014 and 2013 were \$138.2 billion and \$241.3 billion, respectively, largely attributable to funds used to repay debt securities of consolidated trusts held by third parties and other debt.

Beginning in the first quarter of 2014, we reclassified net discounts paid on retirements of other debt and net premiums received from issuance of debt securities of consolidated trusts and other debt from cash flows from operating activities to cash flows from financing activities on our consolidated statements of cash flows. This reclassification resulted in a decrease of \$639 million to net cash provided by operating activities and an increase of \$639 million to net cash used in financing activities for the six months ended June 30, 2013.

**Capital Resources, the Purchase Agreement, and the Dividend Obligation on the Senior Preferred Stock**

Since our entry into conservatorship, Treasury and FHFA have taken a number of actions that affect our cash requirements and ability to fund those requirements. The conservatorship, and the resulting support we have received from Treasury, has enabled us to access debt funding on terms sufficient for our needs. Under the Purchase Agreement, Treasury made a commitment to provide us with funding, under certain conditions, to eliminate deficits in our net worth. The amount of available funding remaining under the Purchase Agreement is currently \$140.5 billion. This amount will be reduced by any future draws.

At June 30, 2014, our assets exceeded our liabilities under GAAP; therefore no draw is being requested from Treasury under the Purchase Agreement. In future periods, we may experience variability in our net income and/or comprehensive income due to changes in factors such as interest rates, yield curves, mortgage spreads, and home prices. Such changes could adversely affect our net worth and result in additional draws under the Purchase

Agreement. For more information, see “RISK FACTORS — Conservatorship and Related Matters — We may request additional draws under the Purchase Agreement in future periods” in our 2013 Annual Report.

Under the GSE Act, FHFA must place us into receivership if FHFA determines in writing that our assets are and have been less than our obligations for a period of 60 days. Obtaining funding from Treasury pursuant to its commitment under the Purchase Agreement enables us to avoid being placed into receivership by FHFA. See “BUSINESS — Regulation and Supervision — Federal Housing Finance Agency — Receivership” in our 2013 Annual Report for additional information on mandatory receivership.

Based on our Net Worth Amount at June 30, 2014 and the 2014 Capital Reserve Amount of \$2.4 billion, our dividend obligation to Treasury in September 2014 will be \$1.9 billion. We paid dividends of \$14.9 billion in cash on the senior preferred stock during the six months ended June 30, 2014, based on our Net Worth Amounts at March 31, 2014 and December

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31, 2013. Through June 30, 2014, we have paid aggregate cash dividends to Treasury of \$86.3 billion, an amount that is \$14.9 billion more than our aggregate draws received under the Purchase Agreement.

At June 30, 2014, our aggregate funding received from Treasury under the Purchase Agreement was \$71.3 billion. This aggregate funding amount does not include the initial \$1.0 billion liquidation preference of senior preferred stock that we issued to Treasury in September 2008 as an initial commitment fee and for which no cash was received. Under the Purchase Agreement, our ability to repay the liquidation preference of the senior preferred stock is limited and we will not be able to do so for the foreseeable future, if at all. In addition, under the Purchase Agreement, the payment of dividends does not reduce the outstanding liquidation preference. Accordingly, while we have paid aggregate cash dividends to Treasury of \$86.3 billion, the liquidation preference on the senior preferred stock remains \$72.3 billion.

For more information on these matters, see “BUSINESS — Conservatorship and Related Matters” and “— Regulation and Supervision” in our 2013 Annual Report.

**FAIR VALUE BALANCE SHEETS AND ANALYSIS**

We use fair value measurements for the initial recording of certain assets and liabilities and periodic remeasurement of certain assets and liabilities on a recurring or non-recurring basis. Fair value represents the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

We categorize assets and liabilities recorded or disclosed at fair value within the fair value hierarchy based on the valuation processes used to derive their fair values and our judgment regarding the observability of the related inputs. Those judgments are based on our knowledge and observations of the markets relevant to the individual assets and liabilities and may vary based on market conditions. We review ranges of third-party prices and transaction volumes, and hold discussions with dealers and pricing service vendors to understand and assess the extent of market benchmarks available and the judgments or modeling required in their processes. Based on these factors, we determine whether the inputs are observable and whether the principal markets are active or inactive. For additional information regarding our classification of assets and liabilities within the fair value hierarchy, the valuation techniques and processes used to measure fair value, and controls over fair value measurement, see “MD&A — FAIR VALUE BALANCE SHEETS AND ANALYSIS” in our 2013 Annual Report and “NOTE 16: FAIR VALUE DISCLOSURES.”

**Level 3 Recurring Fair Value Measurements**

At June 30, 2014 and December 31, 2013, we measured and recorded 30% and 31%, respectively, of total assets carried at fair value on a recurring basis using unobservable inputs (Level 3). At June 30, 2014 and December 31, 2013, we measured and recorded 6% and 11%, respectively, of total liabilities carried at fair value on a recurring basis using unobservable inputs (Level 3). These percentages were calculated before the impact of counterparty and cash collateral netting. The process for determining fair value using unobservable inputs is generally more subjective and involves a higher degree of management judgment and assumptions than the measurement of fair value using observable inputs. See “NOTE 16: FAIR VALUE DISCLOSURES — Changes in Fair Value Levels” for a discussion of changes in our Level 3 assets and liabilities and “—Table 16.2 — Assets and Liabilities on Our Consolidated Balance Sheets Measured at Fair Value on a Recurring Basis Using Significant Unobservable Inputs” for the Level 3 reconciliation.

**Consideration of Credit Risk in Our Valuation**

We consider credit risk in the valuation of our assets and liabilities through consideration of credit risk of the counterparty in asset valuations and through consideration of our own institutional credit risk in liability valuations on our GAAP consolidated balance sheets. For more information, see “MD&A — FAIR VALUE BALANCE SHEETS AND ANALYSIS — Consideration of Credit Risk in Our Valuation” in our 2013 Annual Report.

For a discussion of types and characteristics of mortgage loans underlying our mortgage-related securities, see “Table 16 — Characteristics of Mortgage-Related Securities on Our Consolidated Balance Sheets” and “RISK MANAGEMENT — Credit Risk — Mortgage Credit Risk — Single-Family Mortgage Credit Risk.”

See “RISK MANAGEMENT — Credit Risk — Institutional Credit Risk — Derivative Counterparties” in this Form 10-Q and our 2013 Annual Report for a discussion of our derivative counterparty credit risk.

Consolidated Fair Value Balance Sheets Analysis

The consolidated fair value balance sheets in the table below are a supplemental disclosure not intended to be in conformity with GAAP, and present our estimates of the fair value of our assets and liabilities at June 30, 2014 and December 31, 2013. The valuations of financial instruments included on our consolidated fair value balance sheets are in accordance with the accounting guidance for fair value measurements and disclosures. In conjunction with the preparation of our consolidated fair value balance sheets, we use a number of financial models. See “QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK — Interest-Rate Risk and Other Market Risks,” “RISK FACTORS” and “RISK MANAGEMENT — Operational Risks” in our 2013 Annual Report for information concerning the risks associated with these models.

Limitations



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Our consolidated fair value balance sheets do not capture all elements of value that are implicit in our operations as a going concern because they only capture the values of the current investment and guarantee portfolios as of the dates presented. In addition, the judgments, assumptions and methodologies used by management may have a significant effect on our measurements of fair value, and the use of different judgments, assumptions and methodologies, as well as changes in market conditions, could have a material effect on the fair value of net assets presented on our consolidated fair value balance sheets. For more information, see "MD&A — FAIR VALUE BALANCE SHEETS AND ANALYSIS — Consolidated Fair Value Balance Sheets Analysis — Limitations" in our 2013 Annual Report.

Table 51 — Consolidated Fair Value Balance Sheets

	June 30, 2014		December 31, 2013	
	Carrying Amount <sup>(1)</sup> (in billions)	Fair Value	Carrying Amount <sup>(1)</sup>	Fair Value
<b>Assets</b>				
Cash and cash equivalents	\$4.7	\$4.7	\$11.3	\$11.3
Restricted cash and cash equivalents	2.8	2.8	12.2	12.2
Federal funds sold and securities purchased under agreements to resell	44.1	44.1	62.4	62.4
Investments in securities:				
Available-for-sale, at fair value	113.6	113.6	128.9	128.9
Trading, at fair value	34.3	34.3	23.4	23.4
Total investments in securities	147.9	147.9	152.3	152.3
Mortgage loans:				
Mortgage loans held by consolidated trusts	1,533.5	1,548.9	1,529.9	1,507.7
Unsecuritized mortgage loans	145.0	137.6	154.9	138.2
Total mortgage loans	1,678.5	1,686.5	1,684.8	1,645.9
Derivative assets, net	0.5	0.5	1.1	1.1
Other assets	38.1	38.0	42.0	42.0
Total assets	\$1,916.6	\$1,924.5	\$1,966.1	\$1,927.2
<b>Liabilities</b>				
Debt, net:				
Debt securities of consolidated trusts held by third parties	\$1,453.6	\$1,490.3	\$1,434.0	\$1,436.9
Other debt	445.1	453.5	506.8	512.8
Total debt, net	1,898.7	1,943.8	1,940.8	1,949.7
Derivative liabilities, net	1.3	1.3	0.2	0.2
Other liabilities	12.3	20.3	12.2	18.5
Total liabilities	1,912.3	1,965.4	1,953.2	1,968.4
<b>Net assets</b>				
Senior preferred stock	72.3	72.3	72.3	72.3
Preferred stock	14.1	5.5	14.1	4.4
Common stock	(82.1	) (118.7	) (73.5	) (117.9
Total net assets	4.3	(40.9	) 12.9	(41.2
Total liabilities and net assets	\$1,916.6	\$1,924.5	\$1,966.1	\$1,927.2

(1)Equals the amount reported on our GAAP consolidated balance sheets.

## Discussion of Fair Value Results

The table below summarizes the change in the fair value of net assets for the six months ended June 30, 2014.

Table 52 — Summary of Change in the Fair Value of Net Assets

	Six Months Ended June 30, 2014 (in billions)
Beginning balance	\$(41.2 )
Changes in fair value of net assets, before capital transactions	15.2
Subtotal - balance before 2014 capital transactions	(26.0 )
Capital transactions:	
Dividends and share issuances, net <sup>(1)</sup>	(14.9 )
Ending balance	\$(40.9 )

(1) We did not receive funds from Treasury during the six months ended June 30, 2014 under the Purchase Agreement.

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During the six months ended June 30, 2014, the fair value of net assets, before capital transactions, increased by \$15.2 billion, primarily due to: (a) an increase in the fair value of our single-family loans as the result of continued improvement in the credit environment; and (b) a benefit from settlements related to lawsuits regarding our investments in certain non-agency single-family mortgage-related securities. See “Table 51 — Consolidated Fair Value Balance Sheets” for additional details.

### OFF-BALANCE SHEET ARRANGEMENTS

We enter into certain business arrangements that are not recorded on our consolidated balance sheets or may be recorded in amounts that differ from the full contract or notional amount of the transaction and that may expose us to potential losses in excess of the amounts recorded on our consolidated balance sheets.

We guarantee the payment of principal and interest on non-consolidated Freddie Mac guaranteed mortgage-related securities we issue and on mortgage loans covered by our other guarantee commitments. Our maximum potential off-balance sheet exposure to credit losses relating to these guarantees is primarily represented by the UPB of the underlying loans and securities, which was \$106.7 billion and \$101.0 billion at June 30, 2014 and December 31, 2013, respectively. We also enter into purchase commitments primarily related to future guarantor swap transactions for single-family loans, and, to a lesser extent, commitments to purchase or guarantee multifamily mortgage loans. These non-derivative commitments totaled \$300.7 billion and \$289.7 billion in notional value at June 30, 2014 and December 31, 2013, respectively.

As part of the guarantee arrangements pertaining to certain multifamily housing revenue bonds and securities backed by multifamily housing revenue bonds, we provided commitments to advance funds, commonly referred to as “liquidity guarantees,” which were \$9.9 billion and \$10.0 billion at June 30, 2014 and December 31, 2013, respectively. These guarantees require us to advance funds to third parties that enable them to repurchase tendered bonds or securities that are unable to be remarketed. In addition, as part of the HFA initiative, we, together with Fannie Mae, provide liquidity guarantees for certain variable-rate single-family and multifamily housing revenue bonds, under which Freddie Mac generally is obligated to purchase 50% of any tendered bonds that cannot be remarketed within five business days. At June 30, 2014 and December 31, 2013, there were no liquidity guarantee advances outstanding. We own interests in numerous entities that are considered to be VIEs for which we are not the primary beneficiary and which we do not consolidate in accordance with the accounting guidance for the consolidation of VIEs. These VIEs relate primarily to our investment activity in mortgage-related assets and non-mortgage assets, and include LIHTC partnerships, certain Other Guarantee Transactions, and certain asset-backed investment trusts. Our consolidated balance sheets reflect only our investment in the VIEs, rather than the full amount of the VIEs’ assets and liabilities. See “NOTE 3: VARIABLE INTEREST ENTITIES” in our 2013 Annual Report for additional information related to our variable interests in these VIEs.

For further information on our off-balance sheet arrangements, see “MD&A — Off-Balance Sheet Arrangements” in our 2013 Annual Report.

### CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The preparation of financial statements in accordance with GAAP requires us to make a number of judgments, estimates, and assumptions that affect the reported amounts within our consolidated financial statements. Certain of our accounting policies, as well as estimates we make, are critical, as they are both important to the presentation of our financial condition and results of operations and require management to make difficult, complex, or subjective judgments and estimates, often regarding matters that are inherently uncertain. Actual results could differ from our estimates and the use of different judgments and assumptions related to these policies and estimates could have a material impact on our consolidated financial statements.

Our critical accounting policies and estimates relate to: (a) the allowance for loan losses and the reserve for guarantee losses; (b) fair value measurements; (c) impairment recognition on investments in securities; and (d) our ability to realize net deferred tax assets. For additional information about our critical accounting policies and estimates and other significant accounting policies, as well as recently issued accounting guidance, see “MD&A — CRITICAL ACCOUNTING POLICIES AND ESTIMATES” in our 2013 Annual Report and “NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES” in this Form 10-Q and our 2013 Annual Report.

### FORWARD-LOOKING STATEMENTS

We regularly communicate information concerning our business activities to investors, the news media, securities analysts, and others as part of our normal operations. Some of these communications, including this Form 10-Q, contain “forward-looking statements.” Examples of forward-looking statements include, but are not limited to, statements pertaining to the conservatorship, our current expectations and objectives for our single-family, multifamily, and investment businesses, our loan workout initiatives and other efforts to assist the housing market, liquidity, capital management, economic and market conditions and trends, market share, the effect of legislative and regulatory developments and new accounting guidance, credit quality of loans we own or guarantee, and results of operations and financial condition on a GAAP, Segment Earnings, and fair value basis. Forward-looking statements involve known and unknown risks and uncertainties, some of which are beyond our control. Forward-looking statements are often accompanied by, and identified with, terms such as “objective,” “expect,”

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“possible,” “trend,” “forecast,” “anticipate,” “believe,” “intend,” “could,” “future,” “may,” “will,” and similar phrases. These are not historical facts, but rather represent our expectations based on current information, plans, judgments, assumptions, estimates, and projections. Actual results may differ significantly from those described in or implied by such forward-looking statements due to various factors and uncertainties, including those described in the “RISK FACTORS” section of our 2013 Annual Report, and:

- the actions the U.S. government (including FHFA, Treasury, and Congress) may take, or require us to take, including to further support the housing recovery or to implement FHFA’s strategic plan for us and Fannie Mae;
- the effect of the restrictions on our business due to the conservatorship and the Purchase Agreement, including our dividend obligation on the senior preferred stock;
- our ability to maintain adequate liquidity to fund our operations, including following any changes in the support provided to us by Treasury, or any changes in our credit ratings or those of the U.S. government;
- changes in our charter or in applicable legislative or regulatory requirements (including any legislation on the future status of our company), or in the regulation of the housing finance and financial services industries;
- changes in the fiscal and monetary policies of the Federal Reserve, including the effect of the tapering (and eventual termination) of its program of purchasing mortgage-related securities and any future sales of such securities;
- the extent of our success in our efforts to mitigate our losses on our Legacy single-family books and our investments in non-agency mortgage-related securities;
- the adequacy of our operating systems and infrastructure, and our ability to maintain the security of such systems and infrastructure (e.g., against cyber attacks);
- changes in accounting standards, or in our accounting policies or estimates;
- changes in economic and market conditions, including changes in employment rates, interest rates, yield curves, mortgage and debt spreads, and home prices;
- changes in the U.S. residential mortgage market, including changes in the supply and type of mortgage products (e.g., refinance versus purchase, and fixed-rate versus ARM);
- our ability to effectively execute our business strategies, implement new initiatives, and improve efficiency;
- our ability to recruit and retain executive officers and other key employees;
- the adequacy of our risk management framework, internal control over financial reporting, and disclosure controls and procedures;
- the failure of our customers, vendors, service providers, and counterparties to fulfill their obligations to us;
- our ability to manage mortgage credit risks, including the effect of changes in underwriting and servicing practices;
- our ability to manage interest-rate and other market risks, including the availability of derivative financial instruments needed for risk management purposes;
- changes or errors in the methodologies, models, assumptions and estimates we use to prepare our financial statements, make business decisions, and manage risks;
- changes in investor demand for our debt or mortgage-related securities (e.g., single-family PCs and multifamily K Certificates);
- adverse judgments or settlements in connection with judicial or regulatory proceedings;
- changes in the practices of loan originators, investors and other participants in the secondary mortgage market;
- the occurrence of a major natural or other disaster in areas in which our offices or portions of our total mortgage portfolio are concentrated; and
- other factors and assumptions described in this Form 10-Q, our Form 10-Q for the quarter ended March 31, 2014, and our 2013 Annual Report, including in the “MD&A” sections.

Forward-looking statements speak only as of the date they are made, and we undertake no obligation to update any forward-looking statements we make to reflect events or circumstances occurring after the date of this Form 10-Q.

**RISK MANAGEMENT AND DISCLOSURE COMMITMENTS**

Under an agreement with FHFA, we have committed to provide certain disclosures, including the interest-rate risk and credit risk sensitivity disclosures discussed below. FHFA has suspended certain other disclosure commitments under the agreement. For more information, see "MD&A — RISK MANAGEMENT AND DISCLOSURE COMMITMENTS" in our 2013 Annual Report.

Our monthly average PMVS results, duration gap, and related disclosures are provided in our Monthly Volume Summary reports, which are available on our web site, [www.freddiemac.com](http://www.freddiemac.com) and in current reports on Form 8-K we file with the SEC. For disclosures concerning our PMVS and duration gap, see “QUANTITATIVE AND QUALITATIVE DISCLOSURES

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ABOUT MARKET RISK — Interest-Rate and Other Market Risks — PMVS and Duration Gap.” For disclosures concerning credit risk sensitivity, see “RISK MANAGEMENT — Credit Risk — Mortgage Credit Risk — Credit Risk Sensitivity.”

LEGISLATIVE AND REGULATORY MATTERS

Legislation Related to Freddie Mac and its Future Status

Our future structure and role will be determined by the Administration and Congress, and there are likely to be significant changes beyond the near-term. Congress continues to consider legislation on the future state of Freddie Mac, Fannie Mae and the housing finance system. Recent developments are discussed below.

On May 15, 2014, the Senate Banking Committee approved the “Housing Finance Reform and Taxpayer Protection Act of 2014.” For information on this bill, see “MD&A — LEGISLATIVE AND REGULATORY MATTERS — Legislation Related to Freddie Mac and its Future Status” in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2014.

On July 10, 2014, the “Partnership to Strengthen Homeownership Act of 2014” was introduced in the House of Representatives. The bill proposes to establish a new housing finance system to replace Freddie Mac and Fannie Mae (referred to below as the “Enterprises”). Under the bill, the Enterprises would be placed into receivership (with Ginnie Mae as receiver) as early as five years after the enactment of the bill. One of the goals of the receivership would be to obtain an adequate return of taxpayer investment in each Enterprise. The bill contemplates certain changes to Freddie Mac’s and Fannie Mae’s senior preferred stock purchase agreements with Treasury, though it maintains the current “net worth sweep” dividend payment provisions of those agreements. The bill generally provides for a U.S. government full faith and credit guarantee of the Enterprises’ outstanding debt and guarantee obligations. The bill contemplates that the Enterprises’ assets may be returned to the private sector (as fully private entities) and any such private entities may operate within the new housing finance system as issuers and/or aggregators. The bill provides for the Enterprises’ multifamily businesses to initially be transferred to subsidiaries, and authorizes Ginnie Mae to sell those businesses to the private sector. In addition, the bill contains certain provisions that would materially affect our business prior to our eventual liquidation. There is uncertainty as to how certain of the provisions described above and other provisions of the bill would be applied.

We anticipate that other bills related to Freddie Mac, Fannie Mae and the future of the mortgage finance system will be introduced. We cannot predict whether any of such bills will be enacted.

For more information, see “BUSINESS — Regulation and Supervision — Legislative and Regulatory Developments — Legislation Related to Freddie Mac and its Future Status” and “RISK FACTORS — Conservatorship and Related Matters — The future status and role of Freddie Mac are uncertain” in our 2013 Annual Report.

FHFA’s 2014 Strategic Plan for the Conservatorships of Freddie Mac and Fannie Mae and the 2014 Conservatorship Scorecard

On May 13, 2014, FHFA issued its 2014 Strategic Plan and the 2014 Conservatorship Scorecard. The 2014 Strategic Plan provides an updated vision for FHFA’s implementation of its obligations as conservator of Freddie Mac and Fannie Mae. The 2014 Conservatorship Scorecard establishes objectives and performance targets and measures for 2014 for the Enterprises related to the strategic goals set forth in the 2014 Strategic Plan.

The 2014 Strategic Plan establishes three reformulated strategic goals for the conservatorships of Freddie Mac and Fannie Mae:

- Maintain, in a safe and sound manner, foreclosure prevention activities and credit availability for new and refinanced mortgages to foster liquid, efficient, competitive and resilient national housing finance markets.
- Reduce taxpayer risk through increasing the role of private capital in the mortgage market.
- Build a new single-family securitization infrastructure for use by the Enterprises and adaptable for use by other participants in the secondary market in the future.

As part of the first goal, the 2014 Strategic Plan describes various steps related to increasing access to mortgage credit for credit-worthy borrowers. These steps include FHFA evaluating and, when appropriate, implementing changes to the Enterprises’ representation and warranty framework designed to provide lenders with greater certainty regarding their origination and servicing obligations. The 2014 Strategic Plan also provides for the Enterprises to refine and improve their foreclosure prevention and servicing initiatives for distressed borrowers and communities. The 2014

Strategic Plan provides for the Enterprises to continue to play an ongoing role in supporting multifamily housing needs, particularly for low-income households. The plan states that FHFA will continue to impose a production cap on Freddie Mac's and Fannie Mae's multifamily businesses, but one that does not require contracting their multifamily business.

FHFA stated that the second ("reduce") goal builds upon and reformulates the "contract" goal used in the 2012 Strategic Plan. The reformulated goal no longer involves specific steps to contract the Enterprises' market presence, but instead focuses on ways to shift risk to private market participants and away from the Enterprises in a responsible way that does not reduce liquidity or adversely impact the availability of mortgage credit. The second goal provides for us to increase the use of single-family credit risk transfer transactions (e.g., STACR debt note transactions). The 2014 Strategic Plan also provides for us to continue using credit risk transfer transactions in the multifamily business and to continue shrinking our mortgage-related



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investments portfolio consistent with the requirements in the Purchase Agreement, with a focus on selling less liquid assets. The second goal also describes steps to strengthen counterparty standards for mortgage insurers.

The third goal includes the continued development of the Common Securitization Platform. In the 2014 Strategic Plan, FHFA refined the scope of this project to focus on making the new shared system operational for Freddie Mac's and Fannie Mae's existing single-family securitization activities. The third goal provides for the Enterprises to work towards the development of a single (common) security. The third goal also includes steps to continue to develop and implement mortgage data standards for the Enterprises and other market participants.

For more information on the 2014 Conservatorship Scorecard, see our current report on Form 8-K dated May 14, 2014.

FHFA Advisory Bulletin

In April 2012, FHFA issued Advisory Bulletin AB 2012-02, "Framework for Adversely Classifying Loans, Other Real Estate Owned, and Other Assets and Listing Assets for Special Mention" (the "Advisory Bulletin"), which is applicable to Fannie Mae, Freddie Mac and the Federal Home Loan Banks. The Advisory Bulletin establishes guidelines for adverse classification and identification of specified single-family and multifamily assets and off-balance sheet credit exposures. The Advisory Bulletin indicates that this guidance considers and is generally consistent with the Uniform Retail Credit Classification and Account Management Policy issued by the federal banking regulators in June 2000. Among other requirements, this Advisory Bulletin requires that we classify the portion of an outstanding single-family loan balance in excess of the fair value of the underlying property, less costs to sell and adjusted for any credit enhancements, as a "loss" no later than when the loan becomes 180 days delinquent, except in certain specified circumstances (such as those involving properly secured loans with an LTV ratio equal to or less than 60%). For multifamily loans, the Advisory Bulletin requires any portion of a loan balance that exceeds the amount secured by the fair value of the collateral, less costs to sell, for which there is no available and reliable source of repayment other than the sale of the underlying real estate collateral, to be classified as a "loss." The Advisory Bulletin also requires us to charge off the portion of the loan classified as a "loss." The Advisory Bulletin specifies that, if we subsequently receive full or partial payment of a previously charged-off loan, we may report a recovery of the amount, either through our loss reserves or as a reduction in our foreclosed property expenses. In May 2013, FHFA issued an additional Advisory Bulletin clarifying the implementation timeline for AB 2012-02, requiring that: (a) the asset classification provisions of AB 2012-02 should be implemented by January 1, 2014; and (b) the charge-off provisions of AB 2012-02 should be implemented no later than January 1, 2015. Effective January 1, 2014, we implemented the asset classification provisions of AB 2012-02 and we provide FHFA with this information on a quarterly basis.

We establish an allowance for loan losses against our loans either through our collective loss reserve or our loss reserve for individually impaired loans. Thus, at the time single-family loans become 180 days delinquent, we have already established an allowance for loan losses against them. The Advisory Bulletin requires us to change our practice for determining when a loan is deemed uncollectible to the date the loan is classified as a "loss" as described above. This is a change from our current practice for determining when a loan is deemed to be uncollectible, which is based on historical data and results in a loan being deemed to be uncollectible at the date of foreclosure or other liquidation event (such as a deed-in-lieu of foreclosure or a short sale).

In the period in which we adopt the Advisory Bulletin, our allowance for loan losses on the impacted loans will be eliminated and the corresponding recorded investment in the loan will be reduced by the amounts that are charged off. Under our existing accounting practices and upon adoption of the Advisory Bulletin, the ultimate amount of losses we realize on our loan portfolio will be the same over time; however, the timing of when we recognize the losses in our financial statements will differ.

We are working with FHFA to consider how the Advisory Bulletin may impact our credit risk management practices. Our recent experience indicates that a significant percentage of our modifications are initiated after loans become 180 days delinquent. This is a result of a number of factors, including servicer backlogs, lack of borrower responsiveness to loss mitigation efforts, and extended foreclosure timelines, which affect the willingness of borrowers to engage regarding loss mitigation options. Given the current rate of modification activity after loans become 180 days delinquent, the benefit we expect to realize from modifications from this population of loans from borrower re-performance is significant. In July 2013, we introduced a streamlined modification program, which may accelerate

the timing of our modifications; however, we still expect that a meaningful amount of modifications will be initiated after our loans become 180 days delinquent.

We are working with FHFA to resolve certain implementation issues related to our adoption of the Advisory Bulletin. However, we do not expect that the Advisory Bulletin will have a material impact on our financial position or results of operations.

#### Single-Family Loan Limits

In December 2013, FHFA announced that it was requesting public input on the possible implementation of a plan to gradually reduce the maximum size of single-family mortgage loans that we and Fannie Mae may purchase. However, on May 13, 2014, the Director of FHFA announced that FHFA will not use its statutory authority as conservator to reduce current loan limits.

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## FHFA Request for Input on Guarantee Fees

On June 5, 2014, FHFA announced it is requesting input on the guarantee fees that we and Fannie Mae charge lenders. FHFA's request for input includes questions related to guarantee fee policy and implementation regarding the optimum level of guarantee fees required to protect taxpayers and implications for mortgage credit availability. Input is due by September 8, 2014. We cannot predict what changes, if any, FHFA will require us to make to our guarantee fees as a result of this request.

## ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

## Interest-Rate Risk and Other Market Risks

Our mortgage-related investments portfolio (i.e., mortgage loans and mortgage-related securities), non-mortgage investments, and unsecured debt expose us to interest-rate risk and other market risks, including basis and spread risk, and prepayment risk arising from credit risk primarily from: (a) the uncertainty as to when borrowers will pay the outstanding principal balance of mortgage loans and mortgage-related securities; and (b) unexpected prepayments or differences in expected cash flows due to default of the underlying borrower or modification of loan terms by the servicer. For a majority of our mortgage-related investments, the mortgage borrower has the option to make unscheduled payments of additional principal or to completely pay off a mortgage loan at any time before its scheduled maturity date (without having to pay a prepayment penalty) or make principal payments in accordance with the contractual obligation. For more information on credit risk, see "RISK MANAGEMENT — Credit Risk." See "MD&A — QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK — Interest-Rate Risk and Other Market Risks" in our 2013 Annual Report for a discussion of our market risk exposures, including those related to derivatives, institutional counterparties, and other market risks.

## PMVS and Duration Gap

Our primary interest-rate risk measures are PMVS and duration gap.

PMVS is an estimate of the change in the market value of our net assets and liabilities from an instantaneous 50 basis point shock to interest rates, assuming no rebalancing actions are undertaken and assuming the mortgage-to-LIBOR basis does not change. PMVS is measured in two ways, one measuring the estimated sensitivity of our portfolio market value to parallel movements in interest rates (PMVS-Level or PMVS-L) and the other to nonparallel movements (PMVS-YC).

Duration gap measures the difference in price sensitivity to interest rate changes between our assets and liabilities, and is expressed in months relative to the market value of assets. For example, assets with a six month duration and liabilities with a five month duration would result in a positive duration gap of one month. A duration gap of zero implies that the duration of our assets equals the duration of our liabilities.

The 50 basis point shift and 25 basis point change in slope of the LIBOR yield curve used for our PMVS measures reflect reasonably possible near-term changes that we believe provide a meaningful measure of our interest-rate risk sensitivity. Our PMVS measures assume instantaneous shocks. Therefore, these PMVS measures do not consider the effects on fair value of any rebalancing actions that we would typically expect to take to reduce our risk exposure.

## Limitations of Market Risk Measures

Our PMVS and duration gap estimates are determined using models that involve our judgment of interest-rate and prepayment assumptions. Accordingly, while we believe that PMVS and duration gap are useful risk management tools, they should be understood as estimates rather than as precise measurements. There could be times when we hedge differently than our model estimates during the period (i.e., when we are making changes or market updates to these models). While PMVS and duration gap estimate our exposure to changes in interest rates, they do not capture the potential effect of certain other market risks, such as changes in volatility and basis risk. The effect of these other market risks can be significant. For a further discussion of limitations, see "QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK — Interest-Rate Risk and Other Market Risks — Portfolio Market Value Sensitivity and Measurement of Interest-Rate Risk — Limitations of Market Risk Measures" in our 2013 Annual Report.

## Duration Gap and PMVS Results

The table below provides duration gap, estimated point-in-time and minimum and maximum PMVS-L and PMVS-YC results, and an average of the daily values and standard deviation for the three and six months ended June 30, 2014 and 2013. The table below also provides PMVS-L estimates assuming an immediate 100 basis point shift in the

LIBOR yield curve. We do not hedge the entire prepayment risk exposure embedded in our mortgage assets. The interest-rate sensitivity of a mortgage portfolio varies across a wide range of interest rates. Therefore, the difference between PMVS at 50 basis points and 100 basis points is non-linear.

Our PMVS-L (50 basis points) exposure at June 30, 2014 was \$19 million, which decreased compared to December 31, 2013 primarily due to a decrease in our duration exposure. On an average basis for the three and six months ended June 30, 2014, our PMVS-L (50 basis points) was \$52 million and \$68 million, respectively, primarily resulting from our duration exposure.



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ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that the information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified by the SEC's rules and forms and that such information is accumulated and communicated to management of the company, including the company's Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. In designing our disclosure controls and procedures, we recognize that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and we must apply judgment in implementing possible controls and procedures.

Management, including the company's Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of our disclosure controls and procedures as of June 30, 2014. As a result of management's evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were not effective as of June 30, 2014, at a reasonable level of assurance, because we have not been able to update our disclosure controls and procedures to provide reasonable assurance that information known by FHFA on an ongoing basis is communicated from FHFA to Freddie Mac's management in a manner that allows for timely decisions regarding our required disclosure. Based on discussions with FHFA and the structural nature of this continuing weakness, we believe it is likely that we will not remediate this material weakness while we are under conservatorship. We consider this situation to be a material weakness in our internal control over financial reporting. For more information, see "CONTROLS AND PROCEDURES — Management's Report on Internal Control Over Financial Reporting" in our 2013 Annual Report.

Changes in Internal Control Over Financial Reporting During the Quarter Ended June 30, 2014

We evaluated the changes in our internal control over financial reporting that occurred during the quarter ended June 30, 2014 and concluded that there were no changes that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Mitigating Actions Related to the Material Weakness in Internal Control Over Financial Reporting

As described above under "Evaluation of Disclosure Controls and Procedures," we have one material weakness in internal control over financial reporting as of June 30, 2014 that we have not remediated.

Given the structural nature of this material weakness, we believe it is likely that we will not remediate it while we are under conservatorship. However, both we and FHFA have continued to engage in activities and employ procedures and practices intended to permit accumulation and communication to management of information needed to meet our disclosure obligations under the federal securities laws. These include the following:

FHFA has established the Division of Conservatorship, which is intended to facilitate operation of the company with the oversight of the Conservator.

We provide drafts of our SEC filings to FHFA personnel for their review and comment prior to filing. We also provide drafts of external press releases, statements and speeches to FHFA personnel for their review and comment prior to release.

FHFA personnel, including senior officials, review our SEC filings prior to filing, including this Form 10-Q, and engage in discussions regarding issues associated with the information contained in those filings. Prior to filing this Form 10-Q, FHFA provided us with a written acknowledgment that it had reviewed the Form 10-Q, was not aware of any material misstatements or omissions in the Form 10-Q, and had no objection to our filing the Form 10-Q.

The Director of FHFA is in frequent communication with our Chief Executive Officer, typically meeting (in person or by phone) on at least a bi-weekly basis.

FHFA representatives attend meetings frequently with various groups within the company to enhance the flow of information and to provide oversight on a variety of matters, including accounting, credit and capital markets management, external communications, and legal matters.

Senior officials within FHFA's accounting group meet frequently with our senior financial executives regarding our accounting policies, practices, and procedures.

In view of our mitigating actions related to this material weakness, we believe that our consolidated financial statements for the quarter ended June 30, 2014 have been prepared in conformity with GAAP.

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ITEM 1. FINANCIAL STATEMENTS

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Freddie Mac

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FREDDIE MAC  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
(UNAUDITED)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
	(in millions, except share-related amounts)			
Interest income				
Mortgage loans:				
Held by consolidated trusts	\$14,249	\$14,097	\$28,733	\$28,601
Unsecuritized	1,660	2,017	3,322	4,026
Total mortgage loans	15,909	16,114	32,055	32,627
Investments in securities	1,524	2,019	3,034	4,176
Other	6	12	11	30
Total interest income	17,439	18,145	35,100	36,833
Interest expense				
Debt securities of consolidated trusts	(12,105 )	(11,709 )	(24,348 )	(23,739 )
Other debt:				
Short-term debt	(34 )	(45 )	(75 )	(89 )
Long-term debt	(1,721 )	(2,125 )	(3,509 )	(4,343 )
Total interest expense	(13,860 )	(13,879 )	(27,932 )	(28,171 )
Expense related to derivatives	(76 )	(122 )	(155 )	(253 )
Net interest income	3,503	4,144	7,013	8,409
Benefit for credit losses	618	623	533	1,126
Net interest income after benefit for credit losses	4,121	4,767	7,546	9,535
Non-interest income (loss)				
Gains (losses) on extinguishment of debt securities of consolidated trusts	(188 )	28	(176 )	62
Gains (losses) on retirement of other debt	1	25	8	(7 )
Derivative gains (losses)	(1,926 )	1,362	(4,277 )	1,737
Impairment of available-for-sale securities:				
Total other-than-temporary impairment of available-for-sale securities	(178 )	(18 )	(509 )	(39 )
Portion of other-than-temporary impairment recognized in AOCI	21	(26 )	(12 )	(48 )
Net impairment of available-for-sale securities recognized in earnings	(157 )	(44 )	(521 )	(87 )
Other gains (losses) on investment securities recognized in earnings	372	(497 )	1,138	(773 )
Other income (loss)	492	(196 )	5,533	148
Non-interest income (loss)	(1,406 )	678	1,705	1,080
Non-interest expense				
Salaries and employee benefits	(223 )	(211 )	(456 )	(419 )
Professional services	(126 )	(134 )	(264 )	(243 )
Occupancy expense	(14 )	(14 )	(27 )	(27 )
Other administrative expenses	(90 )	(85 )	(174 )	(187 )
Total administrative expenses	(453 )	(444 )	(921 )	(876 )
Real estate owned operations income (expense)	50	110	(9 )	104
Temporary Payroll Tax Cut Continuation Act of 2011 expense	(187 )	(123 )	(365 )	(216 )
Other expenses	(90 )	(41 )	(156 )	(134 )
Non-interest expense	(680 )	(498 )	(1,451 )	(1,122 )

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Income before income tax (expense) benefit	2,035	4,947	7,800	9,493
Income tax (expense) benefit	(673 )	41	(2,418 )	76
Net income	1,362	4,988	5,382	9,569
Other comprehensive income (loss), net of taxes and reclassification adjustments:				
Changes in unrealized gains (losses) related to available-for-sale securities	479	(717 )	906	1,563
Changes in unrealized gains (losses) related to cash flow hedge relationships	49	84	101	174
Changes in defined benefit plans	—	2	—	22
Total other comprehensive income (loss), net of taxes and reclassification adjustments	528	(631 )	1,007	1,759
Comprehensive income	\$1,890	\$4,357	\$6,389	\$11,328
Net income	\$1,362	\$4,988	\$5,382	\$9,569
Undistributed net worth sweep and senior preferred stock dividends	(1,890 )	(4,357 )	(6,389 )	(11,328 )
Net income (loss) attributable to common stockholders	\$(528 )	\$631	\$(1,007 )	\$(1,759 )
Net income (loss) per common share — basic and diluted	\$(0.16 )	\$0.19	\$(0.31 )	\$(0.54 )
Weighted average common shares outstanding (in millions) — basic and diluted	3,236	3,238	3,237	3,238

The accompanying notes are an integral part of these consolidated financial statements.

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FREDDIE MAC  
CONSOLIDATED BALANCE SHEETS  
(UNAUDITED)

	June 30, 2014	December 31, 2013
	(in millions, except share-related amounts)	
Assets		
Cash and cash equivalents (includes \$1 and \$1, respectively, related to our consolidated VIEs)	\$4,662	\$11,281
Restricted cash and cash equivalents (includes \$2,675 and \$12,193, respectively, related to our consolidated VIEs)	2,789	12,265
Federal funds sold and securities purchased under agreements to resell (includes \$14,350 and \$3,150, respectively, related to our consolidated VIEs)	44,131	62,383
Investments in securities:		
Available-for-sale, at fair value (includes \$57 and \$70, respectively, pledged as collateral that may be repledged)	113,598	128,919
Trading, at fair value (includes \$827 and \$365, respectively, pledged as collateral that may be repledged)	34,295	23,404
Total investments in securities	147,893	152,323
Mortgage loans:		
Held-for-investment, at amortized cost:		
By consolidated trusts (net of allowances for loan losses of \$2,652 and \$3,006, respectively)	1,533,521	1,529,905
Unsecuritized (net of allowances for loan losses of \$20,047 and \$21,612, respectively)	138,613	146,158
Total held-for-investment mortgage loans, net	1,672,134	1,676,063
Held-for-sale, at lower-of-cost-or-fair-value (includes \$5,941 and \$8,727 at fair value, respectively)	6,418	8,727
Total mortgage loans, net	1,678,552	1,684,790
Accrued interest receivable (includes \$5,092 and \$5,111, respectively, related to our consolidated VIEs)	6,059	6,150
Derivative assets, net	502	1,063
Real estate owned, net (includes \$43 and \$49, respectively, related to our consolidated VIEs)	3,677	4,551
Deferred tax assets, net	19,752	22,716
Other assets (Note 19) (includes \$2,344 and \$2,172, respectively, related to our consolidated VIEs)	8,601	8,539
Total assets	\$1,916,618	\$1,966,061
Liabilities and equity		
Liabilities		
Accrued interest payable (includes \$4,700 and \$4,702, respectively, related to our consolidated VIEs)	\$6,507	\$6,803
Debt, net:		
Debt securities of consolidated trusts held by third parties (includes \$48 and \$59 at fair value, respectively)	1,453,563	1,433,984
Other debt (includes \$4,277 and \$2,683 at fair value, respectively)	445,112	506,767
Total debt, net	1,898,675	1,940,751
Derivative liabilities, net	1,289	180

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Other liabilities (Note 19) (includes \$5 and \$6, respectively, related to our consolidated VIEs)	5,857	5,492
Total liabilities	1,912,328	1,953,226
Commitments and contingencies (Notes 9, 14, and 17)		
Equity		
Senior preferred stock, at redemption value	72,336	72,336
Preferred stock, at redemption value	14,109	14,109
Common stock, \$0.00 par value, 4,000,000,000 shares authorized, 725,863,886 shares issued and 650,040,391 shares and 650,039,533 shares outstanding, respectively	—	—
Additional paid-in capital	—	—
Retained earnings (accumulated deficit)	(79,271	) (69,719 )
AOCI, net of taxes, related to:		
Available-for-sale securities (includes \$123 and \$1,100, respectively, related to net unrealized losses on securities for which other-than-temporary impairment has been recognized in earnings)	1,868	962
Cash flow hedge relationships	(899	) (1,000 )
Defined benefit plans	32	32
Total AOCI, net of taxes	1,001	(6 )
Treasury stock, at cost, 75,823,495 shares and 75,824,353 shares, respectively	(3,885	) (3,885 )
Total equity (See NOTE 11: STOCKHOLDERS' EQUITY for information on our dividend obligation to Treasury)	4,290	12,835
Total liabilities and equity	\$1,916,618	\$1,966,061

The accompanying notes are an integral part of these consolidated financial statements.

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FREDDIE MAC  
CONSOLIDATED STATEMENTS OF EQUITY  
(UNAUDITED)

	Shares Outstanding Senior Preferred Stock (in millions)	Preferred Stock	Common Stock	Senior Preferred Stock, at Redemption Value	Preferred Stock, at Redemption Value	Common Stock, at Par Value	Additional Paid-In Capital	Retained Earnings (Accumulated Deficit)	AOCI, Net of Tax	Treasury Stock, at Cost	Total Equity
Balance as of December 31, 2012	1	464	650	\$ 72,336	\$ 14,109	\$ —	\$ 1	\$ (70,796 )	\$(2,938)	\$(3,885)	\$8,827
Comprehensive income:											
Net income	—	—	—	—	—	—	—	9,569	—	—	9,569
Other comprehensive income, net of taxes	—	—	—	—	—	—	—	—	1,759	—	1,759
Comprehensive income	—	—	—	—	—	—	—	9,569	1,759	—	11,328
Senior preferred stock dividends declared	—	—	—	—	—	—	—	(12,798 )	—	—	(12,798 )
Ending balance at June 30, 2013	1	464	650	\$ 72,336	\$ 14,109	\$ —	\$ 1	\$ (74,025 )	\$(1,179)	\$(3,885)	\$7,357
Balance as of December 31, 2013	1	464	650	\$ 72,336	\$ 14,109	\$ —	\$ —	\$ (69,719 )	\$(6 )	\$(3,885)	\$12,835
Comprehensive income:											
Net income	—	—	—	—	—	—	—	5,382	—	—	5,382
Other comprehensive income, net of taxes	—	—	—	—	—	—	—	—	1,007	—	1,007
Comprehensive income	—	—	—	—	—	—	—	5,382	1,007	—	6,389
Senior preferred stock dividends declared	—	—	—	—	—	—	—	(14,934 )	—	—	(14,934 )
Ending balance at June 30, 2014	1	464	650	\$ 72,336	\$ 14,109	\$ —	\$ —	\$ (79,271 )	\$1,001	\$(3,885)	\$4,290

The accompanying notes are an integral part of these consolidated financial statements.



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FREDDIE MAC  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(UNAUDITED)

	Six Months Ended June 30,	
	2014	2013
	(in millions)	
Cash flows from operating activities		
Net income	\$5,382	\$9,569
Adjustments to reconcile net income to net cash provided by operating activities:		
Derivative losses (gains)	2,927	(3,574 )
Asset related amortization — premiums, discounts, and basis adjustments	1,496	2,868
Debt related amortization — premiums and discounts on certain debt securities and basis adjustments	(2,283)	) (3,909 )
Losses (gains) on extinguishment of debt securities of consolidated trusts and other debt	168	(55 )
Benefit for credit losses	(533)	) (1,126 )
(Gains) losses on investment activity	(832)	) 1,413
Deferred income tax expense (benefit)	2,422	(81 )
Purchases of held-for-sale mortgage loans	(5,588)	) (12,875 )
Sales of mortgage loans acquired as held-for-sale	8,735	14,790
Repayments of mortgage loans acquired as held-for-sale	49	68
Payments to servicers for pre-foreclosure expense and servicer incentive fees	(498)	) (620 )
Change in:		
Accrued interest receivable	91	417
Accrued interest payable	(280)	) (512 )
Income taxes receivable	(763)	) 5
Other, net	528	(608 )
Net cash provided by operating activities	11,021	5,770
Cash flows from investing activities		
Purchases of trading securities	(23,223)	) (30,548 )
Proceeds from sales of trading securities	7,461	22,754
Proceeds from maturities of trading securities	5,714	4,208
Purchases of available-for-sale securities	(10,547)	) (1,558 )
Proceeds from sales of available-for-sale securities	17,846	4,050
Proceeds from maturities of available-for-sale securities	10,511	18,610
Purchases of held-for-investment mortgage loans	(27,884)	) (48,707 )
Repayments of mortgage loans acquired as held-for-investment	109,973	252,720
Decrease in restricted cash	9,476	13,526
Net proceeds from dispositions of real estate owned and other recoveries	4,449	4,752
Net decrease (increase) in federal funds sold and securities purchased under agreements to resell	18,252	(2,586 )
Derivative premiums and terminations and swap collateral, net	(1,469)	) 3,641
Net cash provided by investing activities	120,559	240,862
Cash flows from financing activities		
Proceeds from issuance of debt securities of consolidated trusts held by third parties	59,966	57,226
Repayments of debt securities of consolidated trusts held by third parties	(121,195)	) (259,091 )
Proceeds from issuance of other debt	270,786	359,413
Repayments of other debt	(332,818)	) (386,023 )

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Payment of cash dividends on senior preferred stock	(14,934	) (12,798	)
Payments of low-income housing tax credit partnerships notes payable	(4	) (5	)
Net cash used in financing activities	(138,199	) (241,278	)
Net (decrease) increase in cash and cash equivalents	(6,619	) 5,354	
Cash and cash equivalents at beginning of period	11,281	8,513	
Cash and cash equivalents at end of period	\$4,662	\$13,867	
Supplemental cash flow information			
Cash paid for:			
Debt interest	\$31,016	\$34,408	
Net derivative interest carry	1,227	1,700	
Income taxes	760	—	
Non-cash investing and financing activities:			
Underlying mortgage loans related to guarantor swap transactions	82,743	213,790	
Debt securities of consolidated trusts held by third parties established for guarantor swap transactions	82,743	213,790	
Elimination of investments in securities and debt securities of consolidated trusts held by third parties related to net consolidation of variable interest entities for which we are the primary beneficiary	(98	) (1,891	)
Debt securities of consolidated trusts held by third parties extinguished for investment securities	477	—	
Transfers from held-for-investment mortgage loans to held-for-sale mortgage loans	864	9	
Transfers from held-for-sale mortgage loans to held-for-investment mortgage loans	153	—	

The accompanying notes are an integral part of these consolidated financial statements.



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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Freddie Mac is a GSE chartered by Congress in 1970 with a public mission to provide liquidity, stability, and affordability to the U.S. housing market. We are regulated by FHFA, the SEC, HUD, and Treasury, and are currently operating under the conservatorship of FHFA. For more information on the roles of FHFA and Treasury, see “NOTE 2: CONSERVATORSHIP AND RELATED MATTERS” in this Form 10-Q and in our Annual Report on Form 10-K for the year ended December 31, 2013, or our 2013 Annual Report.

We are involved in the U.S. housing market by participating in the secondary mortgage market. We do not participate directly in the primary mortgage market. Our participation in the secondary mortgage market includes providing our credit guarantee for mortgages originated by mortgage lenders in the primary mortgage market and investing in mortgage loans and mortgage-related securities.

Our operations consist of three reportable segments, which are based on the type of business activities each performs — Single-family Guarantee, Investments, and Multifamily. Our Single-family Guarantee segment reflects results from our single-family credit guarantee activities. In our Single-family Guarantee segment, we purchase and guarantee single-family mortgage loans originated by our seller/servicers in the primary mortgage market. In most instances, we use the mortgage securitization process to package the loans into guaranteed mortgage-related securities. We guarantee the payment of principal and interest on the mortgage-related securities in exchange for management and guarantee fees. Our Investments segment reflects results from three primary activities: (a) managing the company’s mortgage-related investments portfolio, excluding Multifamily segment investments; (b) managing the treasury function, including funding and liquidity, for the overall company; and (c) managing interest-rate risk for the overall company. In our Investments segment, we invest principally in mortgage-related securities and single-family performing mortgage loans. Our Multifamily segment reflects results from our investment (both purchases and sales), securitization, and guarantee activities in multifamily mortgage loans and securities. In our Multifamily segment, our primary business model is to purchase multifamily mortgage loans for aggregation and then securitization through issuance of multifamily K Certificates. See “NOTE 13: SEGMENT REPORTING” in our 2013 Annual Report for additional information.

We are focused on the following primary business objectives: (a) reducing taxpayer exposure to losses by reducing and managing our overall risk profile, especially to mortgage-related risks; (b) supporting U.S. homeowners and renters by providing lenders with a constant source of liquidity for mortgage products even when other sources of financing are scarce; (c) building a commercially strong and efficient business enterprise; and (d) positioning the company, in particular our people and infrastructure, to succeed in a to-be-determined "future state." For information regarding our objectives, see “NOTE 2: CONSERVATORSHIP AND RELATED MATTERS — Business Objectives” in our 2013 Annual Report.

Throughout our consolidated financial statements and related notes, we use certain acronyms and terms which are defined in the “GLOSSARY.”

Basis of Presentation

The accompanying unaudited consolidated financial statements have been prepared in accordance with GAAP for interim financial information and include our accounts as well as the accounts of other entities in which we have a controlling financial interest. All intercompany balances and transactions have been eliminated. These unaudited consolidated financial statements should be read in conjunction with the audited consolidated financial statements and related notes in our 2013 Annual Report. We are operating under the basis that we will realize assets and satisfy liabilities in the normal course of business as a going concern and in accordance with the delegation of authority from FHFA to our Board of Directors and management. Certain financial statement information that is normally included in annual financial statements prepared in conformity with GAAP, but is not required for interim reporting purposes, has been condensed or omitted. Certain amounts in prior periods’ consolidated financial statements have been reclassified to conform to the current presentation. In the opinion of management, all adjustments, which include only normal recurring adjustments, have been recorded for a fair presentation of our unaudited consolidated financial statements. Beginning in the first quarter of 2014, we reclassified net discounts paid on retirements of other debt and net premiums received from issuance of debt securities of consolidated trusts and other debt from cash flows from

operating activities to cash flows from financing activities on our consolidated statements of cash flows. This reclassification resulted in a decrease of \$639 million to net cash provided by operating activities and an increase of \$639 million to net cash used in financing activities for the six months ended June 30, 2013.

We recorded the cumulative effect of the correction of errors related to previously reported periods in the three and six months ended June 30, 2014. We concluded that these errors are not material individually or in the aggregate to our previously issued consolidated financial statements for any of the periods affected, or to our estimated earnings for the full year ending December 31, 2014, or to the trend of earnings.

Use of Estimates

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The preparation of financial statements requires us to make estimates and assumptions that affect: (a) the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements; and (b) the reported amounts of revenues and expenses and gains and losses during the reporting period. Management has made significant estimates in preparing the financial statements, including, but not limited to, establishing the allowance for loan losses and reserve for guarantee losses, valuing financial instruments and other assets and liabilities, assessing impairments on investments, and assessing our ability to realize net deferred tax assets. Actual results could be different from these estimates.

### Earnings Per Common Share

The August 2012 amendment to the Purchase Agreement changed the manner in which the dividend on the senior preferred stock is determined. For each quarter from January 1, 2013 through and including December 31, 2017, the dividend payment will be the amount, if any, by which our Net Worth Amount at the end of the immediately preceding fiscal quarter, less the applicable Capital Reserve Amount, exceeds zero. See "NOTE 11: STOCKHOLDERS' EQUITY — Senior Preferred Stock" for additional information regarding the Capital Reserve Amount. For each quarter beginning January 1, 2018, the dividend payment will be the amount, if any, by which our Net Worth Amount at the end of the immediately preceding fiscal quarter exceeds zero. The dividend is presented in the period in which it is determinable for the senior preferred stock as a reduction to net income (loss) available to common stockholders and net income (loss) per common share. The dividend is declared and paid in the following period and recorded as a reduction to equity in the period declared.

Because we have issued participating securities, we use the "two-class" method of computing earnings per common share. Basic earnings per common share is computed as net income attributable to common stockholders divided by the weighted average common shares outstanding for the period. The weighted average common shares outstanding for the period includes the weighted average number of shares that are associated with the warrant for our common stock issued to Treasury pursuant to the Purchase Agreement. This warrant is included since it is unconditionally exercisable by the holder at a minimal cost. See "NOTE 2: CONSERVATORSHIP AND RELATED MATTERS" in our 2013 Annual Report for further information.

Diluted earnings per common share is computed as net income attributable to common stockholders divided by the weighted average common shares outstanding during the period adjusted for the dilutive effect of common equivalent shares outstanding. For periods with net income attributable to common stockholders, the calculation includes the effect of the weighted average shares related to stock options if the average market price during the period exceeds the exercise price. During periods in which a net loss attributable to common stockholders has been incurred, potential common equivalent shares outstanding are not included in the calculation because it would have an antidilutive effect. See "NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES — Earnings Per Common Share" in our 2013 Annual Report for further discussion of our significant accounting policies regarding our calculation of earnings per common share and "NOTE 11: STOCKHOLDERS' EQUITY — Stock-Based Compensation" in this Form 10-Q for additional information on our earnings-per-share calculation.

### Recently Adopted Accounting Guidance

#### Accounting for Investments in Qualified Affordable Housing Projects

In the first quarter of 2014, we adopted an amendment to the accounting guidance related to accounting for investments in qualified affordable housing projects. This amendment permitted entities to elect to account for their investments in qualified affordable housing projects using the proportional amortization method if certain conditions were met. The adoption of this amendment did not have a material impact on our consolidated financial statements.

#### Recently Issued Accounting Guidance, Not Yet Adopted Within These Consolidated Financial Statements

#### Repurchase-to-Maturity Transactions, Repurchase Financings, and Disclosures

In June 2014, the FASB issued an amendment to the accounting guidance for transfers and servicing related to repurchase agreements and other similar transactions. This accounting guidance requires repurchase-to-maturity transactions to be accounted for as secured borrowings and requires separate accounting for a transfer of a financial asset executed contemporaneously with a repurchase agreement with the same counterparty. This accounting guidance is effective for interim and annual periods beginning after December 15, 2014. We are evaluating the impact that the adoption of this amendment will have on our consolidated financial statements.

Revenue from Contracts with Customers

In May 2014, the FASB issued an amendment to the accounting guidance related to the recognition of revenue. This accounting guidance requires entities to recognize revenue to depict the transfer of promised goods or services to customers in amounts that reflect the consideration to which the entity expects to be entitled in exchange for those goods or services. This accounting guidance is effective for interim and annual periods beginning after December 15, 2016. We are evaluating the impact that the adoption of this amendment will have on our consolidated financial statements.

Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure

In January 2014, the FASB issued an amendment to the accounting guidance related to reclassifying residential real estate collateralized consumer mortgage loans upon foreclosure. This amendment clarifies that a creditor is considered to have

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received physical possession of residential real estate property collateralizing a consumer mortgage loan, upon either: (a) the creditor obtaining legal title to the residential real estate property upon completion of a foreclosure; or (b) the borrower conveying all interest in the residential real estate property to the creditor to satisfy that loan through completion of a deed in lieu of foreclosure or through a similar legal agreement. This amendment is effective for interim and annual periods beginning after December 15, 2014. We do not expect that the adoption of this amendment will have a material impact on our consolidated financial statements.

**NOTE 2: CONSERVATORSHIP AND RELATED MATTERS**

**Business Objectives**

We continue to operate under the conservatorship that commenced on September 6, 2008, conducting our business under the direction of FHFA, as our Conservator. The conservatorship and related matters have had a wide-ranging impact on us, including our management, business, financial condition and results of operations. Upon its appointment, FHFA, as Conservator, immediately succeeded to all rights, titles, powers and privileges of Freddie Mac, and of any stockholder, officer or director thereof, with respect to the company and its assets. The Conservator also succeeded to the title to all books, records, and assets of Freddie Mac held by any other legal custodian or third party. During the conservatorship, the Conservator has delegated certain authority to the Board of Directors to oversee, and management to conduct, business operations so that the company can continue to operate in the ordinary course. The directors serve on behalf of, and exercise authority as directed by, the Conservator.

We are also subject to certain constraints on our business activities imposed by Treasury due to the terms of, and Treasury's rights under, the Purchase Agreement. However, we believe that the support provided by Treasury pursuant to the Purchase Agreement currently enables us to maintain our access to the debt markets and to have adequate liquidity to conduct our normal business activities, although the costs of our debt funding could vary. Our ability to access funds from Treasury under the Purchase Agreement is critical to keeping us solvent.

Our current business objectives reflect direction we have received from the Conservator (including the 2014 Conservatorship Scorecard). At the direction of the Conservator, we have made changes to certain business practices that are designed to provide support for the mortgage market in a manner that serves our public mission and other non-financial objectives but may not contribute to our profitability. Certain of these objectives are intended to help homeowners and the mortgage market and may help to mitigate future credit losses. However, some of our initiatives are expected to have an adverse impact on our near- and long-term financial results. Given the important role the Administration and our Conservator have placed on Freddie Mac in addressing housing and mortgage market conditions and our public mission, we may be required to take additional actions that could have a negative impact on our business, operating results or financial condition.

The Conservator also stated that it is focusing on retaining value in the business operations of Freddie Mac and Fannie Mae, overseeing remediation of identified weaknesses in corporate operations and risk management, and ensuring that sound corporate governance principles are followed.

On May 13, 2014, FHFA issued its 2014 Strategic Plan and the 2014 Conservatorship Scorecard. The 2014 Strategic Plan provides an updated vision for FHFA's implementation of its obligations as conservator of Freddie Mac and Fannie Mae (the "Enterprises"). The 2014 Conservatorship Scorecard establishes objectives and performance targets and measures for 2014 for the Enterprises related to the strategic goals set forth in the 2014 Strategic Plan.

The 2014 Strategic Plan establishes three reformulated strategic goals for the conservatorships of Freddie Mac and Fannie Mae:

- Maintain, in a safe and sound manner, foreclosure prevention activities and credit availability for new and refinanced mortgages to foster liquid, efficient, competitive and resilient national housing finance markets.
- Reduce taxpayer risk through increasing the role of private capital in the mortgage market.
- Build a new single-family securitization infrastructure for use by the Enterprises and adaptable for use by other participants in the secondary market in the future.

As part of the first goal, the 2014 Strategic Plan describes various steps related to increasing access to mortgage credit for credit-worthy borrowers. These steps include FHFA evaluating and, when appropriate, implementing changes to the Enterprises' representation and warranty framework designed to provide lenders with greater certainty regarding their origination and servicing obligations. The 2014 Strategic Plan also provides for the Enterprises to refine and

improve their foreclosure prevention and servicing initiatives for distressed borrowers and communities. The 2014 Strategic Plan provides for the Enterprises to continue to play an ongoing role in supporting multifamily housing needs, particularly for low-income households. The plan states that FHFA will continue to impose a production cap on Freddie Mac's and Fannie Mae's multifamily businesses, but one that does not require contracting their multifamily business.

FHFA stated that the second ("reduce") goal builds upon and reformulates the "contract" goal used in the 2012 Strategic Plan. The reformulated goal no longer involves specific steps to contract the Enterprises' market presence, but instead focuses on ways to shift risk to private market participants and away from the Enterprises in a responsible way that does not reduce

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liquidity or adversely impact the availability of mortgage credit. The second goal provides for us to increase the use of single-family credit risk transfer transactions (e.g., STACR debt note transactions). The 2014 Strategic Plan also provides for us to continue using credit risk transfer transactions in the multifamily business and to continue shrinking our mortgage-related investments portfolio consistent with the requirements in the Purchase Agreement, with a focus on selling less liquid assets. The second goal also describes steps to strengthen counterparty standards for mortgage insurers.

The third goal includes the continued development of the Common Securitization Platform. In the 2014 Strategic Plan, FHFA refined the scope of this project to focus on making the new shared system operational for Freddie Mac's and Fannie Mae's existing single-family securitization activities. The third goal provides for the Enterprises to work towards the development of a single (common) security. The third goal also includes steps to continue to develop and implement mortgage data standards for the Enterprises and other market participants.

We continue to align our resources and internal business plans to meet the goals and objectives provided to us by FHFA.

As a result of the net worth sweep dividend provisions of the senior preferred stock, we cannot over the long term build and retain capital from the earnings generated by our business operations, or return capital to stockholders other than Treasury. There is significant uncertainty as to our future, as the conservatorship has no specified termination date, and it is unknown what changes may occur to our business model during or following conservatorship, including whether we will continue to exist. We are not aware of any current plans of our Conservator to significantly change our business model or capital structure in the near term. Our future structure and role will be determined by the Administration and Congress, and there are likely to be significant changes beyond the near term. We have no ability to predict the outcome of these deliberations.

### Impact of Conservatorship and Related Developments on the Mortgage-Related Investments Portfolio

The UPB of our mortgage-related investments portfolio, for purposes of the limit imposed by the Purchase Agreement, as amended on August 17, 2012, and FHFA regulation, may not exceed \$470 billion at December 31, 2014 and was \$420 billion at June 30, 2014. The annual 15% reduction in the size of our mortgage-related investments portfolio until it reaches \$250 billion is calculated based on the maximum allowable size of the mortgage-related investments portfolio, rather than the actual UPB of the mortgage-related investments portfolio, as of December 31 of the preceding year. Our ability to acquire and sell mortgage assets is significantly constrained by limitations of the Purchase Agreement and those imposed by FHFA.

### Government Support for our Business

We receive substantial support from Treasury and FHFA, as our Conservator and regulator, and are dependent upon their continued support in order to continue operating our business. This support includes our ability to access funds from Treasury under the Purchase Agreement, which is critical to: (a) keeping us solvent; (b) allowing us to focus on our primary business objectives under conservatorship; and (c) avoiding the appointment of a receiver by FHFA under statutory mandatory receivership provisions. At March 31, 2014, our assets exceeded our liabilities under GAAP; therefore FHFA did not request a draw on our behalf and, as a result, we did not receive any funding from Treasury under the Purchase Agreement during the three months ended June 30, 2014. Since conservatorship began through June 30, 2014, we have paid cash dividends of \$86.3 billion to Treasury at the direction of the Conservator.

At June 30, 2014, our assets exceeded our liabilities under GAAP; therefore no draw is being requested from Treasury under the Purchase Agreement for the second quarter of 2014.

See "NOTE 2: CONSERVATORSHIP AND RELATED MATTERS," "NOTE 8: DEBT SECURITIES AND SUBORDINATED BORROWINGS" and "NOTE 11: STOCKHOLDERS' EQUITY (DEFICIT)" in our 2013 Annual Report for more information on the conservatorship and the Purchase Agreement.

### NOTE 3: VARIABLE INTEREST ENTITIES

We have interests in various entities that are considered to be VIEs, including securitization trusts we use in our securities issuance process. We are required to evaluate VIEs at inception and on an ongoing basis. When we determine that we are the primary beneficiary of a VIE, we consolidate the assets and liabilities of the trust on our balance sheets. See "NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES — Consolidation and Equity Method of Accounting" and "NOTE 3: VARIABLE INTEREST ENTITIES" in our 2013 Annual Report for more

information about VIEs.

**VIEs for which We are the Primary Beneficiary**

Based on our evaluation of whether we hold a controlling financial interest in these VIEs, we determined that we are the primary beneficiary of trusts that issue our single-family PCs and certain Other Guarantee Transactions. Therefore, we consolidate on our balance sheets the assets and liabilities of these trusts. At both June 30, 2014 and December 31, 2013, we were the primary beneficiary of, and therefore consolidated, single-family PC trusts with assets totaling \$1.5 trillion as measured using the UPB of issued PCs. In addition, we concluded that we are the primary beneficiary of Other Guarantee Transactions with underlying assets totaling \$7.7 billion and \$8.9 billion at June 30, 2014 and December 31, 2013, respectively.

**VIEs for which We are not the Primary Beneficiary**

Our involvement with VIEs for which we are not the primary beneficiary generally takes one of two forms (or both): (a) purchasing an investment in these entities; or (b) providing a guarantee to these entities.



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The table below presents the carrying amounts and classification of the assets and liabilities recorded on our consolidated balance sheets related to our variable interests in non-consolidated VIEs, as well as our maximum exposure to loss as a result of our involvement with these VIEs.

Table 3.1 — Variable Interests in VIEs for which We are not the Primary Beneficiary

	June 30, 2014			
	Mortgage-Related Security Trusts			
	Freddie Mac Securities <sup>(1)</sup>	Non-Freddie Mac Securities <sup>(2)</sup>	Unsecuritized Multifamily Loans <sup>(3)</sup>	Other <sup>(2)</sup>
	(in millions)			
Assets and Liabilities Recorded on our Consolidated Balance Sheets				
Assets:				
Restricted cash and cash equivalents	\$5	\$ —	\$11	\$98
Investments in securities:				
Available-for-sale, at fair value	37,755	72,945	—	—
Trading, at fair value	14,249	7,330	—	—
Mortgage loans:				
Held-for-investment, unsecuritized	—	—	46,609	—
Held-for-sale	—	—	5,941	—
Accrued interest receivable	228	192	227	7
Other assets	822	2	398	458
Liabilities:				
Derivative liabilities, net	—	—	—	(33 )
Other liabilities	(908 )	(90 )	(18 )	(616 )
Maximum Exposure to Loss	\$78,116	\$ 79,138	\$53,185	\$10,244
Total Assets of Non-Consolidated VIEs <sup>(4)</sup>	\$91,890	\$ 421,616	\$96,235	\$22,993
	December 31, 2013			
	Mortgage-Related Security Trusts			
	Freddie Mac Securities <sup>(1)</sup>	Non-Freddie Mac Securities <sup>(2)</sup>	Unsecuritized Multifamily Loans <sup>(3)</sup>	Other <sup>(2)</sup>
	(in millions)			
Assets and Liabilities Recorded on our Consolidated Balance Sheets				
Assets:				
Restricted cash and cash equivalents	\$6	\$ —	\$8	\$58
Investments in securities:				
Available-for-sale, at fair value	40,659	84,765	—	—
Trading, at fair value	9,349	7,414	—	—
Mortgage loans:				
Held-for-investment, unsecuritized	—	—	50,306	—
Held-for-sale	—	—	8,727	—
Accrued interest receivable	232	226	261	7
Other assets	833	14	407	477
Liabilities:				

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Derivative liabilities, net	(3	) —	—	(35	)
Other liabilities	(875	) (2	) (12	) (558	)
Maximum Exposure to Loss	\$72,072	\$ 92,559	\$59,710	\$10,415	
Total Assets of Non-Consolidated VIEs <sup>(4)</sup>	\$84,731	\$ 506,699	\$105,120	\$23,707	

Freddie Mac securities include our variable interests in single-family multiclass REMICs and Other Structured Securities, multifamily PCs, multifamily Other Structured Securities, and Other Guarantee Transactions that we do not consolidate. Our maximum exposure to loss includes guaranteed UPB of assets held by the non-consolidated (1) VIEs related to multifamily PCs, multifamily Other Structured Securities, and Other Guarantee Transactions for which we record a guarantee asset (component of Other Assets) and guarantee obligation (component of Other Liabilities) on our consolidated balance sheets. Our maximum exposure to loss on Freddie Mac securities excludes investments in single-family multiclass REMICs and Other Structured Securities, because we already consolidate the collateral of these trusts on our consolidated balance sheets.

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For our involvement with non-consolidated non-Freddie Mac security trusts, and certain other VIEs where we do not provide a guarantee, our maximum exposure to loss is computed as the carrying amount if the security is (2) classified as trading or the amortized cost if the security is classified as available-for-sale for our investments and related assets recorded on our consolidated balance sheets. See “NOTE 7: INVESTMENTS IN SECURITIES” for additional information regarding our non-Freddie Mac securities.

For unsecuritized multifamily loans, our maximum exposure to loss includes accrued interest receivable associated (3) with these loans. See “NOTE 4: MORTGAGE LOANS AND LOAN LOSS RESERVES” for additional information about our unsecuritized multifamily loans.

Except for unsecuritized multifamily loans, this represents the remaining UPB of assets held by non-consolidated VIEs using the most current information available. For unsecuritized multifamily loans, this represents the fair (4) value of the property serving as collateral for the loan. We do not include the assets of our non-consolidated trusts related to single-family REMICs and Other Structured Securities backed by our PCs in this amount as we already consolidate the underlying collateral of these trusts on our consolidated balance sheets.

**NOTE 4: MORTGAGE LOANS AND LOAN LOSS RESERVES**

We own both single-family mortgage loans, which are secured by one to four unit residential properties, and multifamily mortgage loans, which are secured by properties with five or more residential rental units. Our single-family loans are predominately first lien, fixed-rate mortgages secured by the borrower’s primary residence. For a discussion of our significant accounting policies regarding our mortgage loans and loan loss reserves, see “NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES” in our 2013 Annual Report.

The table below summarizes the types of loans on our consolidated balance sheets as of June 30, 2014 and December 31, 2013.

Table 4.1 — Mortgage Loans

	June 30, 2014			December 31, 2013		
	Unsecuritized	Held By Consolidated Trusts	Total	Unsecuritized	Held By Consolidated Trusts	Total
	(in millions)					
Single-family: <sup>(1)</sup>						
Fixed-rate						
Amortizing	\$ 109,358	\$ 1,408,078	\$ 1,517,436	\$ 113,597	\$ 1,402,841	\$ 1,516,438
Interest-only	1,172	3,959	5,131	1,476	4,826	6,302
Total fixed-rate	110,530	1,412,037	1,522,567	115,073	1,407,667	1,522,740
Adjustable-rate						
Amortizing	1,598	66,451	68,049	1,935	65,429	67,364
Interest-only	3,901	21,907	25,808	4,576	23,841	28,417
Total adjustable-rate	5,499	88,358	93,857	6,511	89,270	95,781
Other Guarantee Transactions	—	7,709	7,709	—	8,431	8,431
FHA/VA and other governmental	495	3,270	3,765	553	3,354	3,907
Total single-family	116,524	1,511,374	1,627,898	122,137	1,508,722	1,630,859
Multifamily: <sup>(1)</sup>						
Fixed-rate	45,348	442	45,790	50,701	444	51,145
Adjustable-rate	7,210	—	7,210	8,467	—	8,467
Other governmental	3	—	3	3	—	3
Total multifamily	52,561	442	53,003	59,171	444	59,615
Total UPB of mortgage loans	169,085	1,511,816	1,680,901	181,308	1,509,166	1,690,474
Deferred fees, unamortized premiums, discounts and other cost basis adjustments	(3,908 )	24,357	20,449	(4,817 )	23,745	18,928
	(99 )	—	(99 )	6	—	6

Fair value adjustments on loans held-for sale <sup>(2)</sup>						
Allowance for loan losses on mortgage loans held-for-investment	(20,047 )	(2,652 )	(22,699 )	(21,612 )	(3,006 )	(24,618 )
Total mortgage loans, net	\$145,031	\$1,533,521	\$1,678,552	\$154,885	\$1,529,905	\$1,684,790
Mortgage loans, net:						
Held-for-investment	\$138,613	\$1,533,521	\$1,672,134	\$146,158	\$1,529,905	\$1,676,063
Held-for-sale	6,418	—	6,418	8,727	—	8,727
Total mortgage loans, net	\$145,031	\$1,533,521	\$1,678,552	\$154,885	\$1,529,905	\$1,684,790

(1)Based on UPB.

(2) Consists of fair value adjustments associated with multifamily mortgage loans (for which we have made a fair value election), and single-family mortgage loans classified as held-for-sale.

During the three months ended June 30, 2014 and 2013, we purchased \$57.8 billion and \$126.9 billion, respectively, in UPB of single-family mortgage loans, and \$0.7 billion and \$0.1 billion, respectively, in UPB of multifamily loans that were

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classified as held-for-investment. During the six months ended June 30, 2014 and 2013, we purchased \$106.4 billion and \$256.6 billion, respectively, in UPB of single-family mortgage loans and \$1.3 billion and \$0.4 billion, respectively, in UPB of multifamily loans that were classified as held-for-investment. Our sales of multifamily mortgage loans occur primarily through the issuance of multifamily K Certificates, which we categorize as Other Guarantee Transactions. During the three months ended June 30, 2014 and 2013, we sold \$4.5 billion and \$8.8 billion, respectively, of held-for-sale multifamily mortgage loans. During the six months ended June 30, 2014 and 2013, we sold \$8.4 billion and \$14.4 billion, respectively, of held-for-sale multifamily mortgage loans. See "NOTE 14: FINANCIAL GUARANTEES" for more information on our issuances of Other Guarantee Transactions.

In April 2014, we received FHFA's approval for a pilot transaction to sell certain seriously delinquent unsecuritized single-family loans held on our consolidated balance sheet. In connection with this transaction, during the three months ended June 30, 2014, we reclassified \$0.9 billion in recorded investment of mortgage loans from held-for-investment to held-for-sale. We subsequently reclassified certain of these loans back to held-for-investment during the three months ended June 30, 2014. For additional information regarding fair value of our loans classified as held-for-sale, see "NOTE 16: FAIR VALUE DISCLOSURES."

Credit Quality of Mortgage Loans

We evaluate the credit quality of single-family loans using different criteria than the criteria we use to evaluate multifamily loans. The current LTV ratio is one key factor we consider when estimating our loan loss reserves for single-family loans. As estimated current LTV ratios increase, the borrower's equity in the home decreases, which negatively affects the borrower's ability to refinance (outside of HARP) or to sell the property for an amount at or above the balance of the outstanding mortgage loan. A second-lien mortgage also reduces the borrower's equity in the home, and has a similar negative effect on the borrower's ability to refinance or sell the property for an amount at or above the combined balances of the first and second mortgages. As of both June 30, 2014 and December 31, 2013, based on data collected by us at loan delivery, approximately 14% of loans in our single-family credit guarantee portfolio had second-lien financing by third parties at origination of the first mortgage. However, borrowers are free to obtain second-lien financing after origination, and we are not entitled to receive notification when a borrower does so. Therefore, it is likely that additional borrowers have post-origination second-lien mortgages. For further information about concentrations of risk associated with our single-family and multifamily mortgage loans, see "NOTE 15: CONCENTRATION OF CREDIT AND OTHER RISKS."

The table below presents information on the estimated current LTV ratios of single-family held-for-investment loans on our consolidated balance sheets. Our current LTV ratio estimates are based on available data through the end of each respective period presented.

Table 4.2 — Recorded Investment of Held-For-Investment Mortgage Loans, by LTV Ratio

	As of June 30, 2014				As of December 31, 2013			
	Estimated Current LTV Ratio <sup>(1)</sup>			Total	Estimated Current LTV Ratio <sup>(1)</sup>			Total
	≤ 80	> 80 to 100	> 100 <sup>(2)</sup>		≤ 80	> 80 to 100	> 100 <sup>(2)</sup>	
(in millions)								
Single-family loans:								
20 and 30-year or more, amortizing fixed-rate <sup>(3)</sup>	\$860,835	\$259,189	\$104,746	\$1,224,770	\$819,509	\$269,110	\$124,491	\$1,213,110
15-year amortizing fixed-rate <sup>(3)</sup>	267,087	16,257	4,564	287,908	270,211	19,658	5,748	295,617
Adjustable-rate <sup>(4)</sup>	58,064	6,436	1,045	65,545	56,208	6,714	1,578	64,500
Alt-A, interest-only, and option ARM <sup>(5)</sup>	29,698	19,679	20,091	69,468	29,927	21,564	25,089	76,580
Total single-family loans	\$1,215,684	\$301,561	\$130,446	1,647,691	\$1,175,855	\$317,046	\$156,906	1,649,807
Multifamily loans				47,142				50,874
				\$1,694,833				\$1,700,681

Total recorded  
investment of  
held-for-investment  
loans

(1) The current LTV ratios are management estimates, which are updated on a monthly basis. Current market values are estimated by adjusting the value of the property at origination based on changes in the market value of homes in the same geographical area since that time. The value of a property at origination is based on: (a) for purchase mortgages, either the lesser of the appraised value of the property at the time of mortgage origination or the mortgage borrower's purchase price; or (b) for refinance mortgages, a third-party appraisal. Changes in market value are derived from our internal index which measures price changes for repeat sales and refinancing activity on the same properties using Freddie Mac and Fannie Mae single-family mortgage acquisitions, including foreclosure sales. Estimates of the current LTV ratio include the credit-enhanced portion of the loan and exclude any secondary financing by third parties. The existence of a second lien reduces the borrower's equity in the property and, therefore, can increase the risk of default.

(2) The serious delinquency rate for the total of single-family held-for-investment mortgage loans with estimated current LTV ratios in excess of 100% was 8.8% and 9.9% as of June 30, 2014 and December 31, 2013, respectively.

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The majority of our loan modifications result in new terms that include fixed interest rates after modification. As of June 30, 2014 and December 31, 2013, we have categorized UPB of approximately \$43.3 billion and \$43.8 billion, respectively, of modified loans as fixed-rate loans (instead of as adjustable rate loans), even though the modified loans have rate adjustment provisions. In these cases, while the terms of the modified loans provide for the interest rate to adjust in the future, such future rates are determined at the time of modification rather than at a subsequent date.

(4) Includes balloon/reset mortgage loans and excludes option ARMs.

We have discontinued our purchases of Alt-A, interest-only, and option ARM loans. For reporting purposes:

- (a) loans within the Alt-A category continue to be presented in that category following modification, even though the borrower may have provided full documentation of assets and income to complete the modification; and
- (b) loans within the option ARM category continue to be presented in that category following modification, even though the modified loan no longer provides for optional payment provisions.

For information about the payment status of single-family and multifamily mortgage loans, including the amount of such loans we deem impaired, see “NOTE 5: IMPAIRED LOANS.” For a discussion of certain indicators of credit quality for the multifamily loans on our consolidated balance sheets, see “NOTE 15: CONCENTRATION OF CREDIT AND OTHER RISKS — Multifamily Mortgage Portfolio.”

Allowance for Loan Losses and Reserve for Guarantee Losses, or Loan Loss Reserves

Our loan loss reserves consist of our: (a) allowance for loan losses on mortgage loans that we classify as held-for-investment on our consolidated balance sheets; and (b) reserve for guarantee losses associated with Freddie Mac mortgage-related securities backed by multifamily loans, certain single-family Other Guarantee Transactions, and other guarantee commitments, for which we have incremental credit risk.

A significant portion of the unsecuritized single-family loans on our consolidated balance sheets are seriously delinquent and/or TDR loans that we previously removed from our PC pools. These seriously delinquent and TDR loans typically have a higher associated allowance for loan loss than loans that remain in consolidated trusts. Single-family loans that remain in consolidated trusts are generally aggregated and measured collectively for impairment based on similar risk characteristics of the loans.

The table below presents our loan loss reserves activity for the single-family and multifamily loans that we own or guarantee.

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Table 4.3 — Detail of Loan Loss Reserves

	Three Months Ended June 30, 2014				2013			
	Allowance for Loan Losses		Reserve for Guarantee Losses <sup>(1)</sup>	Total	Allowance for Loan Losses		Reserve for Guarantee Losses <sup>(1)</sup>	Total
	Unsecuritized	Held By Consolidated Trusts			Unsecuritized	Held By Consolidated Trusts		
	(in millions)							
Single-family:								
Beginning balance	\$21,107	\$ 2,789	\$ 106	\$24,002	\$24,089	\$ 4,089	\$ 121	\$28,299
Provision (benefit) for credit losses	(787 )	) 196	(4 )	(595 )	(591 )	) 77	(4 )	(518 )
Charge-offs <sup>(2)</sup>	(1,150 )	) (70 )	(2 )	(1,222 )	(2,193 )	) (142 )	(3 )	(2,338 )
Recoveries <sup>(3)</sup>	327	) 16	—	343	504	) 24	—	528
Transfers, net <sup>(4)</sup>	459	) (279 )	—	180	1,053	) (826 )	(1 )	226
Ending balance	\$19,956	\$ 2,652	\$ 100	\$22,708	\$22,862	\$ 3,222	\$ 113	\$26,197
Multifamily:								
Beginning balance	\$ 113	\$ —	\$ 19	\$ 132	\$ 308	\$ 1	\$ 31	\$ 340
Provision (benefit) for credit losses	(20 )	) —	(3 )	(23 )	(103 )	) (1 )	(1 )	(105 )
Charge-offs <sup>(2)</sup>	(2 )	) —	—	(2 )	1	) —	—	1
Ending balance	\$91	\$ —	\$ 16	\$ 107	\$ 206	\$ —	\$ 30	\$ 236
Total:								
Beginning balance	\$21,220	\$ 2,789	\$ 125	\$24,134	\$24,397	\$ 4,090	\$ 152	\$28,639
Provision (benefit) for credit losses	(807 )	) 196	(7 )	(618 )	(694 )	) 76	(5 )	(623 )
Charge-offs <sup>(2)</sup>	(1,152 )	) (70 )	(2 )	(1,224 )	(2,192 )	) (142 )	(3 )	(2,337 )
Recoveries <sup>(3)</sup>	327	) 16	—	343	504	) 24	—	528
Transfers, net <sup>(4)</sup>	459	) (279 )	—	180	1,053	) (826 )	(1 )	226
Ending balance	\$20,047	\$ 2,652	\$ 116	\$22,815	\$23,068	\$ 3,222	\$ 143	\$26,433
	Six Months Ended June 30, 2014				2013			
	Allowance for Loan Losses		Reserve for Guarantee Losses <sup>(1)</sup>	Total	Allowance for Loan Losses		Reserve for Guarantee Losses <sup>(1)</sup>	Total
	Unsecuritized	Held By Consolidated Trusts			Unsecuritized	Held By Consolidated Trusts		
	(in millions)							
Single-family:								
Beginning balance	\$21,487	\$ 3,006	\$ 85	\$24,578	\$25,449	\$ 4,918	\$ 141	\$30,508
Provision (benefit) for credit losses	(876 )	) 367	18	(491 )	(1,654 )	) 687	(20 )	(987 )
Charge-offs <sup>(2)</sup>	(2,450 )	) (226 )	(3 )	(2,679 )	(4,677 )	) (312 )	(5 )	(4,994 )
Recoveries <sup>(3)</sup>	664	) 246	—	910	1,127	) 59	—	1,186
Transfers, net <sup>(4)</sup>	1,131	) (741 )	—	390	2,617	) (2,130 )	(3 )	484
Ending balance	\$19,956	\$ 2,652	\$ 100	\$22,708	\$22,862	\$ 3,222	\$ 113	\$26,197
Multifamily:								



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Beginning balance	\$ 125	\$ —	\$ 26	\$ 151	\$ 339	\$ 1	\$ 42	\$ 382
Provision (benefit) for credit losses	(32	) —	(10	) (42	) (133	) (1	) (5	) (139
Charge-offs <sup>(2)</sup>	(2	) —	—	(2	) (1	) —	—	(1
Recoveries <sup>(3)</sup>	—	—	—	—	1	—	—	1
Transfers, net <sup>(4)</sup>	—	—	—	—	—	—	(7	) (7
Ending balance	\$ 91	\$ —	\$ 16	\$ 107	\$ 206	\$ —	\$ 30	\$ 236
Total:								
Beginning balance	\$ 21,612	\$ 3,006	\$ 111	\$ 24,729	\$ 25,788	\$ 4,919	\$ 183	\$ 30,890
Provision (benefit) for credit losses	(908	) 367	8	(533	) (1,787	) 686	(25	) (1,126
Charge-offs <sup>(2)</sup>	(2,452	) (226	) (3	) (2,681	) (4,678	) (312	) (5	) (4,995
Recoveries <sup>(3)</sup>	664	246	—	910	1,128	59	—	1,187
Transfers, net <sup>(4)</sup>	1,131	(741	) —	390	2,617	(2,130	) (10	) 477
Ending balance	\$ 20,047	\$ 2,652	\$ 116	\$ 22,815	\$ 23,068	\$ 3,222	\$ 143	\$ 26,433

- (1) Loans associated with our reserve for guarantee losses are those loans that underlie our non-consolidated securitization trusts and other guarantee commitments and are evaluated for impairment on a collective basis. Our reserve for guarantee losses is included in other liabilities on our consolidated balance sheets.

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Charge-offs represent the amount of a loan that has been discharged to remove the loan from our consolidated balance sheet principally due to either foreclosure transfers or short sales. Charge-offs exclude \$20 million and \$68 million for the three months ended June 30, 2014 and 2013, respectively, and \$38 million and \$141 million for the six months ended June 30, 2014 and 2013, respectively, related to: (a) amounts recorded as losses on loans (2) purchased within other expenses on our consolidated statements of comprehensive income, which relate to certain loans purchased under financial guarantees; or (b) cumulative fair value losses recognized through the date of foreclosure for multifamily loans which we elected to carry at fair value at the time of our purchase. We record charge-offs and recoveries on loans held by consolidated trusts when a loss event (such as a foreclosure transfer or foreclosure alternative) occurs on a loan while it remains in a consolidated trust.

Recoveries of charge-offs primarily result from foreclosure alternatives and REO acquisitions on loans where: (a) a share of default risk has been assumed by mortgage insurers, servicers, or other third parties through certain credit (3) enhancements; or (b) we received a reimbursement of our losses from a seller/servicer associated with a repurchase request on a loan that experienced a foreclosure transfer or a foreclosure alternative.

Consists of: (a) approximately \$0.2 billion and \$0.8 billion during the three months ended June 30, 2014 and 2013, respectively, and \$0.7 billion and \$2.1 billion during the six months ended June 30, 2014 and 2013, respectively, of (4) reclassified single-family reserves related to our removal of loans previously held by consolidated trusts; and (b) approximately \$0.2 billion during both the three months ended June 30, 2014 and 2013, and \$0.4 billion and \$0.5 billion during the six months ended June 30, 2014 and 2013, respectively, attributable to capitalization of past due interest on modified mortgage loans.

The table below presents our allowance for loan losses and our recorded investment in mortgage loans, held-for-investment, by impairment evaluation methodology.

Table 4.4 — Net Investment in Mortgage Loans

	June 30, 2014			December 31, 2013		
	Single-family	Multifamily	Total	Single-family	Multifamily	Total
	(in millions)					
Recorded investment:						
Collectively evaluated	\$1,548,092	\$46,077	\$1,594,169	\$1,551,667	\$49,598	\$1,601,265
Individually evaluated	99,599	1,065	100,664	98,140	1,276	99,416
Total recorded investment	1,647,691	47,142	1,694,833	1,649,807	50,874	1,700,681
Ending balance of the allowance for loan losses:						
Collectively evaluated	(4,515 )	(33 )	(4,548 )	(5,939 )	(45 )	(5,984 )
Individually evaluated	(18,093 )	(58 )	(18,151 )	(18,554 )	(80 )	(18,634 )
Total ending balance of the allowance	(22,608 )	(91 )	(22,699 )	(24,493 )	(125 )	(24,618 )
Net investment in mortgage loans	\$1,625,083	\$47,051	\$1,672,134	\$1,625,314	\$50,749	\$1,676,063

A significant number of unsecuritized single-family mortgage loans on our consolidated balance sheets are individually evaluated for impairment while substantially all single-family mortgage loans held by our consolidated trusts are collectively evaluated for impairment. The ending balance of the allowance for loan losses associated with our held-for-investment unsecuritized mortgage loans represented approximately 12.6% and 12.9% of the recorded investment in such loans at June 30, 2014 and December 31, 2013, respectively, and the majority of the allowance associated with these loans represent concessions provided to borrowers as part of loan modifications. The ending balance of the allowance for loan losses associated with mortgage loans held by our consolidated trusts represented approximately 0.2% of the recorded investment in such loans as of both June 30, 2014 and December 31, 2013.

**Credit Protection and Other Forms of Credit Enhancement**

In connection with many of our mortgage loans held-for-investment and other mortgage-related guarantees, we have credit protection in the form of primary mortgage insurance, pool insurance, recourse to lenders, and other forms of credit enhancements.

The table below presents the UPB of loans on our consolidated balance sheets or underlying our financial guarantees with credit protection and the maximum amounts of potential loss recovery by type of credit protection.

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Table 4.5 — Recourse and Other Forms of Credit Protection

	UPB at		Maximum Coverage <sup>(2)</sup> at	
	June 30, 2014	December 31, 2013	June 30, 2014	December 31, 2013
	(in millions)			
Single-family:				
Primary mortgage insurance	\$211,058	\$203,470	\$53,250	\$50,823
Risk transfer transactions <sup>(3)</sup>	114,425	56,903	3,376	1,183
Lender recourse and indemnifications	6,868	7,119	6,398	6,726
Pool insurance <sup>(4)</sup>	3,822	4,683	1,036	1,186
HFA indemnification <sup>(5)</sup>	3,612	4,051	3,323	3,323
Subordination <sup>(6)</sup>	2,512	2,644	365	399
Other credit enhancements	23	38	23	38
Total	\$342,320	\$278,908	\$67,771	\$63,678
Multifamily:				
K Certificates <sup>(7)</sup>	\$65,844	\$59,326	\$11,804	\$10,601
Subordination <sup>(6)</sup>	4,372	4,435	727	756
HFA indemnification <sup>(5)</sup>	830	905	699	699
Other credit enhancements	6,300	6,666	1,678	1,834
Total	\$77,346	\$71,332	\$14,908	\$13,890

Excludes: (a) FHA/VA and other governmental loans; (b) purchased credit protection associated with \$10.6 billion and \$11.5 billion in UPB of single-family loans underlying Other Guarantee Transactions as of June 30, 2014 and (1) December 31, 2013, respectively; and (c) repurchase rights (subject to certain conditions and limitations) we have under representations and warranties provided by our agreements with seller/servicers to underwrite loans and service them in accordance with our standards.

Except for subordination and K Certificates, this represents the remaining amount of loss recovery that is available subject to terms of counterparty agreements. For subordination and K Certificates coverage, this represents the (2) UPB of the securities that are subordinate to our guarantee, which could provide protection by absorbing first losses.

Represents: (a) STACR debt note transactions in which we issue and sell debt securities, the principal balance of which is subject to the performance of a reference pool of single-family mortgage loans owned or guaranteed by Freddie Mac; and (b) transactions in which we purchased insurance policies on a portion of the mezzanine loss (3) positions that were not issued to third parties in certain STACR debt note transactions. UPB amounts presented represent the UPB of the loans in the associated reference pools as of the respective dates. Maximum coverage amounts presented represent the outstanding balance of the debt securities held by third parties as well as the remaining aggregate limit of insurance purchased from third parties.

Maximum coverage amounts presented have been limited to the UPB at period end. Excludes approximately \$1.5 (4) billion and \$1.8 billion in UPB at June 30, 2014 and December 31, 2013, respectively, where the related loans are also covered by primary mortgage insurance.

(5) Represents the amount of potential reimbursement of losses on securities we have guaranteed that are backed by state and local HFA bonds related to the HFA initiative.

(6) Represents Freddie Mac issued mortgage-related securities with subordination protection, excluding multifamily K Certificates and those securities backed by state and local HFA bonds related to the HFA initiative.

(7) Represents multifamily K Certificates with subordination protection.

Primary mortgage insurance is the most prevalent type of credit enhancement protecting our single-family credit guarantee portfolio, and is provided on a loan-level basis. For information about counterparty risk associated with mortgage insurers, see “NOTE 15: CONCENTRATION OF CREDIT AND OTHER RISKS — Mortgage Insurers.”

Our structured agency credit risk (STACR) debt note transactions, in which we issue unsecured debt securities that reduce our exposure to credit risk, also provide credit enhancement protecting our single-family credit guarantee portfolio. We executed two STACR debt note transactions during the six months ended June 30, 2014. For more information about our STACR debt note transactions, see "NOTE 4: MORTGAGE LOANS AND LOAN LOSS RESERVES" in our 2013 Annual Report.

We also have credit enhancements protecting our multifamily mortgage portfolio. Subordination, primarily through our K Certificates, is the most prevalent type, whereby we mitigate our credit risk exposure by structuring our securities to sell the expected credit risk to private investors who purchase the subordinate tranches.

We also have credit protection for certain mortgage loans on our consolidated balance sheets that are covered by insurance or partial guarantees issued by federal agencies (such as FHA, VA, and USDA). The total UPB of these loans was \$3.8 billion and \$3.9 billion as of June 30, 2014 and December 31, 2013, respectively.

#### NOTE 5: IMPAIRED LOANS

##### Individually Impaired Loans

Individually impaired single-family loans include TDRs, as well as loans acquired under our financial guarantees with deteriorated credit quality. Individually impaired multifamily loans include TDRs, loans three monthly payments or more past due, and loans that are impaired based on management judgment. For a discussion of our significant accounting policies regarding impaired and non-accrual mortgage loans, which are applied consistently for multifamily loans and single-family loan classes, see "NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES" in our 2013 Annual Report.

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Total loan loss reserves consist of a specific valuation allowance related to individually impaired mortgage loans, and a general reserve for other probable incurred losses. Our recorded investment in individually impaired mortgage loans and the related specific valuation allowance are summarized in the table below by product class (for single-family loans).

Table 5.1 — Individually Impaired Loans

UPB	Balance at June 30, 2014			For The Three Months Ended June 30, 2014			For The Six Months Ended June 30, 2014			
	Recorded Investment	Associated Allowance	Net Investment	Average Recorded Investment	Interest Income Recognized	Interest Income Recognized On Cash Basis <sup>(1)</sup>	Average Recorded Investment	Interest Income Recognized	Interest Income Recognized On Cash Basis <sup>(1)</sup>	
	(in millions)									
Single-family — With no specific allowance recorded <sup>(2)</sup> :										
20 and 30-year or more, amortizing fixed-rate <sup>(3)</sup>	\$5,800	\$3,483	N/A	\$3,483	\$3,453	\$ 82	\$ 7	\$3,457	\$ 172	\$ 15
15-year amortizing fixed-rate <sup>(3)</sup>	51	32	N/A	32	32	2	—	33	5	—
Adjustable-rate <sup>(4)</sup>	18	13	N/A	13	11	—	—	11	—	—
Alt-A, interest-only, and option ARM <sup>(5)</sup>	1,796	1,143	N/A	1,143	1,122	19	2	1,103	38	2
Total with no specific allowance recorded	7,665	4,671	N/A	4,671	4,618	103	9	4,604	215	17
With specific allowance recorded <sup>(6)</sup> :										
20 and 30-year or more, amortizing fixed-rate <sup>(3)</sup>	77,218	76,174	\$(14,247)	61,927	75,761	586	64	75,343	1,172	130
15-year amortizing fixed-rate <sup>(3)</sup>	1,300	1,302	(41 )	1,261	1,265	14	2	1,270	28	5
Adjustable-rate <sup>(4)</sup>	910	905	(70 )	835	896	6	1	907	12	2
Alt-A, interest-only, and option ARM <sup>(5)</sup>	16,892	16,547	(3,735 )	12,812	16,515	95	13	16,592	191	28
Total with specific allowance	96,320	94,928	(18,093 )	76,835	94,437	701	80	94,112	1,403	165

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recorded Combined single-family: 20 and 30-year or more, amortizing fixed-rate <sup>(3)</sup>	83,018	79,657	(14,247 )	65,410	79,214	668	71	78,800	1,344	145
15-year amortizing fixed-rate <sup>(3)</sup>	1,351	1,334	(41 )	1,293	1,297	16	2	1,303	33	5
Adjustable-rate <sup>(4)</sup> Alt-A, interest-only, and option ARM <sup>(5)</sup>	928	918	(70 )	848	907	6	1	918	12	2
Total single-family <sup>(7)</sup>	\$103,985	\$99,599	\$(18,093)	\$81,506	\$99,055	\$804	\$89	\$98,716	\$1,618	\$182
Multifamily — With no specific allowance recorded <sup>(8)</sup>	\$580	\$569	N/A	\$569	\$586	\$8	\$2	\$668	\$16	\$5
With specific allowance recorded	507	496	\$(58 )	438	497	6	5	511	13	9
Total multifamily	\$1,087	\$1,065	\$(58 )	\$1,007	\$1,083	\$14	\$7	\$1,179	\$29	\$14
Total single-family and multifamily	\$105,072	\$100,664	\$(18,151)	\$82,513	\$100,138	\$818	\$96	\$99,895	\$1,647	\$196

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	Balance at December 31, 2013			For The Three Months Ended June 30, 2013			For The Six Months Ended June 30, 2013			
	UPB	Recorded Investment	Associated Allowance	Net Investment	Average Recorded Investment	Interest Income Recognized	Interest Income Recognized On Cash Basis <sup>(1)</sup>	Average Recorded Investment	Interest Income Recognized	Interest Income Recognized On Cash Basis <sup>(1)</sup>
	(in millions)									
Single-family — With no specific allowance recorded <sup>(2)</sup> :										
20 and 30-year or more, amortizing fixed-rate <sup>(3)</sup>	\$5,927	\$ 3,355	N/A	\$ 3,355	\$3,342	\$ 107	\$ 10	\$3,304	\$ 206	\$ 20
15-year amortizing fixed-rate <sup>(3)</sup>	62	34	N/A	34	30	2	—	30	3	1
Adjustable rate <sup>(4)</sup>	19	13	N/A	13	13	—	—	13	—	—
Alt-A, interest-only, and option ARM <sup>(5)</sup>	1,758	1,038	N/A	1,038	974	19	3	927	36	5
Total with no specific allowance recorded	7,766	4,440	N/A	4,440	4,359	128	13	4,274	245	26
With specific allowance recorded <sup>(6)</sup> :										
20 and 30-year or more, amortizing fixed-rate <sup>(3)</sup>	75,633	74,554	\$(14,431)	60,123	68,830	540	84	68,128	1,053	155
15-year amortizing fixed-rate <sup>(3)</sup>	1,324	1,324	(43 )	1,281	1,087	12	3	1,085	24	6
Adjustable rate <sup>(4)</sup>	967	962	(84 )	878	844	5	2	840	11	3
Alt-A, interest-only, and option ARM <sup>(5)</sup>	17,210	16,860	(3,996 )	12,864	16,484	97	27	16,505	188	42



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Total with specific allowance recorded	95,134	93,700	(18,554 )	75,146	87,245	654	116	86,558	1,276	206
Combined single-family: 20 and 30-year or more, amortizing fixed-rate <sup>(3)</sup>	81,560	77,909	(14,431 )	63,478	72,172	647	94	71,432	1,259	175
15-year amortizing fixed-rate <sup>(3)</sup>	1,386	1,358	(43 )	1,315	1,117	14	3	1,115	27	7
Adjustable rate <sup>(4)</sup>	986	975	(84 )	891	857	5	2	853	11	3
Alt-A, interest-only, and option ARM <sup>(5)</sup>	18,968	17,898	(3,996 )	13,902	17,458	116	30	17,432	224	47
Total single-family <sup>(7)</sup>	\$ 102,900	\$ 98,140	\$ (18,554)	\$ 79,586	\$ 91,604	\$ 782	\$ 129	\$ 90,832	\$ 1,521	\$ 232
Multifamily —										
With no specific allowance recorded <sup>(8)</sup>	\$ 694	\$ 681	N/A	\$ 681	\$ 985	\$ 13	\$ 6	\$ 1,076	\$ 27	\$ 12
With specific allowance recorded	608	595	\$(80 )	515	866	12	9	907	24	19
Total multifamily	\$ 1,302	\$ 1,276	\$ (80 )	\$ 1,196	\$ 1,851	\$ 25	\$ 15	\$ 1,983	\$ 51	\$ 31
Total single-family and multifamily	\$ 104,202	\$ 99,416	\$ (18,634)	\$ 80,782	\$ 93,455	\$ 807	\$ 144	\$ 92,815	\$ 1,572	\$ 263

(1) Consists of income recognized during the period related to loans categorized as non-accrual.

Individually impaired loans with no specific related valuation allowance primarily represent mortgage loans

(2) removed from PC pools and accounted for in accordance with the accounting guidance for loans and debt securities acquired with deteriorated credit quality that have not experienced further deterioration.

(3) See endnote (3) of “Table 4.2 — Recorded Investment of Held-For-Investment Mortgage Loans, by LTV Ratio.”

(4) Includes balloon/reset mortgage loans and excludes option ARMs.

(5) See endnote (5) of “Table 4.2 — Recorded Investment of Held-For-Investment Mortgage Loans, by LTV Ratio.”

(6) Consists primarily of mortgage loans classified as TDRs.

As of June 30, 2014 and December 31, 2013 includes \$96.3 billion and \$95.1 billion, respectively, of UPB associated with loans for which we have recorded a specific allowance, and \$7.7 billion and \$7.8 billion, respectively, of UPB associated with loans that have no specific allowance recorded. See endnote (2) for additional information.

Individually impaired multifamily loans with no specific related valuation allowance primarily represent those (8) loans for which the collateral value is sufficiently in excess of the loan balance to result in recovery of the entire recorded investment if the property were foreclosed upon or otherwise subject to disposition.

Interest income foregone on individually impaired loans was \$0.6 billion for both the three months ended June 30, 2014 and 2013, and \$1.3 billion for both the six months ended June 30, 2014 and 2013.



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## Mortgage Loan Performance

The table below presents the recorded investment of our single-family and multifamily mortgage loans, held-for-investment, by payment status.

Table 5.2 — Payment Status of Mortgage Loans

	June 30, 2014					
	Current	One Month Past Due	Two Months Past Due	Three Months or More Past Due, or in Foreclosure	Total	Non-accrual
	(in millions)					
Single-family —						
20 and 30-year or more, amortizing fixed-rate <sup>(2)</sup>	\$1,176,501	\$17,606	\$5,615	\$ 25,048	\$1,224,770	\$ 25,043
15-year amortizing fixed-rate <sup>(2)</sup>	285,906	1,025	221	756	287,908	756
Adjustable-rate <sup>(3)</sup>	64,281	434	125	705	65,545	705
Alt-A, interest-only, and option ARM <sup>(4)</sup>	57,912	2,387	957	8,212	69,468	8,209
Total single-family	1,584,600	21,452	6,918	34,721	1,647,691	34,713
Total multifamily	47,121	8	4	9	47,142	510
Total single-family and multifamily	\$1,631,721	\$21,460	\$6,922	\$ 34,730	\$1,694,833	\$ 35,223
	December 31, 2013					
	Current	One Month Past Due	Two Months Past Due	Three Months or More Past Due, or in Foreclosure	Total	Non-accrual
	(in millions)					
Single-family —						
20 and 30-year or more, amortizing fixed-rate <sup>(2)</sup>	\$1,157,057	\$19,743	\$6,675	\$ 29,635	\$1,213,110	\$ 29,620
15-year amortizing fixed-rate <sup>(2)</sup>	293,286	1,196	271	864	295,617	863
Adjustable-rate <sup>(3)</sup>	62,987	495	147	871	64,500	871
Alt-A, interest-only, and option ARM <sup>(4)</sup>	62,356	2,898	1,157	10,169	76,580	10,162
Total single-family	1,575,686	24,332	8,250	41,539	1,649,807	41,516
Total multifamily	50,827	—	21	26	50,874	627
Total single-family and multifamily	\$1,626,513	\$24,332	\$8,271	\$ 41,565	\$1,700,681	\$ 42,143

Based on recorded investment in the loan. Mortgage loans that have been modified are not counted as past due as (1) long as the borrower is current under the modified terms. The payment status of a loan may be affected by temporary timing differences, or lags, in the reporting of this information to us by our servicers.

(2) See endnote (3) of “Table 4.2 — Recorded Investment of Held-For-Investment Mortgage Loans, by LTV Ratio.”

(3) Includes balloon/reset mortgage loans and excludes option ARMs.

(4) See endnote (5) of “Table 4.2 — Recorded Investment of Held-For-Investment Mortgage Loans, by LTV Ratio.”

We have the option under our PC master trust agreement to remove mortgage loans that underlie our PCs under certain circumstances to resolve an existing or impending delinquency or default. Our practice generally has been to remove loans from PC trusts when the loans have been delinquent for 120 days or more. As of June 30, 2014, there were \$0.8 billion in UPB of loans underlying our PCs that were 120 days or more delinquent, and that met our criteria for removing the loan from the PC trust. Generally, we remove these delinquent loans from the PC trust, and thereby

extinguish the related PC debt at the next scheduled PC payment date, unless the loans proceed to foreclosure transfer, complete a foreclosure alternative or are paid in full by the borrower before such date.

When we remove mortgage loans from PC trusts, we reclassify the loans from mortgage loans held-for-investment by consolidated trusts to unsecuritized mortgage loans held-for-investment and record an extinguishment of the corresponding portion of the debt securities of the consolidated trusts. We removed \$2.8 billion and \$6.3 billion in UPB of loans from PC trusts (or purchased delinquent loans associated with other guarantee commitments) for the three and six months ended June 30, 2014, respectively, compared to \$4.8 billion and \$10.6 billion in UPB for the three and six months ended June 30, 2013, respectively.

The table below summarizes the delinquency rates of mortgage loans within our single-family credit guarantee and multifamily mortgage portfolios.

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Table 5.3 — Delinquency Rates

	June 30, 2014	December 31, 2013	
Single-family: <sup>(1)</sup>			
Non-credit-enhanced portfolio (excluding Other Guarantee Transactions):			
Serious delinquency rate	1.73	% 1.99	%
Total number of seriously delinquent loans	159,247	183,822	
Credit-enhanced portfolio (excluding Other Guarantee Transactions):			
Serious delinquency rate	3.58	% 4.34	%
Total number of seriously delinquent loans	47,063	56,794	
Other Guarantee Transactions: <sup>(2)</sup>			
Serious delinquency rate	10.41	% 10.91	%
Total number of seriously delinquent loans	13,019	14,709	
Total single-family:			
Serious delinquency rate	2.07	% 2.39	%
Total number of seriously delinquent loans	219,329	255,325	
Multifamily: <sup>(3)</sup>			
Non-credit-enhanced portfolio:			
Delinquency rate	0.02	% 0.07	%
UPB of delinquent loans (in millions)	\$13	\$46	
Credit-enhanced portfolio:			
Delinquency rate	0.02	% 0.11	%
UPB of delinquent loans (in millions)	\$14	\$75	
Total Multifamily:			
Delinquency rate	0.02	% 0.09	%
UPB of delinquent loans (in millions)	\$27	\$121	

Single-family mortgage loans that have been modified are not counted as seriously delinquent if the borrower is less than three monthly payments past due under the modified terms. Serious delinquencies on single-family mortgage loans underlying certain REMICs and Other Structured Securities, Other Guarantee Transactions, and other guarantee commitments may be reported on a different schedule due to variances in industry practice.

Single-family Other Guarantee Transactions generally have underlying mortgage loans with higher risk characteristics, but some single-family Other Guarantee Transactions may provide inherent credit protections from losses due to underlying subordination, excess interest, overcollateralization and other features.

Multifamily delinquency performance is based on UPB of mortgage loans that are two monthly payments or more past due or those in the process of foreclosure and includes multifamily Other Guarantee Transactions (e.g., K Certificates). Excludes mortgage loans that have been modified as long as the borrower is less than two monthly payments past due under the modified contractual terms.

We continue to implement a number of initiatives to refinance and modify loans, including the MHA Program and the servicing alignment initiative. As part of accomplishing certain of these initiatives, we pay various incentives to servicers and borrowers. We bear the full costs associated with these loan workout and foreclosure alternatives on mortgages that we own or guarantee, including the cost of any monthly payment reductions.

#### Troubled Debt Restructurings

##### Single-Family TDRs

For information about our loss mitigation activities that can result in our granting a concession to a borrower, including our participation in HAMP, see “NOTE 5: INDIVIDUALLY IMPAIRED AND NON-PERFORMING LOANS” in our 2013 Annual Report.

During the six months ended June 30, 2014 approximately 56% of completed single-family loan modifications that were classified as TDRs involved interest rate reductions and, in certain cases, term extensions and approximately 29% involved principal forbearance in addition to interest rate reductions and, in certain cases, term extensions.

During the six months ended June 30, 2014, the average term extension was 174 months and the average interest rate reduction was 1.6% on completed single-family loan modifications classified as TDRs.

TDR Activity and Performance

The table below presents the volume of single-family and multifamily loans that were newly classified as TDRs during the three and six months ended June 30, 2014 and 2013, based on the original category of the loan before the loan was classified as a TDR. Loans classified as a TDR in one period may be subject to further action (such as a modification or remodification) in a subsequent period. In such cases, the subsequent action would not be reflected in the table below since the loan would already have been classified as a TDR.

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Table 5.4 — TDR Activity, by Segment

	Three Months Ended June 30,				Six Months Ended June 30,			
	2014		2013		2014		2013	
	# of Loans	Post-TDR Recorded Investment	# of Loans	Post-TDR Recorded Investment	# of Loans	Post-TDR Recorded Investment	# of Loans	Post-TDR Recorded Investment
(dollars in millions)								
Single-family: <sup>(1)</sup>								
20 and 30-year or more, amortizing fixed-rate <sup>(2)</sup>	17,424	\$2,618	21,911	\$3,538	35,162	\$5,345	44,392	\$7,233
15-year amortizing fixed-rate	1,837	137	2,709	187	3,347	255	4,597	330
Adjustable-rate <sup>(3)</sup>	442	66	989	142	939	146	1,678	260
Alt-A, interest-only, and option ARM <sup>(4)</sup>	2,430	481	4,040	920	5,136	1,054	8,707	2,008
Total Single-family	22,133	3,302	29,649	4,787	44,584	6,800	59,374	9,831
Multifamily	1	10	2	42	1	10	5	73
Total	22,134	\$3,312	29,651	\$4,829	44,585	\$6,810	59,379	\$9,904

The pre-TDR recorded investment for single-family loans initially classified as TDR during the three and six (1) months ended June 30, 2014 was \$3.3 billion and \$6.8 billion, respectively, compared to \$4.8 billion and \$9.8 billion during the three and six months ended June 30, 2013, respectively.

(2) See endnote (3) of “Table 4.2 — Recorded Investment of Held-For-Investment Mortgage Loans, by LTV Ratio.”

(3) Includes balloon/reset mortgage loans and excludes option ARMs.

(4) See endnote (5) of “Table 4.2 — Recorded Investment of Held-For-Investment Mortgage Loans, by LTV Ratio.”

The table below presents the volume of our TDR modifications that experienced payment defaults (i.e., loans that became two months delinquent or completed a loss event) during the applicable periods. The table presents loans based on their original product category before modification and excludes loans subject to other loss mitigation activity that were classified as TDRs during the period. Substantially all of our completed single-family loan modifications classified as a TDR during the six months ended June 30, 2014 resulted in a modified loan with a fixed interest rate.

Table 5.5 — Payment Defaults of Completed TDR Modifications, by Segment

	Three Months Ended June 30,				Six Months Ended June 30,			
	2014		2013		2014		2013	
	# of Loans	Post-TDR Recorded Investment <sup>(2)</sup>	# of Loans	Post-TDR Recorded Investment <sup>(2)</sup>	# of Loans	Post-TDR Recorded Investment <sup>(2)</sup>	# of Loans	Post-TDR Recorded Investment <sup>(2)</sup>
(dollars in millions)								
Single-family:								
20 and 30-year or more, amortizing fixed-rate <sup>(3)</sup>	4,392	\$ 780	3,612	\$ 670	8,624	\$ 1,561	6,783	\$ 1,263
15-year amortizing fixed-rate	138	13	127	15	291	29	217	24
Adjustable-rate	88	17	49	9	162	31	103	20
Alt-A, interest-only, and option ARM <sup>(4)</sup>	562	137	551	147	1,174	290	1,062	282

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Total single-family	5,180	\$ 947	4,339	\$ 841	10,251	\$ 1,911	8,165	\$ 1,589
Multifamily	—	\$ —	—	\$ —	—	\$ —	—	\$ —

(1) Represents TDR loans that experienced a payment default during the period and had completed a modification during the year preceding the payment default. A payment default occurs when a borrower either: (a) became two or more months delinquent; or (b) completed a loss event, such as a short sale or foreclosure transfer. We only include payment defaults for a single loan once during each quarterly period within a year; however, a single loan will be reflected more than once if the borrower experienced another payment default in a subsequent quarterly period.

(2) Represents the recorded investment at the end of the period in which the loan was modified and does not represent the recorded investment as of June 30.

(3) See endnote (3) of “Table 4.2 — Recorded Investment of Held-For-Investment Mortgage Loans, by LTV Ratio.”

(4) See endnote (5) of “Table 4.2 — Recorded Investment of Held-For-Investment Mortgage Loans, by LTV Ratio.”

In addition to modifications, loans may be initially classified as TDRs as a result of other loss mitigation activities (i.e., repayment plans, forbearance agreements, or trial period modifications). During the six months ended June 30, 2014 and 2013, 4,295 and 4,158 of such loans, respectively, with a post-TDR recorded investment of \$651 million and \$693 million, respectively, experienced a payment default.

Loans may also be initially classified as TDRs because the borrowers’ debts were discharged in Chapter 7 bankruptcy (and the loan was not already classified as a TDR for other reasons). During the six months ended June 30, 2014 and 2013,



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2,388 and 10,327, respectively, of such loans (with a post-TDR recorded investment of \$0.4 billion and \$1.7 billion, respectively) experienced a payment default.

**NOTE 6: REAL ESTATE OWNED**

We obtain REO properties: (a) when we are the highest bidder at foreclosure sales of properties that collateralize single-family and multifamily mortgage loans owned by us; or (b) when a delinquent borrower chooses to transfer the mortgaged property to us in lieu of going through the foreclosure process (i.e., deed in lieu of foreclosure). See “NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES” in our 2013 Annual Report for a discussion of our significant accounting policies for REO.

The table below provides a summary of the change in the carrying value of our combined single-family and multifamily REO balances. For the periods presented in the table below, the weighted average holding period for our disposed properties was less than one year.

Table 6.1 — REO

	Three Months Ended		Six Months Ended	
	June 30, 2014	2013	June 30, 2014	2013
	(in millions)			
Beginning balance — REO	\$4,397	\$4,365	\$4,602	\$4,407
Additions	1,026	1,427	2,478	2,988
Dispositions	(1,727)	(1,719)	(3,384)	(3,322)
Ending balance — REO	3,696	4,073	3,696	4,073
Beginning balance, valuation allowance	(58)	(42)	(51)	(29)
Change in valuation allowance	39	20	32	7
Ending balance, valuation allowance	(19)	(22)	(19)	(22)
Ending balance — REO, net	\$3,677	\$4,051	\$3,677	\$4,051

The REO balance, net at June 30, 2014 and December 31, 2013 associated with single-family properties was \$3.7 billion and \$4.5 billion, respectively, and the balance associated with multifamily properties was \$16 million and \$10 million, respectively. The Southeast region represented approximately 38% and 34% of our single-family REO additions during the three months ended June 30, 2014 and 2013, respectively, based on the number of properties, and the North Central region represented approximately 24% and 31% of our single-family REO additions during these periods. Our single-family REO inventory consisted of 36,134 properties and 47,307 properties at June 30, 2014 and December 31, 2013, respectively. In recent years, the foreclosure process has been significantly slowed in many geographical areas, particularly in states that require a judicial foreclosure process, which extends the time it takes for loans to be foreclosed upon and the underlying property to transition to REO. See “NOTE 15: CONCENTRATION OF CREDIT AND OTHER RISKS” for additional information about regional concentrations in our portfolio.

Excluding holding period valuation adjustments and recoveries, we recognized gains of \$154 million and \$237 million on REO dispositions during the three months ended June 30, 2014 and 2013, respectively, and \$283 million and \$396 million on REO dispositions during the six months ended June 30, 2014 and 2013, respectively. We increased (decreased) our valuation allowance for properties in our REO inventory by \$(26) million and \$(6) million during the three months ended June 30, 2014 and 2013, respectively, and \$(1) million and \$17 million during the six months ended June 30, 2014 and 2013, respectively.

REO property acquisitions that result from extinguishment of our mortgage loans held on our consolidated balance sheets are treated as non-cash transfers. The amount of non-cash acquisitions of REO properties during the six months ended June 30, 2014 and 2013 was \$2.3 billion and \$2.8 billion, respectively.

**NOTE 7: INVESTMENTS IN SECURITIES**

The table below summarizes amortized cost, estimated fair values, and corresponding gross unrealized gains and gross unrealized losses for available-for-sale securities by major security type. At June 30, 2014 and December 31, 2013, all available-for-sale securities are mortgage-related securities.



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Table 7.1 — Available-For-Sale Securities

June 30, 2014	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
	(in millions)			
Available-for-sale securities:				
Freddie Mac	\$36,245	\$1,568	\$(58)	) \$37,755
Fannie Mae	8,806	618	(2)	) 9,422
Ginnie Mae	203	17	—	) 220
CMBS	24,607	1,179	(127)	) 25,659
Subprime	25,201	667	(1,577)	) 24,291
Option ARM	6,271	306	(346)	) 6,231
Alt-A and other	5,934	582	(62)	) 6,454
Obligations of states and political subdivisions	2,865	37	(4)	) 2,898
Manufactured housing	592	79	(3)	) 668
Total available-for-sale securities	\$110,724	\$5,053	\$(2,179)	) \$113,598
December 31, 2013				
Available-for-sale securities:				
Freddie Mac	\$39,001	\$1,847	\$(189)	) \$40,659
Fannie Mae	10,140	660	(3)	) 10,797
Ginnie Mae	149	18	—	) 167
CMBS	29,151	1,524	(337)	) 30,338
Subprime	29,897	382	(2,780)	) 27,499
Option ARM	6,617	338	(381)	) 6,574
Alt-A and other	8,322	526	(142)	) 8,706
Obligations of states and political subdivisions	3,533	23	(61)	) 3,495
Manufactured housing	629	61	(6)	) 684
Total available-for-sale securities	\$127,439	\$5,379	\$(3,899)	) \$128,919

## Available-For-Sale Securities in a Gross Unrealized Loss Position

The table below shows the fair value of available-for-sale securities in a gross unrealized loss position, and whether they have been in that position less than 12 months, or 12 months or greater.

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Table 7.2 — Available-For-Sale Securities in a Gross Unrealized Loss Position

June 30, 2014	Less than 12 Months				12 Months or Greater				Total			
	Fair Value	Gross Unrealized Losses			Fair Value	Gross Unrealized Losses			Fair Value	Gross Unrealized Losses		
		Other-Than-Temporary Impairment <sup>(1)</sup>	Temporary Impairment <sup>(2)</sup>	Total <sup>(2)</sup>		Other-Than-Temporary Impairment <sup>(1)</sup>	Temporary Impairment <sup>(2)</sup>	Total <sup>(2)</sup>		Other-Than-Temporary Impairment <sup>(1)</sup>	Temporary Impairment <sup>(2)</sup>	Total <sup>(2)</sup>
(in millions)												
Available-for-sale securities:												
Freddie Mac	\$4,150	\$—	\$(8 )	\$(8 )	\$1,395	\$—	\$(50 )	\$(50 )	\$5,545	\$—	\$(58 )	\$(58 )
Fannie Mae	5	—	—	—	55	—	(2 )	(2 )	60	—	(2 )	(2 )
Ginnie Mae	72	—	—	—	—	—	—	—	72	—	—	—
CMBS	97	—	—	—	2,525	(2 )	(125 )	(127 )	2,622	(2 )	(125 )	(127 )
Subprime	1,502	(35 )	—	(35 )	13,096	(1,385 )	(157 )	(1,542 )	14,598	(1,420 )	(157 )	(1,577 )
Option ARM	630	(7 )	—	(7 )	2,381	(335 )	(4 )	(339 )	3,011	(342 )	(4 )	(346 )
Alt-A and other	205	(7 )	—	(7 )	803	(49 )	(6 )	(55 )	1,008	(56 )	(6 )	(62 )
Obligations of states and political subdivisions	85	—	(1 )	(1 )	193	—	(3 )	(3 )	278	—	(4 )	(4 )
Manufactured housing	18	—	—	—	41	(2 )	(1 )	(3 )	59	(2 )	(1 )	(3 )
Total available-for-sale securities in a gross unrealized loss position	\$6,764	\$(49)	\$(9 )	\$(58 )	\$20,489	\$(1,773)	\$(348)	\$(2,121)	\$27,253	\$(1,822)	\$(357)	\$(2,179)

December 31, 2013	Less than 12 Months				12 Months or Greater				Total			
	Fair Value	Gross Unrealized Losses			Fair Value	Gross Unrealized Losses			Fair Value	Gross Unrealized Losses		
		Other-Than-Temporary Impairment <sup>(1)</sup>	Temporary Impairment <sup>(2)</sup>	Total <sup>(2)</sup>		Other-Than-Temporary Impairment <sup>(1)</sup>	Temporary Impairment <sup>(2)</sup>	Total <sup>(2)</sup>		Other-Than-Temporary Impairment <sup>(1)</sup>	Temporary Impairment <sup>(2)</sup>	Total <sup>(2)</sup>
(in millions)												
Available-for-sale securities:												
Freddie Mac	\$7,957	\$—	\$(144)	\$(144)	\$649	\$—	\$(45 )	\$(45 )	\$8,606	\$—	\$(189)	\$(189 )
Fannie Mae	248	—	(2 )	(2 )	19	—	(1 )	(1 )	267	—	(3 )	(3 )
CMBS	1,147	(7 )	(78 )	(85 )	1,992	(16 )	(236 )	(252 )	3,139	(23 )	(314 )	(337 )
Subprime	472	(19 )	—	(19 )	19,103	(2,448 )	(313 )	(2,761 )	19,575	(2,467 )	(313 )	(2,780 )
Option ARM	77	(2 )	—	(2 )	2,608	(374 )	(5 )	(379 )	2,685	(376 )	(5 )	(381 )
Alt-A and other	262	(5 )	—	(5 )	1,854	(113 )	(24 )	(137 )	2,116	(118 )	(24 )	(142 )
Obligations of states and political subdivisions	1,885	(7 )	(49 )	(56 )	24	—	(5 )	(5 )	1,909	(7 )	(54 )	(61 )
	—	—	—	—	65	(4 )	(2 )	(6 )	65	(4 )	(2 )	(6 )

Manufactured  
housing

Total

available-for-sale

securities in a \$12,048 \$(40) \$(273) \$(313) \$26,314 \$(2,955) \$(631) \$(3,586) \$38,362 \$(2,995) \$(904) \$(3,899)

gross unrealized

loss position

(1) Represents the gross unrealized losses for securities for which we have previously recognized other-than-temporary impairments in earnings.

(2) Represents the gross unrealized losses for securities for which we have not previously recognized other-than-temporary impairments in earnings.

At June 30, 2014, total gross unrealized losses on available-for-sale securities were \$2.2 billion. The gross unrealized losses relate to 554 individual lots representing 530 separate securities. We purchase multiple lots of individual securities at different times and at different costs. We determine gross unrealized gains and gross unrealized losses by specifically evaluating investment positions at the lot level; therefore, some of the lots we hold for a single security may be in an unrealized gain position while other lots for that security may be in an unrealized loss position, depending upon the amortized cost of the specific lot.

#### Impairment Recognition on Investments in Securities

We recognize impairment losses on available-for-sale securities within our consolidated statements of comprehensive income as net impairment of available-for-sale securities recognized in earnings when we conclude that a decrease in the fair value of a security is other-than-temporary. For information regarding our evaluation of our available-for-sale securities for impairment, see "NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES — Investments in Securities" and "NOTE 7: INVESTMENTS IN SECURITIES" in our 2013 Annual Report.

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See “Table 7.2 — Available-For-Sale Securities in a Gross Unrealized Loss Position” for the length of time our available-for-sale securities have been in an unrealized loss position. Also see “Table 7.3 — Significant Modeled Attributes for Certain Available-For-Sale Non-Agency Mortgage-Related Securities” for the modeled default rates and severities that were used to determine whether our senior interests in certain non-agency mortgage-related securities would experience a cash shortfall.

As noted in “Table 7.4 — Net Impairment of Available-For-Sale Securities Recognized in Earnings,” our net impairment on available-for-sale securities during 2014 includes certain securities that we have the intent to sell prior to the recovery of the unrealized loss. In cases where we have the intent to sell or it is more likely than not that we will be required to sell the security before recovery of its amortized cost, the security’s entire decline in fair value would be deemed to be other-than-temporary and is recorded within our consolidated statements of comprehensive income as net impairment of available-for-sale securities recognized in earnings. For the remaining available-for-sale securities in an unrealized loss position at June 30, 2014, we have asserted that we have no intent to sell and that we believe it is not more likely than not that we will be required to sell the security before recovery of its amortized cost basis. The table below presents the modeled attributes, including default rates, prepayment rates, and severities, without regard to subordination, that are used to determine whether our interests in certain available-for-sale non-agency mortgage-related securities will experience a cash shortfall.

Table 7.3 — Significant Modeled Attributes for Certain Available-For-Sale Non-Agency Mortgage-Related Securities  
June 30, 2014

Issuance Date	Subprime (dollars in millions)	Option ARM	Alt-A <sup>(1)</sup>			
			Fixed Rate	Variable Rate	Hybrid Rate	
2004 and prior:						
UPB	\$616	\$40	\$381	\$275	\$202	
Weighted average collateral defaults <sup>(2)</sup>	34	% 22	% 13	% 30	% 17	%
Weighted average collateral severities <sup>(3)</sup>	57	% 44	% 46	% 44	% 38	%
Weighted average voluntary prepayment rates <sup>(4)</sup>	7	% 9	% 12	% 8	% 9	%
Average credit enhancements <sup>(5)</sup>	31	% —	% 14	% 11	% 13	%
2005:						
UPB	\$3,100	\$1,920	\$581	\$452	\$2,080	
Weighted average collateral defaults <sup>(2)</sup>	44	% 29	% 19	% 38	% 24	%
Weighted average collateral severities <sup>(3)</sup>	59	% 49	% 46	% 50	% 42	%
Weighted average voluntary prepayment rates <sup>(4)</sup>	4	% 8	% 11	% 7	% 10	%
Average credit enhancements <sup>(5)</sup>	44	% 1	% (1	)% 16	% (2	)%
2006:						
UPB	\$14,250	\$4,613	\$358	\$561	\$510	
Weighted average collateral defaults <sup>(2)</sup>	50	% 39	% 27	% 42	% 32	%
Weighted average collateral severities <sup>(3)</sup>	60	% 50	% 46	% 50	% 41	%
Weighted average voluntary prepayment rates <sup>(4)</sup>	3	% 7	% 9	% 7	% 9	%
Average credit enhancements <sup>(5)</sup>	2	% (7	)% (2	)% (5	)% (9	)%

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2007:

UPB	\$16,117	\$3,143	\$124	\$601	\$214	
Weighted average collateral defaults <sup>(2)</sup>	50	% 39	% 41	% 41	% 38	%
Weighted average collateral severities <sup>(3)</sup>	59	% 50	% 51	% 50	% 47	%
Weighted average voluntary prepayment rates <sup>(4)</sup>	2	% 7	% 7	% 7	% 8	%
Average credit enhancements <sup>(5)</sup>	2	% 2	% (1	)% (23	)% —	%
Total:						
UPB	\$34,083	\$9,716	\$1,444	\$1,889	\$3,006	
Weighted average collateral defaults <sup>(2)</sup>	49	% 37	% 21	% 39	% 26	%
Weighted average collateral severities <sup>(3)</sup>	59	% 50	% 46	% 49	% 42	%
Weighted average voluntary prepayment rates <sup>(4)</sup>	3	% 7	% 10	% 7	% 10	%
Average credit enhancements <sup>(5)</sup>	6	% (2	)% 3	% (3	)% (2	)%

(1) Excludes non-agency mortgage-related securities backed by other loans, which primarily consist of securities backed by home equity lines of credit.

(2) The expected cumulative default rate is expressed as a percentage of the current collateral UPB.

(3) The expected average loss given default is calculated as the ratio of cumulative loss over cumulative default for each security.

(4) The security's voluntary prepayment rate represents the average of the monthly voluntary prepayment rate weighted by the security's outstanding UPB.

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Positive values reflect the amount of subordination and other financial support (excluding credit enhancement provided by bond insurance) that will incur losses in the securitization structure before any losses are allocated to securities that we own. Percentage generally calculated based on: (a) the total UPB of securities subordinate to the (5) securities we own; divided by (b) the total UPB of all of the securities issued by the trust (excluding notional balances). Negative values are shown when unallocated collateral losses will be allocated to the securities that we own in excess of current remaining credit enhancement, if any. The unallocated collateral losses have been considered in our assessment of other-than-temporary impairment.

## Other-Than-Temporary Impairments on Available-for-Sale Securities

The table below summarizes our net impairment of available-for-sale securities recognized in earnings by security type.

Table 7.4 — Net Impairment of Available-For-Sale Securities Recognized in Earnings

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
	(in millions)			
Available-for-sale securities: <sup>(1)</sup>				
CMBS	\$—	\$—	\$—	\$(10)
Subprime	(135)	(13)	(457)	(46)
Option ARM	(17)	(5)	(33)	(5)
Alt-A and other	(5)	(25)	(31)	(25)
Manufactured housing	—	(1)	—	(1)
Total net impairment of available-for-sale securities recognized in earnings	\$(157)	\$(44)	\$(521)	\$(87)

Includes \$138 million and \$466 million during the three and six months ended June 30, 2014, respectively, (1) compared to \$16 million during both the three and six months ended June 30, 2013, respectively, as we had the intent to sell the related securities before recovery of their amortized cost basis.

The table below presents the changes in the unrealized credit-related other-than-temporary impairment component of the amortized cost related to available-for-sale securities: (a) that we have written down for other-than-temporary impairment; and (b) for which the credit component of the loss has been recognized in earnings. The credit-related other-than-temporary impairment component of the amortized cost represents the difference between: (a) the present value of expected future cash flows at the time of impairment, including the estimated proceeds from bond insurance; and (b) the amortized cost basis of the security prior to considering credit losses. The beginning balances represent the other-than-temporary impairment credit loss components related to available-for-sale securities for which other-than-temporary impairment occurred prior to April 1, 2014, April 1, 2013, January 1, 2014, and January 1, 2013, respectively, but will not be realized until the securities are sold, written off, or mature. Net impairment of available-for-sale securities recognized in earnings is presented as additions in two components based upon whether the current period is: (a) the first time the debt security was credit-impaired; or (b) not the first time the debt security was credit-impaired. The credit loss component is reduced if we sell, intend to sell or believe we will be required to sell previously credit-impaired available-for-sale securities. Additionally, the credit loss component is reduced by the amortization resulting from significant increases in cash flows expected to be collected that are recognized over the remaining life of the security.

Table 7.5 — Other-Than-Temporary Impairments Related to Credit Losses on Available-For-Sale Securities

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
	(in millions)			

Credit-related other-than-temporary impairments on available-for-sale securities recognized in earnings:



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Beginning balance — remaining credit losses on available-for-sale securities where other-than-temporary impairments were recognized in earnings	\$12,750	\$16,332	\$14,463	\$16,745
Additions:				
Amounts related to credit losses for which an other-than-temporary impairment was not previously recognized	—	—	—	16
Amounts related to credit losses for which an other-than-temporary impairment was previously recognized	19	28	55	55
Reductions:				
Amounts related to securities which were sold, written off, or matured	(233 )	(389 )	(334 )	(805 )
Amounts for which we intend to sell the security or it is more likely than not that we will be required to sell the security before recovery of its amortized cost basis	(1,271 )	(109 )	(2,787 )	(109 )
Amounts related to amortization resulting from significant increases in cash flows expected to be collected and/or due to the passage of time that are recognized over the remaining life of the security	(147 )	(90 )	(279 )	(130 )
Ending balance — remaining credit losses on available-for-sale securities where other-than-temporary impairments were recognized in earnings <sup>(1)</sup>	\$11,118	\$15,772	\$11,118	\$15,772

(1) Excludes other-than-temporary impairments on securities that we intend to sell or it is more likely than not that we will be required to sell before recovery of the unrealized losses.

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## Realized Gains and Losses on Sales of Available-For-Sale Securities

The table below illustrates the gross realized gains and gross realized losses from the sale of available-for-sale securities.

Table 7.6 — Gross Realized Gains and Gross Realized Losses on Sales of Available-For-Sale Securities

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
	(in millions)			
Gross realized gains				
Mortgage-related securities:				
Freddie Mac	\$66	\$76	\$664	\$76
Fannie Mae	30	—	41	16
CMBS	111	124	140	207
Alt-A and other	92	46	204	46
Obligations of states and political subdivisions	1	10	1	12
Subprime	42	—	67	—
Option ARM	4	—	4	—
Total mortgage-related securities gross realized gains	346	256	1,121	357
Gross realized gains	346	256	1,121	357
Gross realized losses				
Mortgage related securities: <sup>(1)</sup>				
Freddie Mac	(2	) —	(2	) —
Alt-A and other	—	—	(1	) —
Subprime	(12	) (2	) (13	) (2
Total mortgage-related securities gross realized losses	(14	) (2	) (16	) (2
Gross realized losses	(14	) (2	) (16	) (2
Net realized gains (losses)	\$332	\$254	\$1,105	\$355

The individual sales do not change our conclusion, at period end, that we do not intend to sell our remaining (1) mortgage-related available-for-sale securities that are in an unrealized loss position and it is not more likely than not that we will be required to sell these securities before a sufficient time to recover all unrealized losses.

## Maturities of Available-For-Sale Securities

The table below summarizes the remaining contractual maturities of available-for-sale securities.

Table 7.7 — Maturities of Available-For-Sale Securities

As of June 30, 2014

	Total		One Year or Less		After One Year Through Five Years		After Five Years Through Ten Years		After Ten Years	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value
	(in millions)									
Available-for-sale securities:										
Freddie Mac	\$36,245	\$37,755	\$—	\$—	\$433	\$454	\$427	\$455	\$35,385	\$36,846
Fannie Mae	8,806	9,422	2	2	88	93	129	142	8,587	9,185
Ginnie Mae	203	220	—	—	5	6	19	22	179	192
CMBS	24,607	25,659	—	—	316	335	—	—	24,291	25,324
Subprime	25,201	24,291	—	—	—	—	—	—	25,201	24,291

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Option ARM	6,271	6,231	—	—	—	—	—	—	6,271	6,231
Alt-A and other	5,934	6,454	3	3	51	52	2	2	5,878	6,397
Obligations of states and political subdivisions	2,865	2,898	—	—	44	47	68	69	2,753	2,782
Manufactured housing	592	668	—	—	—	—	10	12	582	656
Total available-for-sale securities	\$110,724	\$113,598	\$5	\$5	\$937	\$987	\$655	\$702	\$109,127	\$111,904

(1) Maturity information provided is based on contractual maturities, which may not represent the expected life as obligations underlying these securities may be prepaid at any time without penalty.

Trading Securities

The table below summarizes the estimated fair values by major security type for trading securities. Our trading securities mainly consist of Treasury securities, agency fixed-rate and variable-rate pass-through mortgage-related securities, and agency REMICs, including inverse floating rate, interest-only and principal-only securities.

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Table 7.8 — Trading Securities

	June 30, 2014	December 31, 2013
	(in millions)	
Mortgage-related securities:		
Freddie Mac	\$ 14,249	\$ 9,349
Fannie Mae	7,234	7,180
Ginnie Mae	19	98
Other	82	141
Total mortgage-related securities	21,584	16,768
U.S. Treasury securities	12,711	6,636
Total fair value of trading securities	\$ 34,295	\$ 23,404

With the exception of principal-only securities, our agency securities, classified as trading, were valued at a net premium (i.e., net fair value was higher than UPB) as of June 30, 2014.

For the three and six months ended June 30, 2014, we recorded net unrealized gains (losses) on trading securities held at those dates of \$35 million and \$3 million, respectively. For the three and six months ended June 30, 2013, we recorded net unrealized gains (losses) on trading securities held at those dates of \$(0.7) billion and \$(1.1) billion, respectively.

**NOTE 8: DEBT SECURITIES AND SUBORDINATED BORROWINGS**

Debt securities that we issue are classified on our consolidated balance sheets as either debt securities of consolidated trusts held by third parties or other debt. We issue other debt to fund our operations.

Under the Purchase Agreement, without the prior written consent of Treasury, we may not incur indebtedness that would result in the par value of our aggregate indebtedness exceeding 120% of the amount of mortgage assets we are allowed to own on December 31 of the immediately preceding calendar year. Because of this debt limit, we may be restricted in the amount of debt we are allowed to issue to fund our operations. Under the Purchase Agreement, the amount of our “indebtedness” is determined without giving effect to the January 1, 2010 change in the accounting guidance related to transfers of financial assets and consolidation of VIEs. Therefore, “indebtedness” does not include debt securities of consolidated trusts held by third parties. We also cannot become liable for any subordinated indebtedness without the prior consent of Treasury. See “NOTE 2: CONSERVATORSHIP AND RELATED MATTERS” for information regarding restrictions on the amount of mortgage-related securities that we may own. Our debt cap under the Purchase Agreement is \$663.0 billion in 2014 and will decline to \$563.6 billion on January 1, 2015. As of June 30, 2014, our aggregate indebtedness was \$449.2 billion. Our aggregate indebtedness is calculated as the par value of other debt.

In the tables below, the categories of short-term debt (due within one year) and long-term debt (due after one year) are based on the original contractual maturity of the debt instruments classified as other debt.

**Other Debt**

The table below summarizes the balances and effective interest rates for other debt. We had no balances in federal funds purchased and securities sold under agreements to repurchase at either June 30, 2014 or December 31, 2013.

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Table 8.1 — Other Debt

	June 30, 2014			December 31, 2013				
	Par Value	Balance, Net <sup>(1)</sup>	Weighted Average Effective Rate <sup>(2)</sup>	Par Value	Balance, Net <sup>(1)</sup>	Weighted Average Effective Rate <sup>(2)</sup>		
(dollars in millions)								
Other short-term debt:								
Reference								
Bills <sup>®</sup> securities and discount notes	\$ 109,826	\$ 109,789	0.11	% \$ 137,767	\$ 137,712	0.13	%	
Medium-term notes	500	500	0.16	4,000	4,000	0.16		
Total other short-term debt	\$ 110,326	\$ 110,289	0.11	\$ 141,767	\$ 141,712	0.13		
Other long-term debt:								
Original maturities on or before December 31,								
2014	\$ 43,415	\$ 43,381	1.65	% \$ 78,115	\$ 78,041	1.91	%	
2015	60,887	60,872	1.58	70,303	70,284	1.44		
2016	62,062	62,212	2.16	63,564	63,669	2.19		
2017	63,571	63,545	1.91	51,908	51,885	2.14		
2018	32,107	32,067	1.71	33,418	33,372	1.74		
Thereafter	76,864	72,746	2.85	72,270	67,804	2.93		
Total other long-term debt <sup>(3)</sup>	338,906	334,823	2.05	369,578	365,055	2.08		
Total other debt	\$ 449,232	\$ 445,112		\$ 511,345	\$ 506,767			

(1) Represents par value, net of associated discounts or premiums, and hedge-related basis adjustments with \$4.3 billion and \$2.7 billion, respectively, of other long-term debt that represents the fair value of debt securities with the fair value option elected at June 30, 2014 and December 31, 2013.

(2) Represents the weighted average effective rate that remains constant over the life of the instrument, which includes the amortization of discounts or premiums, issuance costs, and hedge-related basis adjustments.

(3) Balance, net for other long-term debt includes callable debt of \$97.6 billion and \$107.5 billion at June 30, 2014 and December 31, 2013, respectively, which gives us the option to call or not call debt for a variety of reasons that include managing the composition of liabilities or economic reasons.

## Debt Securities of Consolidated Trusts Held by Third Parties

Debt securities of consolidated trusts held by third parties represents our liability to third parties that hold beneficial interests in our consolidated securitization trusts (i.e., single-family PC trusts and certain single-family and multifamily Other Guarantee Transactions).

The table below summarizes the debt securities of consolidated trusts held by third parties based on underlying mortgage product type.

Table 8.2 — Debt Securities of Consolidated Trusts Held by Third Parties

	June 30, 2014			December 31, 2013				
	Contractual Maturity <sup>(1)</sup>	UPB	Balance, Net <sup>(2)</sup>	Weighted Average Coupon <sup>(1)</sup>	Contractual Maturity <sup>(1)</sup>	UPB	Balance, Net <sup>(2)</sup>	Weighted Average Coupon <sup>(1)</sup>
(dollars in millions)								
Single-family: <sup>(3)</sup>								
		\$ 989,316	\$ 1,015,738	4.10 %	2014 - 2052	\$ 969,270	\$ 993,683	4.14 %

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30-year or more, fixed-rate	2014 - 2053							
20-year fixed-rate	2014 - 2034	74,593	76,925	3.78	2014 - 2034	75,910	78,252	3.81
15-year fixed-rate	2014 - 2029	268,886	275,380	3.18	2014 - 2029	270,513	277,018	3.23
Adjustable-rate	2014 - 2047	63,283	64,576	2.63	2014 - 2047	60,683	61,830	2.64
Interest-only <sup>(4)</sup>	2026 - 2041	19,042	19,076	3.47	2026 - 2041	21,352	21,390	3.70
FHA/VA	2014 - 2044	1,343	1,369	5.45	2014 - 2041	1,284	1,303	5.67
Total single-family		1,416,463	1,453,064			1,399,012	1,433,476	
Multifamily <sup>(5)</sup>	2018 - 2019	442	499	4.77	2018 - 2019	444	508	4.96
Total debt securities of consolidated trusts held by third parties <sup>(6)</sup>		\$1,416,905	\$1,453,563			\$1,399,456	\$1,433,984	

(1) Based on the contractual maturity and interest rate of debt securities of our consolidated trusts held by third parties.

(2) Represents par value, net of associated discounts, premiums, and other basis adjustments.

(3) Debt securities of consolidated trusts held by third parties are prepayable as the loans that collateralize the debt may prepay without penalty at any time.

(4) Includes interest-only securities and interest-only mortgage loans that allow the borrowers to pay only interest for a fixed period of time before the loans begin to amortize.

(5) Balance, Net includes interest-only securities recorded at fair value.

(6) The effective rate for debt securities of consolidated trusts held by third parties was 3.31% and 3.39% as of June 30, 2014 and December 31, 2013, respectively.

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Line of Credit

At both June 30, 2014 and December 31, 2013, we had one secured, uncommitted intraday line of credit with a third party totaling \$10 billion. We have used this line of credit to provide us with additional liquidity to fund our intraday payment activities through the Fedwire system in connection with the Federal Reserve's payments system risk policy, which restricts or eliminates daylight overdrafts by the GSEs. No amounts were drawn on this line of credit at June 30, 2014 and December 31, 2013. The line of credit expired in July 2014.

Subordinated Debt Interest and Principal Payments

The terms of certain of our subordinated debt securities provide for us to defer payments of interest in the event we fail to maintain specified capital levels. However, in a September 23, 2008 statement concerning the conservatorship, the Director of FHFA stated that we would continue to make interest and principal payments on our subordinated debt, even if we fail to maintain required capital levels.

NOTE 9: DERIVATIVES

Use of Derivatives

We use derivatives primarily to manage the interest rate and prepayment risk associated with our investments in mortgage-related assets, net of related liabilities. When we use derivatives to mitigate our exposures, we consider a number of factors, including cost, exposure to counterparty risk, and our overall risk management strategy.

We classify derivatives into three categories: (a) exchange-traded derivatives; (b) cleared derivatives; and (c) OTC derivatives. Exchange-traded derivatives include standardized interest-rate futures contracts and options on futures contracts. Cleared derivatives refer to those interest-rate swaps that the U.S. Commodity Futures Trading Commission has determined are subject to the central clearing requirement of the Dodd-Frank Act. OTC derivatives refer to those derivatives that are neither exchange-traded derivatives nor cleared derivatives.

Types of Derivatives

We principally use the following types of derivatives:

- LIBOR-based interest-rate swaps;
- LIBOR- and Treasury-based options (including swaptions); and
- LIBOR- and Treasury-based exchange-traded futures.

In addition to swaps, futures, and purchased options, our derivative positions include written options and swaptions, commitments, swap guarantees, and credit derivatives. Our last foreign-currency swaps matured in January 2014.

For additional information about our use of derivatives, and the types of derivatives that we use, see "NOTE 9: DERIVATIVES" in our 2013 Annual Report. For a discussion of our significant accounting policies related to derivatives, see "NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES — Derivatives" in our 2013 Annual Report.

Derivative Assets and Liabilities at Fair Value

The table below presents the notional value and fair value of derivatives reported on our consolidated balance sheets.

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Table 9.1 — Derivative Assets and Liabilities at Fair Value

	June 30, 2014			December 31, 2013		
	Notional or Contractual Amount (in millions)	Derivatives at Fair Value Assets	Derivatives at Fair Value Liabilities	Notional or Contractual Amount	Derivatives at Fair Value Assets	Derivatives at Fair Value Liabilities
Total derivative portfolio						
Derivatives not designated as hedging instruments under the accounting guidance for derivatives and hedging						
Interest-rate swaps:						
Receive-fixed	\$233,940	\$5,441	\$(651)	\$281,727	\$4,475	\$(2,438)
Pay-fixed	225,440	1,730	(11,871)	242,597	5,540	(10,879)
Basis (floating to floating)	300	3	—	300	4	—
Total interest-rate swaps	459,680	7,174	(12,522)	524,624	10,019	(13,317)
Option-based:						
Call swaptions						
Purchased	41,389	2,386	—	59,290	2,373	—
Written	3,139	—	(4)	5,945	—	(201)
Put Swaptions						
Purchased	28,315	312	—	33,410	698	—
Written	1,178	—	(2)	—	—	—
Other option-based derivatives <sup>(1)</sup>	16,102	801	—	23,365	1,041	(3)
Total option-based	90,123	3,499	(6)	122,010	4,112	(204)
Futures	50,000	—	—	50,270	—	—
Foreign-currency swaps	—	—	—	528	39	—
Commitments	23,773	79	(74)	18,731	61	(69)
Credit derivatives	5,244	—	(31)	5,386	—	(6)
Swap guarantee derivatives	3,347	—	(28)	3,477	—	(31)
Total derivatives not designated as hedging instruments	632,167	10,752	(12,661)	725,026	14,231	(13,627)
Derivative interest receivable (payable)		928	(1,644)		1,243	(1,835)
Netting adjustments <sup>(2)</sup>		(11,178)	13,016		(14,411)	15,282
Total derivative portfolio, net	\$632,167	\$502	\$(1,289)	\$725,026	\$1,063	\$(180)

(1) Primarily includes purchased interest-rate caps and floors.

(2) Represents counterparty netting and cash collateral netting. Net cash collateral posted was \$1.8 billion and \$871 million at June 30, 2014 and December 31, 2013, respectively.

The carrying value of our derivatives on our consolidated balance sheets is equal to their fair value, including net derivative interest receivable or payable and net trade/settle receivable or payable, and is net of cash collateral held or posted, where allowable. Derivatives in a net asset position are reported as derivative assets, net. Similarly, derivatives in a net liability position are reported as derivative liabilities, net.

Non-cash collateral held is not recognized on our consolidated balance sheets as we do not obtain effective control over the collateral, and non-cash collateral posted is not de-recognized from our consolidated balance sheets as we do not relinquish effective control over the collateral. Therefore, non-cash collateral held or posted is not presented as an offset against derivative assets or derivative liabilities on our consolidated balance sheets.



See “NOTE 10: COLLATERAL AND OFFSETTING OF ASSETS AND LIABILITIES” for information related to our derivative counterparties and collateral held and posted.

Gains and Losses on Derivatives

The table below presents the gains and losses on derivatives reported in our consolidated statements of comprehensive income.

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Freddie Mac

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Table 9.2 — Gains and Losses on Derivatives

Derivatives not designated as hedging instruments under the accounting guidance for derivatives and hedging	Derivative Gains (Losses) <sup>(1)</sup>			
	Three Months Ended June 30, 2014		Six Months Ended June 30, 2013	
	(in millions)			
Interest-rate swaps:				
Receive-fixed				
Foreign-currency denominated	\$—	\$ (4 )	\$ (1 )	\$ (11 )
U.S. dollar denominated	1,657	(5,975 )	3,052	(8,258 )
Total receive-fixed swaps	1,657	(5,979 )	3,051	(8,269 )
Pay-fixed	(3,208 )	9,704	(6,372 )	13,568
Basis (floating to floating)	—	(3 )	—	(3 )
Total interest-rate swaps	(1,551 )	3,722	(3,321 )	5,296
Option based:				
Call swaptions				
Purchased	545	(1,342 )	1,073	(1,860 )
Written	(52 )	273	(152 )	382
Put swaptions				
Purchased	(357 )	75	(776 )	128
Other option-based derivatives <sup>(2)</sup>	61	(228 )	121	(309 )
Total option-based	197	(1,222 )	266	(1,659 )
Futures	(10 )	18	(40 )	56
Foreign-currency swaps	—	5	(7 )	—
Commitments	130	(230 )	196	(121 )
Credit derivatives	(25 )	—	(28 )	—
Swap guarantee derivatives	2	3	5	5
Other <sup>(3)</sup>	—	(1 )	(1 )	(1 )
Subtotal	(1,257 )	2,295	(2,930 )	3,576
Accrual of periodic settlements: <sup>(4)</sup>				
Receive-fixed interest-rate swaps	783	888	1,617	1,826
Pay-fixed interest-rate swaps	(1,453 )	(1,821 )	(2,965 )	(3,666 )
Other	1	—	1	1
Total accrual of periodic settlements	(669 )	(933 )	(1,347 )	(1,839 )
Total	\$ (1,926 )	\$ 1,362	\$ (4,277 )	\$ 1,737

(1) Gains (losses) are reported as derivative gains (losses) on our consolidated statements of comprehensive income.

(2) Primarily includes purchased interest-rate caps and floors.

(3) Includes fees and commissions paid on cleared and exchange-traded derivatives.

(4) The accrual of periodic cash settlements is recorded in derivative gains (losses) on our consolidated statements of comprehensive income.

## Hedge Designation of Derivatives

At June 30, 2014 and December 31, 2013, we did not have any derivatives in hedge accounting relationships; however, there are deferred net losses recorded in AOCI related to closed cash flow hedges. Net deferred gains and losses on closed cash flow hedges (i.e., where the derivative is either terminated or redesignated) are included in AOCI until the related forecasted transaction affects earnings or is determined to be probable of not occurring. Amounts reclassified from AOCI linked to interest payments on other debt are recorded in other debt interest expense and amounts not linked to interest payments on other debt are recorded in expense related to derivatives. In the three months ended June 30, 2014 and 2013, we reclassified from AOCI into earnings losses of \$76 million and \$123 million, respectively, related to closed cash flow hedges. In the six months ended June 30, 2014 and 2013, we

reclassified from AOCI into earnings losses of \$156 million and \$255 million, respectively, related to closed cash flow hedges. See “NOTE 11: STOCKHOLDERS’ EQUITY — Accumulated Other Comprehensive Income — Future Reclassifications from AOCI to Net Income Related to Closed Cash Flow Hedges” for information about future reclassifications of deferred net losses related to closed cash flow hedges to net income.

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NOTE 10: COLLATERAL AND OFFSETTING OF ASSETS AND LIABILITIES

Derivative Portfolio

Derivative Counterparties

Our use of cleared derivatives, exchange-traded derivatives, and OTC derivatives exposes us to institutional credit risk. The requirement that we post initial and variation margin in connection with cleared and exchange-traded derivatives, such as cleared interest-rate swaps and futures contracts, exposes us to institutional credit risk in the event that our clearing members or the financial clearinghouses fail to meet their obligations. The use of cleared and exchange-traded derivatives decreases our credit risk exposure to individual counterparties because a central counterparty is substituted for individual counterparties. OTC derivatives expose us to the credit risk of individual counterparties because transactions are executed and settled between us and each counterparty, exposing us to potential losses if a counterparty fails to meet its obligations.

Our use of interest rate swaps and option-based derivatives is subject to internal credit and legal reviews. On an ongoing basis, we review the credit fundamentals of all of our derivative counterparties, clearinghouses, and clearing members to confirm that they continue to meet our internal risk management standards.

Master Netting and Collateral Agreements

We use master netting and collateral agreements to reduce our credit risk exposure to our derivative counterparties for interest-rate swap and option-based derivatives. Master netting agreements provide for the netting of amounts receivable and payable from an individual counterparty, which reduces our exposure to a single counterparty in the event of default. On a daily basis, the market value of each counterparty's derivatives outstanding is calculated to determine the amount of our net credit exposure, which is equal to derivatives in a net gain position by counterparty after giving consideration to collateral posted.

Our collateral agreements require most counterparties to post collateral to us for the amount of our net exposure to them above the counterparty's collateral posting threshold. Collateral posting thresholds are tied to a counterparty's credit rating. Bilateral collateral agreements are in place for all of our active OTC derivative counterparties. For OTC derivatives, we are subject to collateral posting thresholds based on S&P or Moody's credit rating of our long-term senior unsecured debt securities. The amount of margin we must post for cleared and exchange-traded derivatives may be based, in part, on S&P or Moody's credit rating of our long-term senior unsecured debt securities. The lowering or withdrawal of our credit rating by S&P or Moody's may increase our obligation to post collateral, depending on the amount of the counterparty's exposure to Freddie Mac with respect to the derivative transactions. Collateral is typically transferred within one business day based on the values of the related derivatives. This time lag in posting collateral can affect our net uncollateralized exposure to derivative counterparties.

Collateral posted by a derivative counterparty is typically in the form of cash, although U.S. Treasury securities and Freddie Mac mortgage-related securities may also be posted. In the event a counterparty defaults on its obligations under the derivatives agreement and the default is not remedied in the manner prescribed in the agreement, we have the right under the agreement to direct the custodian bank to transfer the collateral to us or to sell the collateral and transfer the proceeds to us. At June 30, 2014 and December 31, 2013, all amounts of cash collateral related to derivatives were offset against derivative assets, net or derivative liabilities, net, as applicable.

Our net uncollateralized exposure to derivative counterparties for OTC interest-rate swap, option-based, and foreign-currency swap derivatives was \$56 million and \$188 million at June 30, 2014 and December 31, 2013, respectively. In the event that all of our counterparties for these derivatives were to have defaulted simultaneously on June 30, 2014, our maximum loss for accounting purposes after applying netting agreements and collateral on an individual counterparty basis would have been approximately \$56 million. Four counterparties each accounted for greater than 10% and collectively accounted for 98% of our net uncollateralized exposure to derivative counterparties, excluding cleared and exchange-traded derivatives, commitments, swap guarantee derivatives, certain written options, and certain credit derivatives at June 30, 2014. All four of these counterparties (Toronto Dominion Bank, Wells Fargo Bank, N.A., JP Morgan Chase Bank and Bank of America, N.A.) were rated "A" or above using the lower of S&P's or Moody's rating stated in terms of the S&P equivalent as of June 30, 2014.

Beginning with contracts executed or modified on or after June 10, 2013, the types of interest-rate swaps that we use most frequently became subject to the central clearing requirement. Our exposure to cleared and exchange-traded

derivatives was \$27 million and \$382 million as of June 30, 2014 and December 31, 2013, respectively, which includes the consideration of cash collateral that has been posted for initial and variation margin. We net our exposure to cleared derivatives by clearinghouse and clearing member. Exchange-traded derivatives are settled on a daily basis through the payment of variation margin. We post initial and variation margin in connection with our cleared and exchange-traded derivatives. At June 30, 2014, our exposure for our cleared and exchange-traded derivatives resulted from our posting of initial and variation margin. For information about margin we have posted in connection with cleared and exchange-traded derivatives, see “— Collateral Pledged.”

The total exposure on our forward purchase and sale commitments, which are treated as derivatives, was \$79 million and \$61 million at June 30, 2014 and December 31, 2013, respectively. Many of our transactions involving forward purchase and sale commitments of mortgage-related securities, including our dollar roll transactions, utilize the Mortgage Backed Securities

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Division of the Fixed Income Clearing Corporation (“MBSD/FICC”) as a clearinghouse. As a clearing member of the clearinghouse, we post margin to the MBSD/FICC and are exposed to the institutional credit risk of the organization. The table below displays information related to derivatives and securities purchased under agreements to resell on our consolidated balance sheets.

Table 10.1 — Offsetting of Financial Assets and Liabilities

June 30, 2014					
	Gross Amount Recognized <sup>(1)</sup>	Amount Offset in the Consolidated Balance Sheets	Net Amount Presented in the Consolidated Balance Sheets <sup>(2)</sup>	Gross Amount Not Offset in the Consolidated Balance Sheets <sup>(3)</sup>	Net Amount
(in millions)					
Assets:					
Derivatives:					
Over-the-counter interest-rate swaps and option-based derivatives	\$11,096	\$ (10,700 )	\$ 396	\$ (340 )	\$ 56
Cleared and exchange-traded derivatives	505	(478 )	27	—	27
Other <sup>(4)</sup>	79	—	79	—	79
Total derivatives	11,680	(11,178 )	502	(340 )	162
Securities purchased under agreements to resell	44,131	—	44,131	(44,131 )	—
Total	\$55,811	\$ (11,178 )	\$ 44,633	\$ (44,471 )	\$ 162
Liabilities:					
Derivatives:					
Over-the-counter interest-rate swaps and option-based derivatives	\$(12,543 )	\$ 11,387	\$ (1,156 )	\$ 1,015	\$(141 )
Cleared and exchange-traded derivatives	(1,629 )	1,629	—	—	—
Other <sup>(4)</sup>	(133 )	—	(133 )	—	(133 )
Total	\$(14,305 )	\$ 13,016	\$ (1,289 )	\$ 1,015	\$(274 )
December 31, 2013					
	Gross Amount Recognized <sup>(1)</sup>	Amount Offset in the Consolidated Balance Sheets	Net Amount Presented in the Consolidated Balance Sheets <sup>(2)</sup>	Gross Amount Not Offset in the Consolidated Balance Sheets <sup>(3)</sup>	Net Amount
(in millions)					
Assets:					
Derivatives:					
Over-the-counter interest-rate and foreign-currency swaps, and option-based derivatives	\$13,886	\$ (13,266 )	\$ 620	\$ (432 )	\$ 188
Cleared and exchange-traded derivatives	1,527	(1,145 )	382	—	382
Other <sup>(4)</sup>	61	—	61	—	61
Total derivatives	15,474	(14,411 )	1,063	(432 )	631
	62,383	—	62,383	(62,383 )	—

## Securities purchased under agreements to resell

Total	\$77,857	\$ (14,411	)	\$ 63,446	\$ (62,815	)	\$ 631
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## Liabilities:

## Derivatives:

## Over-the-counter interest-rate and foreign-currency swaps, and option-based derivatives

Cleared and exchange-traded derivatives	(737	)	737	—	—	—	
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Other <sup>(4)</sup>	(109	)	—	(109	)	—	(109 )
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Total	\$ (15,462	)	\$ 15,282	\$ (180	)	\$ —	\$ (180 )
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(1) For derivatives, includes interest receivable or payable and trade/settle receivable or payable.

(2) For derivatives, includes cash collateral posted or held in excess of exposure.

Does not include the fair value amount of non-cash collateral posted or held that exceeds the associated net asset or liability presented on the consolidated balance sheets. For cleared and exchange-traded derivatives, does not

(3) include non-cash collateral posted by us with an aggregate fair value of \$1.3 billion and \$0.6 billion as of June 30, 2014 and December 31, 2013, respectively.

(4) Includes commitments, swap guarantee derivatives, certain written options and credit derivatives.

## Collateral Pledged

## Collateral Pledged to Freddie Mac

Our counterparties are required to pledge collateral for transactions involving securities purchased under agreements to resell. Also, most derivative instruments are subject to collateral posting thresholds as prescribed by the collateral agreements

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with our counterparties. Under the derivative collateral agreements, U.S. Treasury securities, Freddie Mac mortgage-related securities, and cash may be pledged. We consider the types of securities being pledged to us as collateral when determining how much we lend in transactions involving securities purchased under agreements to resell. Additionally, we regularly review the market values of these securities compared to amounts loaned and derivative counterparty collateral posting thresholds in an effort to manage our exposure to losses.

We had cash and cash equivalents pledged to us related to OTC derivative instruments of \$1.4 billion and \$1.9 billion at June 30, 2014 and December 31, 2013, respectively. At June 30, 2014 and December 31, 2013, we had \$340 million and \$432 million, respectively, of collateral in the form of securities pledged to and held by us related to OTC derivative instruments. Although it is our practice not to repledge assets held as collateral, a portion of the collateral may be repledged based on master netting agreements related to our derivative instruments. In addition, we had \$0 million and \$646 million of cash pledged to us related to cleared derivatives at June 30, 2014 and December 31, 2013, respectively.

Also, at June 30, 2014 and December 31, 2013, we had \$0 billion and \$5 billion, respectively, of securities pledged to us for transactions involving securities purchased under agreements to resell that we had the right to repledge. From time to time we may obtain pledges of collateral from certain seller/servicers as additional security for certain of their obligations to us, including their obligations to repurchase mortgages sold to us in breach of representations and warranties. This collateral may, at our discretion, take the form of cash, cash equivalents, or agency securities.

In addition, we hold cash and cash equivalents as collateral in connection with certain of our multifamily guarantees and mortgage loans as credit enhancements. The cash and cash equivalents held as collateral related to these transactions at June 30, 2014 and December 31, 2013 was \$110 million and \$66 million, respectively.

We consider federal funds sold to be overnight unsecured trades executed with insured depository institutions that are members of the Federal Reserve System. Federal funds sold trades are uninsured. We did not hold any federal funds sold at June 30, 2014 and December 31, 2013.

Collateral Pledged by Freddie Mac

We are required to pledge collateral for margin requirements with third-party custodians in connection with secured financings and derivative transactions with some counterparties. The amount of collateral pledged related to our derivative instruments is determined after giving consideration to our credit rating. As of June 30, 2014, we had one secured, uncommitted intraday line of credit with a third party in connection with our use of the Fedwire system. We pledged collateral to meet our collateral requirements under the line of credit agreement. This line of credit expired in July 2014.

The aggregate fair value of all derivative instruments with credit-risk-related contingent features that were in a liability position on June 30, 2014, was \$3.3 billion for which we posted cash and non-cash collateral of \$3.2 billion in the normal course of business. If the credit-risk-related contingent features underlying these agreements were triggered on June 30, 2014, we would have been required to post an additional \$0.1 billion of collateral to our counterparties.

The table below summarizes all securities pledged as collateral by us, including assets that the secured party may repledge.

Table 10.2 — Collateral in the Form of Securities Pledged

	June 30, 2014	December 31, 2013
	(in millions)	
Securities pledged with the ability for the secured party to repledge:		
Debt securities of consolidated trusts held by third parties <sup>(1)</sup>	\$ 11,952	\$ 10,654
Available-for-sale securities	57	70
Trading securities	827	365
Total securities pledged	\$ 12,836	\$ 11,089

(1) Represents PCs held by us in our Investments segment mortgage investments portfolio and pledged as collateral which are recorded as a reduction to debt securities of consolidated trusts held by third parties on our consolidated



balance sheets.

**Securities Pledged with the Ability of the Secured Party to Repledge**

At June 30, 2014, we pledged securities with the ability of the secured party to repledge of \$12.8 billion, of which \$10.5 billion was collateral posted in connection with our secured uncommitted intraday line of credit with a third party as discussed above. Of the remainder at June 30, 2014, we pledged \$2.3 billion in connection with derivatives and securities transactions.

At December 31, 2013, we pledged securities with the ability of the secured party to repledge of \$11.1 billion, of which \$10.5 billion was collateral posted in connection with our secured uncommitted intraday line of credit with a third party as discussed above. Of the remainder at December 31, 2013, we pledged \$0.6 billion in connection with derivative transactions.

**Cash Pledged**

At June 30, 2014, we pledged \$3.4 billion of collateral in the form of cash and cash equivalents, of which \$2.1 billion related to our OTC derivative agreements as we had \$3.3 billion of such derivatives in a net loss position. At December 31,

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2013, we pledged \$3.4 billion of collateral in the form of cash and cash equivalents, of which \$3.2 billion related to our OTC derivative agreements as we had \$3.2 billion of such derivatives in a net loss position. The remaining \$1.2 billion and \$275 million was posted at clearing members or clearinghouses in connection with derivatives and securities transactions at June 30, 2014 and December 31, 2013, respectively.

**NOTE 11: STOCKHOLDERS' EQUITY****Senior Preferred Stock**

No cash was received from Treasury under the Purchase Agreement during the three months ended June 30, 2014, because we had positive net worth at March 31, 2014 and, consequently, FHFA did not request a draw on our behalf. At June 30, 2014, our assets exceeded our liabilities under GAAP; therefore no draw is being requested from Treasury under the Purchase Agreement. Our quarterly senior preferred stock dividend is the amount, if any, by which our Net Worth Amount at the end of the immediately preceding fiscal quarter exceeds the applicable Capital Reserve Amount, which was established at \$3 billion for 2013 and declines to zero in 2018. Based on our Net Worth Amount at June 30, 2014 and the Capital Reserve Amount of \$2.4 billion in 2014, our dividend obligation to Treasury in September 2014 will be \$1.9 billion. See "NOTE 2: CONSERVATORSHIP AND RELATED MATTERS — Government Support for our Business" in our 2013 Annual Report for additional information. The aggregate liquidation preference on the senior preferred stock owned by Treasury was \$72.3 billion and \$72.3 billion as of June 30, 2014 and December 31, 2013, respectively. See "NOTE 18: REGULATORY CAPITAL" for additional information.

**Stock-Based Compensation**

We did not repurchase or issue any of our common shares or non-cumulative preferred stock during the three and six months ended June 30, 2014. For a discussion regarding our stock-based compensation plans, see "NOTE 11: STOCKHOLDERS' EQUITY (DEFICIT)" in our 2013 Annual Report.

For purposes of the earnings-per-share calculation, all stock options outstanding at June 30, 2014 and 2013 were out of the money and excluded from the computation of dilutive potential common shares for the three and six months ended June 30, 2014 and 2013, respectively. The weighted average common shares outstanding for the period includes the weighted average number of shares that are associated with the warrant for our common stock issued to Treasury pursuant to the Purchase Agreement.

**Dividends Declared**

No common dividends were declared during the six months ended June 30, 2014. During the three months ended March 31, 2014 and June 30, 2014, we paid dividends of \$10.4 billion and \$4.5 billion, respectively, in cash on the senior preferred stock at the direction of our Conservator. We did not declare or pay dividends on any other series of Freddie Mac preferred stock outstanding during the six months ended June 30, 2014.

**Accumulated Other Comprehensive Income**

The table below presents changes in AOCI after the effects of our 35% federal statutory tax rate related to available-for-sale securities, closed cash flow hedges, and our defined benefit plans.

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Table 11.1 — Changes in AOCI by Component, Net of Tax

	Six Months Ended June 30, 2014			
	AOCI Related to Available-For-Sale Securities <sup>(1)</sup>	AOCI Related to Cash Flow Hedge Relationships <sup>(2)</sup>	AOCI Related to Defined Benefit Plans	Total
	(in millions)			
Beginning balance	\$962	\$(1,000)	\$32	\$(6)
Other comprehensive income before reclassifications <sup>(3)</sup>	1,285	—	1	1,286
Amounts reclassified from accumulated other comprehensive income	(379)	101	(1)	(279)
Changes in AOCI by component	906	101	—	1,007
Ending balance	\$1,868	\$(899)	\$32	\$1,001
	Six months ended June 30, 2013			
	AOCI Related to Available-For-Sale Securities <sup>(1)</sup>	AOCI Related to Cash Flow Hedge Relationships <sup>(2)</sup>	AOCI Related to Defined Benefit Plans	Total
	(in millions)			
Beginning balance	\$(1,444)	\$(1,316)	\$(178)	\$(2,938)
Other comprehensive income before reclassifications <sup>(3)</sup>	1,738	—	18	1,756
Amounts reclassified from accumulated other comprehensive income	(175)	174	4	3
Changes in AOCI by component	1,563	174	22	1,759
Ending balance	\$119	\$(1,142)	\$(156)	\$(1,179)

The amounts reclassified from AOCI represent the gain or loss recognized in earnings due to a sale of an (1) available-for-sale security or the recognition of a net impairment recognized in earnings. See “NOTE 7: INVESTMENTS IN SECURITIES” for more information.

The amounts reclassified from AOCI represent the AOCI amount that was recognized in earnings as the originally hedged forecasted transactions affected earnings, unless it was deemed probable that the forecasted transaction (2) would not occur. If it is probable that the forecasted transaction will not occur, then the deferred gain or loss associated with the hedge related to the forecasted transaction would be reclassified into earnings immediately. See “NOTE 9: DERIVATIVES” for more information about our derivatives.

(3) For the six months ended June 30, 2014 and 2013, net of tax expense of \$0.7 billion and \$0.9 billion, respectively, for AOCI related to available-for-sale securities.

## Reclassifications from AOCI to Net Income

The table below presents reclassifications from AOCI to net income, including the affected line item in our consolidated statements of comprehensive income.

Table 11.2 — Reclassifications from AOCI to Net Income

Details about Accumulated Other Comprehensive Income Components	Three Months Ended June 30,		Six Months Ended June 30,		Affected Line Item in the Consolidated Statements of Comprehensive Income
	2014	2013	2014	2013	
	(in millions)				
AOCI related to available-for-sale securities	\$332	\$254	\$1,105	\$355	

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					Other gains (losses) on investment securities recognized in earnings
	(157	) (44	) (521	) (87	) Net impairment of available-for-sale securities recognized in earnings
	175	210	584	268	Total before tax
	(61	) (72	) (205	) (93	) Tax (expense) or benefit
	114	138	379	175	Net of tax
AOCI related to cash flow hedge relationships					
	—	(1	) (1	) (2	) Interest expense — Other debt
	(76	) (122	) (155	) (253	) Expense related to derivatives
	(76	) (123	) (156	) (255	) Total before tax
	27	39	55	81	Tax (expense) or benefit
	(49	) (84	) (101	) (174	) Net of tax
AOCI related to defined benefit plans					
	1	(2	) 2	(4	) Salaries and employee benefits
	(1	) —	(1	) —	Tax (expense) or benefit
	—	(2	) 1	(4	) Net of tax
Total reclassifications in the period	\$65	\$52	\$279	\$(3	) Net of tax

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Future Reclassifications from AOCI to Net Income Related to Closed Cash Flow Hedges

As shown in “Table 11.1 — Changes in AOCI by Component, Net of Tax,” the total AOCI related to derivatives designated as cash flow hedges was a loss of \$0.9 billion and \$1.1 billion at June 30, 2014 and 2013, respectively, composed of deferred net losses on closed cash flow hedges. Closed cash flow hedges involve derivatives that have been terminated or are no longer designated as cash flow hedges. Fluctuations in prevailing market interest rates have no effect on the deferred portion of AOCI relating to losses on closed cash flow hedges.

The previously deferred amount related to closed cash flow hedges remains in our AOCI balance and will be recognized into earnings over the expected time period for which the forecasted transactions affect earnings, unless it is deemed probable that the forecasted transactions will not occur. Over the next 12 months, we estimate that approximately \$193 million, net of taxes, of the \$0.9 billion of cash flow hedge losses in AOCI at June 30, 2014 will be reclassified into earnings. The maximum remaining length of time over which we have hedged the exposure related to the variability in future cash flows on forecasted transactions, primarily forecasted debt issuances, is 20 years.

NOTE 12: INCOME TAXES

Income Tax (Expense) Benefit

For the three months ended June 30, 2014 and 2013, we reported an income tax (expense) benefit of \$(673) million and \$41 million, respectively, resulting in effective tax rates of 33.1% and (0.8)%, respectively. For the six months ended June 30, 2014 and 2013, we reported an income tax (expense) benefit of \$(2.4) billion and \$76 million, respectively, resulting in effective tax rates of 31.0% and (0.8)%, respectively. The change to income tax expense in the 2014 periods from income tax benefit in the 2013 periods results from the release of the valuation allowance in the second half of 2013. For the three and six months ended June 30, 2014, our effective tax rate was different from the statutory rate of 35% primarily due to our recognition of low income housing tax credits.

Deferred Tax Assets and Liabilities

We had a net deferred tax asset of \$19.8 billion and \$22.7 billion as of June 30, 2014 and December 31, 2013, respectively. At June 30, 2014, our net deferred tax asset consisted primarily of basis differences related to derivative instruments and deferred fees. The net deferred tax asset decreased compared to December 31, 2013, primarily due to a decrease in the net operating loss carryforward as a result of taxable income estimated to be generated in 2014. Based on all positive and negative evidence available as of June 30, 2014, we have determined that it is more likely than not that our net deferred tax asset will be realized. Therefore, a valuation allowance is not needed.

Unrecognized Tax Benefits and IRS Examinations

We have evaluated all income tax positions and determined that there are no uncertain tax positions that require reserves as of June 30, 2014.

The IRS is currently examining our income tax returns for tax years 2008 through 2011. We are currently working with the IRS to finalize the stipulation of settled issues and closing agreement for years 1998 through 2010 related to our tax accounting method for certain hedging transactions, and expect that a final decision can be entered within the next 12 months. For additional information, see “NOTE 17: LEGAL CONTINGENCIES.”

For a discussion of our significant accounting policies related to income taxes, please see “NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES” and “NOTE 12: INCOME TAXES” in our 2013 Annual Report.

NOTE 13: SEGMENT REPORTING

We evaluate segment performance and allocate resources based on a Segment Earnings approach, subject to the conduct of our business under the direction of the Conservator. See “NOTE 2: CONSERVATORSHIP AND RELATED MATTERS” for additional information about the conservatorship.

We present Segment Earnings by: (a) reclassifying certain credit guarantee-related activities and investment-related activities between various line items on our GAAP consolidated statements of comprehensive income; and (b) allocating certain revenues and expenses, including certain returns on assets and funding costs, and all administrative expenses to our three reportable segments. These reclassifications and allocations are described in “NOTE 13: SEGMENT REPORTING” in our 2013 Annual Report.

We do not consider our assets by segment when evaluating segment performance or allocating resources. We operate our business solely in the U.S. and its territories. Therefore, we do not generate any revenue from and do not have any long-lived assets other than financial instruments in geographic locations outside of the U.S. and its territories.

Segments

Our operations consist of three reportable segments, which are based on the type of business activities each performs — Single-family Guarantee, Investments, and Multifamily. See “NOTE 13: SEGMENT REPORTING” in our 2013 Annual Report for a description of our reportable segments and the activities and items included in each.

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## Segment Earnings

The financial performance of our Single-family Guarantee segment is measured based on its contribution to GAAP net income (loss). Our Investments segment and Multifamily segment are measured based on each segment's contribution to GAAP comprehensive income (loss), which consists of the sum of its contribution to: (a) GAAP net income (loss); and (b) GAAP total other comprehensive income (loss), net of taxes. Taxes for the reportable segments are calculated by applying our corporate estimated annual effective tax rate to each segment's pre-tax income.

The sum of Segment Earnings for each segment and the All Other category equals GAAP net income (loss). Likewise, the sum of comprehensive income (loss) for each segment and the All Other category equals GAAP comprehensive income (loss). However, the accounting principles we apply to present certain financial statement line items in Segment Earnings for our reportable segments, in particular Segment Earnings management and guarantee income and net interest income, differ significantly from those applied in preparing the comparable line items in our consolidated financial statements prepared in accordance with GAAP. Accordingly, the results of such line items differ significantly from, and should not be used as a substitute for, the comparable line items as determined in accordance with GAAP. For reconciliations of the Segment Earnings line items to the comparable line items in our consolidated financial statements prepared in accordance with GAAP, see "Table 13.2 — Segment Earnings and Reconciliation to GAAP Results."

In the first quarter of 2014, we revised our inter-segment allocations between the Multifamily and the Investments segments for the Multifamily segment's investment securities and held-for-sale loans. With this change, the Multifamily segment reflects the entire change in fair value of these assets in its financial results and the Investments segment transfers the change in fair value of the derivatives associated with the Multifamily segment's investments securities and held-for-sale loans to the Multifamily segment. The purpose of this change is to better reflect the operations of the Multifamily segment on a stand-alone basis. Prior period results have been revised to conform with the current period presentation.

## Segment Adjustments

In presenting Segment Earnings management and guarantee income and net interest income, we make adjustments to better reflect how management measures and assesses the performance of each segment and the company as a whole. These adjustments relate to amounts that are not reflected in net income (loss) as determined in accordance with GAAP. These adjustments are reversed through the segment adjustments line item within Segment Earnings, so that Segment Earnings (loss) for each segment equals GAAP net income (loss) for each segment. Segment adjustments consist of the following:

We adjust our Segment Earnings management and guarantee income for the Single-family Guarantee segment to include the amortization of buy-down fees and credit delivery fees recorded in periods prior to the January 1, 2010 adoption of accounting guidance for the transfers of financial assets and the consolidation of VIEs. As of June 30, 2014, the unamortized balance of buy-down fees was \$0.3 billion and the unamortized balance of credit delivery fees was \$0.8 billion. We consider such fees to be part of the effective rate of the guarantee fee on guaranteed mortgage loans. These adjustments are necessary to better reflect the realization of revenue associated with guarantee contracts over the life of the underlying loans.

We adjust our Segment Earnings net interest income for the Investments segment to include the amortization of cash premiums and discounts, as well as buy-up fees, on the consolidated Freddie Mac mortgage-related securities we purchase as investments. As of June 30, 2014, the unamortized balance of such premiums and discounts, net was \$2.9 billion and the unamortized balance of buy-up fees was \$0.4 billion. These adjustments are necessary to reflect the effective yield realized on investments in consolidated Freddie Mac mortgage-related securities purchased at a premium or discount or with buy-up fees.

## Segment Allocations

The results of each reportable segment include directly attributable revenues and expenses. Administrative expenses that are not directly attributable to a segment are allocated to our segments using various methodologies, depending on the nature of the expense (i.e., semi-direct versus indirect). Net interest income for each segment includes allocated debt funding and hedging costs related to certain assets of each segment. The Investments segment manages the funding and interest rate risk for all business segments. In connection with this activity, the Investments segment

transfers a cost to the other segments. The actual costs may vary relative to these intra-company transfers. In addition, the financial statement volatility associated with the use of derivatives to hedge certain assets outside the Investments segment is not fully allocated to other segments. These allocations do not include the effects of dividends paid on our senior preferred stock.

The table below presents Segment Earnings by segment.

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Freddie Mac

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Table 13.1 — Summary of Segment Earnings and Comprehensive Income (Loss)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
	(in millions)			
Segment Earnings (loss), net of taxes:				
Single-family Guarantee	\$568	\$1,341	\$881	\$2,527
Investments	318	2,729	3,620	5,149
Multifamily	476	918	894	1,921
All Other	—	—	(13	) (28
Total Segment Earnings, net of taxes	1,362	4,988	5,382	9,569
Net income	\$1,362	\$4,988	\$5,382	\$9,569
Comprehensive income (loss) of segments:				
Single-family Guarantee	\$568	\$1,342	\$881	\$2,539
Investments	913	2,887	4,694	7,681
Multifamily	409	128	827	1,136
All Other	—	—	(13	) (28
Comprehensive income of segments	1,890	4,357	6,389	11,328
Comprehensive income	\$1,890	\$4,357	\$6,389	\$11,328

The table below presents detailed reconciliations between our GAAP financial statements and Segment Earnings by financial statement line item for our reportable segments and All Other.

Table 13.2 — Segment Earnings and Reconciliation to GAAP Results

Three Months Ended June 30, 2014

	Single-family Guarantee	Investments	Multifamily	All Other	Total Segment Earnings (Loss), Net of Tax	Reconciliation to Consolidated Statements of Comprehensive Income		Total per Consolidated Statements of Comprehensive Income	
						Reclassifications <sup>(1)</sup>	Segment Adjustments <sup>(2)</sup>		
	(in millions)								
Net interest income	\$(79	) \$ 726	\$ 250	\$—	\$ 897	\$2,457	\$ 149	\$ 2,606	\$ 3,503
Benefit for credit losses	398	—	23	—	421	197	—	197	618
Non-interest income (loss):									
Management and guarantee income <sup>(3)</sup>	1,252	—	63	—	1,315	(1,157	) (76	) (1,233	) 82
Net impairment of available-for-sale securities recognized in earnings	—	83	—	—	83	(240	) —	(240	) (157
Derivative gains (losses)	(25	) (1,124	) 112	—	(1,037	) (889	) —	(889	) (1,926
Gains (losses) on trading securities	—	14	26	—	40	—	—	—	40
	(195	) —	156	—	(39	) —	—	—	(39

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Gains (losses) on mortgage loans									
Other non-interest income (loss)	48	773	141	—	962	(368)	) —	(368)	) 594
Non-interest expense:									
Administrative expenses	(275)	) (111)	) (67)	) —	(453)	) —	—	—	(453)
REO operations income (expense)	48	—	2	—	50	—	—	—	50
Temporary Payroll Tax Cut Continuation Act of 2011 expense	(187)	) —	—	—	(187)	) —	—	—	(187)
Other non-interest expense	(80)	) (2)	) (8)	) —	(90)	) —	—	—	(90)
Segment adjustments <sup>(2)</sup>	(76)	) 149	—	—	73	—	(73)	) (73)	) —
Income tax expense	(261)	) (190)	) (222)	) —	(673)	) —	—	—	(673)
Net income	568	318	476	—	1,362	—	—	—	1,362
Changes in unrealized gains (losses) related to available-for-sale securities									
Changes in unrealized gains (losses) related to cash flow hedge relationships									
Total other comprehensive income (loss), net of taxes	—	595	(67)	) —	528	—	—	—	528
Comprehensive income	\$568	\$ 913	\$ 409	\$—	\$ 1,890	\$—	\$ —	\$ —	\$ 1,890

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Six Months Ended June 30, 2014

	Single-family Guarantee	Investments	Multifamily	All Other	Total Segment Earnings (Loss), Net of Tax	Reconciliation to Consolidated Statements of Comprehensive Income Reclassifications	Segment Adjustments <sup>(1)</sup>	Total Reconciling Items <sup>(2)</sup>	Total per Consolidated Statements of Comprehensive Income
(in millions)									
Net interest income	\$(46 )	\$ 1,562	\$ 465	\$—	\$ 1,981	\$4,732	\$ 300	\$ 5,032	\$ 7,013
Benefit for credit losses	76	—	42	—	118	415	—	415	533
Non-interest income (loss):									
Management and guarantee income <sup>(3)</sup>	2,423	—	121	—	2,544	(2,226 )	(158 )	(2,384 )	160
Net impairment of available-for-sale securities recognized in earnings	—	(132 )	—	—	(132 )	(389 )	—	(389 )	(521 )
Derivative gains (losses)	(28 )	(2,612 )	197	—	(2,443 )	(1,834 )	—	(1,834 )	(4,277 )
Gains (losses) on trading securities	—	(41 )	74	—	33	—	—	—	33
Gains (losses) on mortgage loans	(195 )	—	410	—	215	—	—	—	215
Other non-interest income	251	6,410	132	—	6,793	(698 )	—	(698 )	6,095
Non-interest expense:									
Administrative expenses	(553 )	(235 )	(133 )	—	(921 )	—	—	—	(921 )
REO operations income (expense)	(11 )	—	2	—	(9 )	—	—	—	(9 )
Temporary Payroll Tax Cut Continuation Act of 2011 expense	(365 )	—	—	—	(365 )	—	—	—	(365 )
Other non-interest expense	(119 )	(6 )	(13 )	(18 )	(156 )	—	—	—	(156 )
Segment adjustments <sup>(2)</sup>	(158 )	300	—	—	142	—	(142 )	(142 )	—
Income tax (expense) benefit	(394 )	(1,626 )	(403 )	5	(2,418 )	—	—	—	(2,418 )
Net income (loss)	881	3,620	894	(13 )	5,382	—	—	—	5,382
	—	973	(67 )	—	906	—	—	—	906

Changes in unrealized gains (losses) related to available-for-sale securities									
Changes in unrealized gains (losses) related to cash flow hedge relationships	—	101	—	—	101	—	—	—	101
Total other comprehensive income (loss), net of taxes	—	1,074	(67 )	—	1,007	—	—	—	1,007
Comprehensive income (loss)	\$881	\$ 4,694	\$ 827	\$(13)	\$ 6,389	\$—	\$ —	\$ —	\$ 6,389

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Three Months Ended June 30, 2013

	Single-family Guarantee	Investments	Multifamily	All Other	Total Segment Earnings (Loss), Net of Tax	Reconciliation to Consolidated Statements of Comprehensive Income Reclassifications	Segment Adjustments <sup>(1)</sup>	Total Reconciling Items <sup>(2)</sup>	Total per Consolidated Statements of Comprehensive Income
(in millions)									
Net interest income	\$3	\$ 839	\$ 320	\$—	\$ 1,162	\$2,686	\$ 296	\$ 2,982	\$ 4,144
Benefit for credit losses	345	—	105	—	450	173	—	173	623
Non-interest income (loss):									
Management and guarantee income <sup>(3)</sup>	1,298	—	49	—	1,347	(1,070 )	(214 )	(1,284 )	63
Net impairment of available-for-sale securities recognized in earnings	—	49	—	—	49	(93 )	—	(93 )	(44 )
Derivative gains (losses)	—	1,052	1,335	—	2,387	(1,025 )	—	(1,025 )	1,362
Gains (losses) on trading securities	—	(651 )	(100 )	—	(751 )	—	—	—	(751 )
Gains (losses) on mortgage loans	—	—	(563 )	—	(563 )	—	—	—	(563 )
Other non-interest income	208	954	120	—	1,282	(671 )	—	(671 )	611
Non-interest expense:									
Administrative expenses	(252 )	(132 )	(60 )	—	(444 )	—	—	—	(444 )
REO operations income (expense)	109	—	1	—	110	—	—	—	110
Temporary Payroll Tax Cut Continuation Act of 2011 expense	(123 )	—	—	—	(123 )	—	—	—	(123 )
Other non-interest expense	(33 )	(1 )	(7 )	—	(41 )	—	—	—	(41 )
Segment adjustments <sup>(2)</sup>	(214 )	296	—	—	82	—	(82 )	(82 )	—
Income tax (expense) benefit	—	323	(282 )	—	41	—	—	—	41
Net income	1,341	2,729	918	—	4,988	—	—	—	4,988
Changes in unrealized gains	—	73	(790 )	—	(717 )	—	—	—	(717 )

(losses) related to available-for-sale securities									
Changes in unrealized gains (losses) related to cash flow hedge relationships	—	84	—	—	84	—	—	—	84
Changes in defined benefit plans	1	1	—	—	2	—	—	—	2
Total other comprehensive income (loss), net of taxes	1	158	(790 )	—	(631 )	—	—	—	(631 )
Comprehensive income	\$1,342	\$ 2,887	\$ 128	\$—	\$ 4,357	\$—	\$ —	\$ —	\$ 4,357

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Six Months Ended June 30, 2013

	Single-family Guarantee	Investments	Multifamily	All Other	Total Segment Earnings (Loss), Net of Tax	Reconciliation to Consolidated Statements of Comprehensive Income	Segment Adjustments <sup>(1)</sup>	Total Reconciling Items <sup>(2)</sup>	Total per Consolidated Statements of Comprehensive Income
(in millions)									
Net interest income	\$97	\$ 1,869	\$ 623	\$—	\$ 2,589	\$5,235	\$ 585	\$ 5,820	\$ 8,409
Benefit for credit losses	589	—	139	—	728	398	—	398	1,126
Non-interest income (loss):									
Management and guarantee income <sup>(3)</sup>	2,541	—	95	—	2,636	(2,071 )	(442 )	(2,513 )	123
Net impairment of available-for-sale securities recognized in earnings	—	57	(11 )	—	46	(133 )	—	(133 )	(87 )
Derivative gains (losses)	—	1,611	2,165	—	3,776	(2,039 )	—	(2,039 )	1,737
Gains (losses) on trading securities	—	(1,029 )	(99 )	—	(1,128 )	—	—	—	(1,128 )
Gains (losses) on mortgage loans	—	—	(554 )	—	(554 )	—	—	—	(554 )
Other non-interest income	449	1,711	219	—	2,379	(1,390 )	—	(1,390 )	989
Non-interest expense:									
Administrative expenses	(493 )	(244 )	(139 )	—	(876 )	—	—	—	(876 )
REO operations income (expense)	101	—	3	—	104	—	—	—	104
Temporary Payroll Tax Cut Continuation Act of 2011 expense	(216 )	—	—	—	(216 )	—	—	—	(216 )
Other non-interest expense	(94 )	(1 )	(12 )	(27 )	(134 )	—	—	—	(134 )
Segment adjustments <sup>(2)</sup>	(442 )	585	—	—	143	—	(143 )	(143 )	—
Income tax (expense) benefit	(5 )	590	(508 )	(1 )	76	—	—	—	76
Net income (loss)	2,527	5,149	1,921	(28 )	9,569	—	—	—	9,569
	—	2,350	(787 )	—	1,563	—	—	—	1,563

Changes in unrealized gains (losses) related to available-for-sale securities									
Changes in unrealized gains (losses) related to cash flow hedge relationships	—	174	—	—	174	—	—	—	174
Changes in defined benefit plans	12	8	2	—	22	—	—	—	22
Total other comprehensive income (loss), net of taxes	12	2,532	(785 )	—	1,759	—	—	—	1,759
Comprehensive income (loss)	\$2,539	\$ 7,681	\$ 1,136	\$(28)	\$ 11,328	\$—	\$ —	\$ —	\$ 11,328

See “NOTE 13: SEGMENT REPORTING — Segment Earnings — Investment Activity-Related Reclassifications” and (1) “— Credit Guarantee Activity-Related Reclassifications” in our 2013 Annual Report for information regarding these reclassifications.

(2) See “Segment Adjustments” for information regarding these adjustments.

(3) Management and guarantee income total per consolidated statements of comprehensive income is included in other income on our GAAP consolidated statements of comprehensive income.

#### NOTE 14: FINANCIAL GUARANTEES

We provide financial guarantees to securitization trusts that issue mortgage-related securities backed by single-family mortgage loans, which we consolidate. During the three and six months ended June 30, 2014, we issued approximately \$57.5 billion and \$109.5 billion, respectively, compared to \$130.5 billion and \$264.0 billion during the three and six months ended June 30, 2013, respectively, in UPB of Freddie Mac mortgage-related securities backed by single-family mortgage loans (excluding those backed by HFA bonds). For guarantees to consolidated securitization trusts, our exposure to these guarantees is generally the UPB of the loans recorded on our consolidated balance sheets. See “NOTE 14: FINANCIAL GUARANTEES” in our 2013 Annual Report for a description of the nature of the transactions that give rise to our financial guarantees.

We also provide guarantees to non-consolidated securitization trusts that issue mortgage-related securities as well as in other guarantee commitments. If we are exposed to incremental credit risk by providing these guarantees, we charge a management and guarantee fee and recognize a guarantee asset, guarantee obligation, and a reserve for guarantee losses, as necessary.

The table below presents our maximum potential exposure, our recognized liability, and the maximum remaining term of our financial guarantees that are not consolidated on our balance sheets.



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Table 14.1 — Financial Guarantees

	June 30, 2014			December 31, 2013		
	Maximum Exposure <sup>(1)</sup>	Recognized Liability <sup>(2)</sup>	Maximum Remaining Term	Maximum Exposure <sup>(1)</sup>	Recognized Liability <sup>(2)</sup>	Maximum Remaining Term
	(dollars in millions, terms in years)					
Non-consolidated Freddie Mac securities <sup>(3)</sup>	\$77,886	\$758	39	\$71,809	\$731	40
Other guarantee commitments	28,813	769	35	29,160	791	36
Derivative instruments <sup>(4)</sup>	8,123	38	31	9,856	239	32
Servicing-related premium guarantees	284	—	5	281	—	5

Maximum exposure represents the contractual amounts that could be lost under the non-consolidated guarantees if counterparties or borrowers defaulted, without consideration of possible recoveries under credit enhancement arrangements, such as recourse provisions, third-party insurance contracts, or from collateral held or pledged. The maximum exposure disclosed above is not representative of the actual loss we are likely to incur, based on our historical loss experience and after consideration of proceeds from related collateral liquidation. The maximum exposure for our liquidity guarantees is not mutually exclusive of our default guarantees on the same securities; therefore, these amounts are included within the maximum exposure of non-consolidated Freddie Mac securities and other guarantee commitments.

For non-consolidated Freddie Mac securities and other guarantee commitments, this amount represents the guarantee obligation on our consolidated balance sheets. This amount excludes our reserve for guarantee losses, which totaled \$116 million and \$111 million as of June 30, 2014 and December 31, 2013, respectively, and is included within other liabilities on our consolidated balance sheets.

In addition to our guarantee of principal and interest, we also provide liquidity guarantees for certain multifamily housing revenue bonds included in this category. However, no advances under these liquidity guarantees were outstanding at June 30, 2014 or December 31, 2013.

See “NOTE 9: DERIVATIVES” for information about these derivative guarantees.

**Non-Consolidated Freddie Mac Securities**

During the three and six months ended June 30, 2014, we issued approximately \$3.9 billion and \$7.2 billion, respectively, compared to \$7.4 billion and \$12.2 billion during the three and six months ended June 30, 2013, respectively, in UPB of Other Guarantee Transactions, all of which were backed by multifamily mortgage loans, for which a guarantee asset and guarantee obligation were recognized.

For many of the loans underlying our non-consolidated guarantees, there are credit protections from third parties, including subordination, covering a portion of our exposure. See “NOTE 4: MORTGAGE LOANS AND LOAN LOSS RESERVES” for information about credit protections on loans we guarantee.

**Other Guarantee Commitments**

We provide long-term standby commitments to certain of our customers, which obligate us to purchase seriously delinquent loans that are covered by those agreements. During the six months ended June 30, 2014 and 2013, we issued and guaranteed \$1.2 billion and \$5.1 billion, respectively, in UPB of long-term standby commitments. These long-term standby commitments totaled \$19.3 billion and \$19.2 billion in UPB at June 30, 2014 and December 31, 2013, respectively. We also had other guarantee commitments on multifamily housing revenue bonds that were issued by HFAs of \$9.0 billion and \$9.1 billion in UPB at June 30, 2014 and December 31, 2013. In addition, as of June 30, 2014 and December 31, 2013, we had issued guarantees under the TCLFP on securities backed by HFA bonds with UPB of \$0.5 billion and \$0.9 billion, respectively.

**NOTE 15: CONCENTRATION OF CREDIT AND OTHER RISKS****Single-Family Credit Guarantee Portfolio**

Our business activity is to participate in and support the residential mortgage market in the United States, which we pursue by both issuing guaranteed mortgage securities and investing in mortgage loans and mortgage-related securities.

The table below summarizes the concentration by year of origination and geographical area of the approximately \$1.7 trillion UPB of our single-family credit guarantee portfolio at both June 30, 2014 and December 31, 2013. See “NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES” in our 2013 Annual Report and “NOTE 4: MORTGAGE LOANS AND LOAN LOSS RESERVES” and “NOTE 7: INVESTMENTS IN SECURITIES” for more information about credit risk associated with loans and mortgage-related securities that we hold.

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Table 15.1 — Concentration of Credit Risk — Single-Family Credit Guarantee Portfolio

	June 30, 2014		December 31, 2013		Percent of Credit Losses <sup>(1)(2)</sup> Six Months Ended		
	Percentage of Portfolio <sup>(2)(3)</sup>	Serious Delinquency Rate	Percentage of Portfolio <sup>(2)(3)</sup>	Serious Delinquency Rate	June 30, 2014	June 30, 2013	
Year of Origination							
2014	4	% —	% N/A	N/A	—	% N/A	
2013	17	0.03	16	% 0.01	% —	—	%
2012	15	0.06	16	0.04	—	—	
2011	7	0.21	8	0.18	—	—	
2010	6	0.41	7	0.39	1	—	
2009	7	0.86	7	0.88	2	2	
Subtotal - New single-family book	56	0.23	54	0.24	3	2	
HARP and other relief refinance loans <sup>(4)</sup>	21	0.66	21	0.64	7	4	
2005 to 2008 Legacy single-family book	15	7.93	16	8.77	81	84	
Pre-2005 Legacy single-family book	8	3.11	9	3.24	9	10	
Total	100	% 2.07	% 100	% 2.39	% 100	% 100	%
Region <sup>(5)</sup>							
West	29	% 1.42	% 28	% 1.73	% 12	% 31	%
Northeast	26	2.99	26	3.23	25	12	
North Central	17	1.58	18	1.81	21	22	
Southeast	16	2.79	16	3.42	38	31	
Southwest	12	1.19	12	1.36	4	4	
Total	100	% 2.07	% 100	% 2.39	% 100	% 100	%
State							
Arizona, California, Florida, and Nevada <sup>(6)</sup>	26	% 2.34	% 26	% 3.01	% 38	% 51	%
Illinois, Michigan, and Ohio <sup>(7)</sup>	10	1.83	11	2.11	16	17	
New York and New Jersey <sup>(8)</sup>	9	4.86	9	5.11	10	3	
All other	55	1.63	54	1.85	36	29	
Total	100	% 2.07	% 100	% 2.39	% 100	% 100	%

Credit losses consist of the aggregate amount of charge-offs, net of recoveries, and REO operations expense in (1) each of the respective periods and exclude foregone interest on TDRs and non-accrual loans and other market-based losses recognized on our consolidated statements of comprehensive income.

(2) Within these columns, "—" represents less than 0.5%.

Based on the UPB of our single-family credit guarantee portfolio, which includes unsecuritized single-family (3) mortgage loans held by us on our consolidated balance sheets and those underlying Freddie Mac mortgage-related securities, or covered by our other guarantee commitments.

HARP and other relief refinance loans are presented separately rather than in the year that the refinancing occurred (4) (from 2009 to 2014). All other refinance loans are presented in the year that the refinancing occurred. Prior period information has been revised to conform with the current period presentation.

(5)

Region designation: West (AK, AZ, CA, GU, HI, ID, MT, NV, OR, UT, WA); Northeast (CT, DE, DC, MA, ME, MD, NH, NJ, NY, PA, RI, VT, VA, WV); North Central (IL, IN, IA, MI, MN, ND, OH, SD, WI); Southeast (AL, FL, GA, KY, MS, NC, PR, SC, TN, VI); Southwest (AR, CO, KS, LA, MO, NE, NM, OK, TX, WY).

(6) Represents the four states that had the largest cumulative declines in home prices during the housing crisis that began in 2006, as measured using Freddie Mac's home price index.

(7) Represents selected states in the North Central region that have experienced adverse economic conditions since 2006.

(8) Represents two states with a judicial foreclosure process in which there are a significant number of seriously delinquent loans within our single-family credit guarantee portfolio.

#### Credit Performance of Certain Higher Risk Single-Family Loan Categories

Participants in the mortgage market often characterize single-family loans based upon their overall credit quality at the time of origination, generally considering them to be prime or subprime. Many mortgage market participants classify single-family loans with credit characteristics that range between their prime and subprime categories as Alt-A because these loans have a combination of characteristics of each category, may be underwritten with lower or alternative income or asset documentation requirements compared to a full documentation mortgage loan, or both. However, there is no universally accepted definition of subprime or Alt-A. Although we discontinued new purchases of mortgage loans with lower documentation standards for assets or income beginning March 1, 2009, we continued to purchase certain amounts of these mortgages in cases where the loan was either: (a) purchased pursuant to a previously issued other guarantee commitment; (b) part of our relief refinance mortgage initiative; or (c) in another refinance mortgage initiative and the pre-existing mortgage (including Alt-A loans) was originated under less than full documentation standards. In the event we purchase a refinance mortgage and the original loan had been previously identified as Alt-A, such refinance loan may no longer be categorized or reported as Alt-A in the table below because the new refinance loan replacing the original loan would not be identified by the

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seller/servicer as an Alt-A loan. As a result, our reported Alt-A balances may be lower than would otherwise be the case had such refinancing not occurred.

Although we do not categorize single-family mortgage loans we purchase or guarantee as prime or subprime, we recognize that there are a number of mortgage loan types with certain characteristics that indicate a higher degree of credit risk. For example, a borrower's credit score is a useful measure for assessing the credit quality of the borrower. Statistically, borrowers with higher credit scores are more likely to repay or have the ability to refinance than those with lower scores.

Presented below is a summary of the serious delinquency rates of certain higher-risk categories (based on characteristics of the loan at origination) of single-family loans in our single-family credit guarantee portfolio. The table includes a presentation of each higher-risk category in isolation. A single loan may fall within more than one category (for example, an interest-only loan may also have an original LTV ratio greater than 90%). Loans with a combination of these attributes will have an even higher risk of delinquency than those with an individual attribute.

Table 15.2 — Certain Higher-Risk Categories in the Single-Family Credit Guarantee Portfolio

	Percentage of Portfolio <sup>(1)</sup>		Serious Delinquency Rate	
	June 30, 2014	December 31, 2013	June 30, 2014	December 31, 2013
Interest-only	2	% 2	% 10.81	% 12.51
Option ARM <sup>(2)</sup>	—	—	10.95	12.30
Alt-A	3	3	9.20	10.06
Original LTV ratio greater than 90% <sup>(3)</sup>	16	16	2.73	3.22
Lower FICO scores at origination (less than 620)	3	3	8.87	9.99

(1) Based on UPB. Excludes loans underlying certain Other Guarantee Transactions for which data was not available.  
 (1) Within these columns, "—" represents less than 0.5%.

(2) For reporting purposes, loans within the option ARM category continue to be reported in that category following modification, even though the modified loan no longer provides for optional payment provisions.

(3) Includes HARP loans, which we are required to purchase as part of our participation in the MHA Program.

The percentage of borrowers in our single-family credit guarantee portfolio, based on UPB, with estimated current LTV ratios greater than 100% was 8% and 10% at June 30, 2014 and December 31, 2013, respectively. An increase in the estimated current LTV ratio of a loan indicates that the borrower's equity in the home has declined, and can negatively affect the borrower's ability to refinance (outside of HARP) or to sell the property for an amount at or above the balance of the outstanding mortgage loan. The serious delinquency rate for single-family loans with estimated current LTV ratios greater than 100% was 9.08% and 9.94% as of June 30, 2014 and December 31, 2013, respectively. Loans in our 2005-2008 Legacy single-family book have been more affected by declines in home prices during the housing crisis that began in 2006 than loans originated in other years. Our 2005-2008 Legacy single-family book comprised approximately 15% of our single-family credit guarantee portfolio, based on UPB at June 30, 2014, and these loans accounted for approximately 81% and 84% of our credit losses during the six months ended June 30, 2014 and 2013, respectively.

We categorize our investments in non-agency mortgage-related securities as subprime, option ARM, or Alt-A if the securities were identified as such based on information provided to us when we entered into these transactions. We have not identified option ARM, CMBS, obligations of states and political subdivisions, and manufactured housing securities as either subprime or Alt-A securities. See "NOTE 7: INVESTMENTS IN SECURITIES" for further information on these categories and other concentrations in our investments in securities.

#### Multifamily Mortgage Portfolio

The table below summarizes the concentration of multifamily mortgages in our multifamily mortgage portfolio by certain attributes. Information presented for multifamily mortgage loans includes certain categories based on loan or borrower characteristics present at origination. The table includes a presentation of each category in isolation. A single loan may fall within more than one category (for example, a loan with an original LTV ratio greater than 80% may

also have an original DSCR below 1.10).

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Table 15.3 — Concentration of Credit Risk — Multifamily Mortgage Portfolio

	June 30, 2014		December 31, 2013		
	UPB	Delinquency Rate <sup>(1)</sup>	UPB	Delinquency Rate <sup>(1)</sup>	
	(dollars in billions)				
State <sup>(2)</sup>					
California	\$22.5	—	% \$22.4	0.03	%
Texas	16.5	—	16.7	0.02	
New York	11.3	0.11	11.4	0.12	
Florida	9.2	—	9.3	0.28	
Virginia	7.0	—	7.0	0.37	
Maryland	6.7	—	6.7	—	
All other states	59.4	0.02	59.3	0.08	
Total	\$132.6	0.02	% \$132.8	0.09	%
Region <sup>(3)</sup>					
Northeast	\$37.2	0.04	% \$37.5	0.10	%
West	34.2	—	33.8	0.07	
Southwest	26.0	—	26.2	0.05	
Southeast	24.0	0.01	24.1	0.16	
North Central	11.2	0.07	11.2	0.07	
Total	\$132.6	0.02	% \$132.8	0.09	%
Other Categories <sup>(4)</sup>					
Original LTV ratio greater than 80%	\$5.6	0.04	% \$5.6	0.19	%
Original DSCR below 1.10	2.1	—	2.2	—	

(1) Based on the UPB of multifamily mortgages two monthly payments or more delinquent or in foreclosure.

(2) Represents the six states with the highest UPB at June 30, 2014.

(3) See endnote (5) to “Table 15.1 — Concentration of Credit Risk — Single-Family Credit Guarantee Portfolio” for a description of these regions.

(4) These categories are not mutually exclusive and a loan in one category may also be included within another category.

One indicator of risk for mortgage loans in our multifamily mortgage portfolio is the amount of a borrower’s equity in the underlying property. A borrower’s equity in a property decreases as the LTV ratio increases. Higher LTV ratios negatively affect a borrower’s ability to refinance or sell a property for an amount at or above the balance of the outstanding mortgage. The DSCR is another indicator of future credit performance. The DSCR estimates a multifamily borrower’s ability to service its mortgage obligation using the secured property’s cash flow, after deducting non-mortgage expenses from income. The higher the DSCR, the more likely it is that a multifamily borrower will be able to continue servicing its mortgage obligation.

We estimate that the percentage of loans in our multifamily mortgage portfolio with a current LTV ratio greater than 100% was approximately 1% and 2% at June 30, 2014 and December 31, 2013, respectively, and our estimate of the current average DSCR for these loans was 1.02 and 0.95, respectively. We estimate that the percentage of loans in our multifamily mortgage portfolio with a current DSCR less than 1.0 was 2% and 3% at June 30, 2014 and December 31, 2013, respectively, and the average current LTV ratio of these loans was 87% and 95%, respectively. Our estimates of current DSCRs are based on the latest reported net operating income for these properties. Our estimates of the current LTV ratios are based on either values we receive from a third-party service provider or our internal estimates of property value. Our internal estimates of property value are primarily derived using techniques that include income capitalization and comparable sales analysis using third party market data.

Seller/Servicers

We acquire a significant portion of our single-family mortgage purchase volume from several large seller/servicers and we are exposed to the risk that we could lose purchase volume to the extent certain arrangements with these lenders are terminated. Our top 10 single-family seller/servicers provided approximately 51% of our single-family purchase volume during the six months ended June 30, 2014. Wells Fargo Bank, N.A. accounted for 14% of our single-family mortgage purchase volume and was the only single-family seller/servicer that comprised 10% or more of our purchase volume during the six months ended June 30, 2014.

We are exposed to institutional credit risk arising from the potential insolvency or non-performance by our seller/servicers of their obligations to repurchase mortgages or (at our option) indemnify us in the event of: (a) breaches of the representations and warranties they made when they sold the mortgages to us; or (b) failure to comply with our servicing requirements. Our contracts require that a seller/servicer repurchase a mortgage after we issue a repurchase request, unless the seller/servicer avails itself of an appeals process provided for in our contracts, in which case the deadline for repurchase is extended until we decide on the appeal. As of June 30, 2014 and December 31, 2013, the UPB of loans subject to our



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repurchase requests (seller and servicer related) issued to our single-family seller/servicers was approximately \$0.9 billion and \$2.2 billion, respectively (these figures include repurchase requests for which appeals were pending). During the three and six months ended June 30, 2014, we recovered amounts that covered losses with respect to \$0.4 billion and \$1.4 billion, respectively, in UPB of loans subject to our repurchase requests.

During the six months ended June 30, 2014, we entered into settlement agreements with certain counterparties to release specified loans from certain seller repurchase obligations in exchange for one-time cash payments, which totaled approximately \$0.4 billion in aggregate. These agreements related to loans with \$21.3 billion in aggregate principal amount (as of the dates of the respective agreements) and we recognized a benefit for credit losses of \$0.3 billion included within our consolidated statement of comprehensive income during the six months ended June 30, 2014 related to these agreements.

The ultimate amounts of recovery payments we receive from seller/servicers related to their repurchase obligations may be significantly less than the amount of our estimates of potential exposure to losses. Our estimate of probable incurred losses for exposure to seller/servicers for their repurchase obligations is considered in our allowance for loan losses. See "NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES — Allowance for Loan Losses and Reserve for Guarantee Losses" and "NOTE 15: CONCENTRATION OF CREDIT AND OTHER RISKS" in our 2013 Annual Report for further information. We believe we have appropriately provided for these exposures, based upon our estimates of incurred losses, in our loan loss reserves; however, our actual losses may exceed our estimates.

We are also exposed to the risk that seller/servicers might fail to service mortgages in accordance with our contractual requirements, resulting in increased credit losses. For example, our seller/servicers have an active role in our loss mitigation efforts, including under the servicing alignment initiative and the MHA Program, and therefore, we have exposure to them to the extent a decline in their performance results in a failure to realize the anticipated benefits of our loss mitigation plans. Since we do not have our own servicing operation, if our servicers lack appropriate process controls, experience a failure in their controls, or experience an operating disruption in their ability to service mortgage loans, our business and financial results could be adversely affected.

A significant portion of our single-family mortgage loans are serviced by several large seller/servicers. Our top two single-family loan servicers, Wells Fargo Bank, N.A. and JPMorgan Chase Bank, N.A., serviced approximately 23% and 12%, respectively, of our single-family mortgage loans, and were the only seller/servicers that serviced more than 10% of our loans, as of June 30, 2014.

As of June 30, 2014 our top three multifamily servicers, Berkadia Commercial Mortgage LLC, Wells Fargo Bank, N.A., and CBRE Capital Markets, Inc., each serviced more than 10% of our multifamily mortgage portfolio, excluding K Certificates, and together serviced approximately 37% of this portfolio.

**Mortgage Insurers**

We have institutional credit risk relating to the potential insolvency of, or non-performance by, mortgage insurers that insure single-family mortgages we purchase or guarantee. We evaluate the recovery and collectability from insurance policies for mortgage loans that we hold for investment as well as loans underlying our non-consolidated Freddie Mac mortgage-related securities or covered by other guarantee commitments as part of the estimate of our loan loss reserves. See "NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES — Allowance for Loan Losses and Reserve for Guarantee Losses" in our 2013 Annual Report for additional information. As of June 30, 2014, mortgage insurers provided coverage with maximum loss limits of \$54.2 billion, for \$216.1 billion of UPB, in connection with our single-family credit guarantee portfolio. These amounts are based on gross coverage without regard to netting of coverage that may exist to the extent an affected mortgage is covered under both primary and pool insurance. Our top four mortgage insurer counterparties, Radian Guaranty Inc., Mortgage Guaranty Insurance Corporation, United Guaranty Residential Insurance Company, and Genworth Mortgage Insurance Corporation each accounted for more than 10% and collectively represented approximately 79% of our overall mortgage insurance coverage at June 30, 2014. Of our four largest counterparties, three are rated BB-, and one is rated BBB+, as of June 30, 2014, based on the lower of the S&P or Moody's rating scales and stated in terms of the S&P equivalent. PMI Mortgage Insurance Co. (PMI), Republic Mortgage Insurance Co. (RMIC), and Triad Guaranty Insurance Corp. (Triad) are no longer rated by either S&P or Moody's because they are in rehabilitation or under regulatory supervision.

We received proceeds of \$0.6 billion and \$0.9 billion during the six months ended June 30, 2014 and 2013, respectively, from our primary and pool mortgage insurance policies for recovery of losses on our single-family loans. We had outstanding receivables from mortgage insurers of \$0.5 billion and \$0.7 billion (excluding deferred payment obligations associated with unpaid claim amounts) as of June 30, 2014 and December 31, 2013, respectively. The balance of our outstanding accounts receivable from mortgage insurers, net of associated reserves, was approximately \$0.4 billion and \$0.5 billion at June 30, 2014 and December 31, 2013, respectively.

PMI and Triad are paying a portion of their claims in cash and the remaining portion of the claims represents a deferred payment obligation. It is not clear how the regulators of these companies will administer their respective deferred payment plans, nor when or if those obligations will be paid.

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In June 2014, RMIC announced that it would: (a) resume paying valid claims at 100% of the claim amount without further deferrals, effective with claims settled on or after July 1, 2014, and (b) pay, in full, all deferred payment obligations outstanding as of June 30, 2014. Previously, RMIC had been paying all valid claims 60% in cash and 40% in deferred payment obligations.

See "NOTE 15: CONCENTRATION OF CREDIT AND OTHER RISKS" in our 2013 Annual Report for further information on our mortgage insurance counterparties.

### Bond Insurers

Bond insurance, which may be either primary or secondary policies, is a credit enhancement covering some of the non-agency mortgage-related securities we hold. Primary policies are acquired by the securitization trust issuing the securities we purchase, while secondary policies are acquired by us. At June 30, 2014, the maximum principal exposure to credit losses related to such policies was \$7.3 billion. At June 30, 2014, our top four bond insurers, Ambac Assurance Corporation (or Ambac), Financial Guaranty Insurance Company (or FGIC), National Public Finance Guarantee Corp., and MBIA Insurance Corp., each accounted for more than 10% of our overall bond insurance coverage and collectively represented approximately 92% of our total coverage.

We expect to receive substantially less than full payment of our claims from Ambac and FGIC as these companies are either insolvent or in rehabilitation. We believe that we will also likely receive substantially less than full payment of our claims from some of our other bond insurers, because we believe they also lack sufficient ability to fully meet all of their expected lifetime claims-paying obligations to us as such claims emerge. We evaluate the expected recovery from primary bond insurance policies as part of our impairment analysis for our investments in securities. See "NOTE 7: INVESTMENTS IN SECURITIES" in our 2013 Annual Report for further information on our evaluation of impairment on securities covered by bond insurance.

### Cash and Other Investments Counterparties

We are exposed to institutional credit risk arising from the potential insolvency or non-performance of counterparties of non-mortgage-related investment agreements and cash equivalent transactions, including those entered into on behalf of our securitization trusts. Our policies require that the issuer be rated as investment grade at the time the financial instrument is purchased. We base the permitted term and dollar limits for each of these transactions on the counterparty's financial strength in order to further mitigate our risk.

Our cash and other investment counterparties are primarily major institutions, Treasury, and the Federal Reserve Bank of New York. As of June 30, 2014 and December 31, 2013, including amounts related to our consolidated VIEs, there were \$51.6 billion and \$85.9 billion, respectively, of: (a) cash and securities purchased under agreements to resell invested with institutional counterparties; (b) Treasury securities classified as cash equivalents; or (c) cash deposited with the Federal Reserve Bank of New York. As of June 30, 2014 these included:

• \$31.7 billion of securities purchased under agreements to resell with 14 counterparties that had short-term S&P ratings of A-1 or above;

• \$4.4 billion of securities purchased under agreements to resell with one counterparty that had a short-term S&P rating of A-2;

• \$8.0 billion of securities purchased under agreements to resell with three counterparties that do not have short-term S&P or other third-party credit ratings, but were evaluated under the company's counterparty credit risk system and were determined to be eligible for these transactions (by providing more than 100% in approved collateral);

• \$0.2 billion of cash equivalents invested in Treasury securities; and

• \$7.1 billion of cash deposited with the Federal Reserve Bank of New York (as a non-interest-bearing deposit).

### Non-Agency Mortgage-Related Security Issuers

We are engaged in various loss mitigation efforts concerning certain investments in non-agency mortgage-related securities, including the activities discussed below. The effectiveness of these various loss mitigation efforts is uncertain, in part because our rights as an investor are limited, and any potential recoveries may take significant time to realize. Lawsuits against a number of parties are currently pending. These parties include some of our significant seller/servicers and counterparties, including counterparties to debt funding and derivatives transactions.

In 2011, FHFA, as Conservator for Freddie Mac and Fannie Mae, filed lawsuits against 18 corporate families of financial institutions and related defendants alleging securities laws violations and, in some cases, fraud. These

lawsuits seek to recover losses and damages sustained by Freddie Mac and Fannie Mae as a result of their investments in certain residential non-agency mortgage-related securities issued or sold by, or backed by mortgages originated by, these financial institutions or control persons thereof. As of June 30, 2014, most of these lawsuits have been resolved through settlements. We and FHFA reached settlements with the following parties in these FHFA-filed lawsuits in the six months ended June 30, 2014:

• Morgan Stanley (February 2014)

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Freddie Mac

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Ⓢociete Generale (February 2014)

Ⓒredit Suisse Holdings (USA), Inc. (March 2014)

Ⓓbank of America Corporation (March 2014)

Ⓓbarclays Bank PLC (April 2014)

Ⓕfirst Horizon National Corporation (April 2014)

ⒹBS Securities, Inc. (June 2014)

At the direction of our Conservator, we are also working to enforce contractual rights of certain trusts with respect to the non-agency mortgage-related securities we hold, and have directed certain trustees to initiate litigation on behalf of certificate holders against several financial institutions for breach of contract claims. We reached a settlement with WMC Mortgage LLC in March 2014.

During the six months ended June 30, 2014, we recognized \$4.9 billion within non-interest income on our consolidated statements of comprehensive income from the settlements discussed above.

We have also been participating with other investors in non-agency mortgage-related securities in certain investor consortiums that seek to enforce certain claims relating to such securities. In April 2014, Citigroup Inc. announced a settlement with an investor consortium to resolve certain claims with respect to a number of mortgage securitization trusts. The settlement is subject to various conditions, and it is not possible to predict the timing or ultimate outcome of the approval process, which could take substantial time. We have investments in certain of these securitization trusts and would expect to benefit from this settlement, if it is ultimately approved. For more information, see “NOTE 15: CONCENTRATION OF CREDIT AND OTHER RISKS — Non-Agency Mortgage-Related Security Issuers” in our 2013 Annual Report.

Derivative Portfolio

For a discussion of our derivative counterparties as well as related master netting and collateral agreements, see “NOTE 10: COLLATERAL AND OFFSETTING OF ASSETS AND LIABILITIES.”

NOTE 16: FAIR VALUE DISCLOSURES

The accounting guidance for fair value measurements and disclosures defines fair value, establishes a framework for measuring fair value, and sets forth disclosure requirements regarding fair value measurements. This guidance applies whenever other accounting guidance requires or permits assets or liabilities to be measured at fair value. Fair value measurement assumes that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or, in the absence of a principal market, in the most advantageous market for the asset or liability.

We use fair value measurements for the initial recording of certain assets and liabilities and periodic remeasurement of certain assets and liabilities on a recurring or non-recurring basis.

Fair Value Measurements

The accounting guidance for fair value measurements and disclosures establishes a three-level fair value hierarchy that prioritizes the inputs into the valuation techniques used to measure fair value. The fair value hierarchy gives the highest priority, Level 1, to measurements based on quoted prices in active markets for identical assets or liabilities. The next highest priority, Level 2, is given to measurements based on observable inputs other than quoted prices in active markets for identical assets or liabilities. The lowest priority, Level 3, is given to measurements based on unobservable inputs. Assets and liabilities are classified in their entirety within the fair value hierarchy based on the lowest level input that is significant to the fair value measurement.

Assets and Liabilities on Our Consolidated Balance Sheets Measured at Fair Value on a Recurring Basis

The table below presents our assets and liabilities measured on our consolidated balance sheets at fair value on a recurring basis subsequent to initial recognition, including instruments where we have elected the fair value option, as of June 30, 2014 and December 31, 2013.

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Table 16.1 — Assets and Liabilities on Our Consolidated Balance Sheets Measured at Fair Value on a Recurring Basis

	Fair Value at June 30, 2014					
	Quoted Prices in Active Markets for Identical Assets (Level 1) (in millions)	Significant Observable Inputs (Level 2)	Other Inputs	Significant Unobservable Inputs (Level 3)	Netting Adjustment <sup>(1)</sup>	Total
Assets:						
Investments in securities:						
Available-for-sale, at fair value:						
Mortgage-related securities:						
Freddie Mac	\$—	\$ 34,863		\$2,892	\$—	\$37,755
Fannie Mae	—	9,286		136	—	9,422
Ginnie Mae	—	215		5	—	220
CMBS	—	22,333		3,326	—	25,659
Subprime	—	—		24,291	—	24,291
Option ARM	—	—		6,231	—	6,231
Alt-A and other	—	—		6,454	—	6,454
Obligations of states and political subdivisions	—	—		2,898	—	2,898
Manufactured housing	—	—		668	—	668
Total available-for-sale securities, at fair value	—	66,697		46,901	—	113,598
Trading, at fair value:						
Mortgage-related securities:						
Freddie Mac	—	12,997		1,252	—	14,249
Fannie Mae	—	7,067		167	—	7,234
Ginnie Mae	—	19		—	—	19
Other	—	76		6	—	82
Total mortgage-related securities	—	20,159		1,425	—	21,584
U.S. Treasury securities	12,711	—		—	—	12,711
Total trading securities, at fair value	12,711	20,159		1,425	—	34,295
Total investments in securities	12,711	86,856		48,326	—	147,893
Mortgage loans:						
Held-for-sale, at fair value	—	5,941		—	—	5,941
Derivative assets, net:						
Interest-rate swaps	—	7,174		—	—	7,174
Option-based derivatives	—	3,499		—	—	3,499
Other	—	77		2	—	79
Subtotal, before netting adjustments	—	10,750		2	—	10,752
Netting adjustments <sup>(1)</sup>	—	—		—	(10,250)	(10,250)
Total derivative assets, net	—	10,750		2	(10,250)	502
Other assets:						
Guarantee asset, at fair value	—	—		1,587	—	1,587
All other, at fair value	—	—		12	—	12
Total other assets	—	—		1,599	—	1,599

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Total assets carried at fair value on a recurring basis	\$ 12,711	\$ 103,547	\$ 49,927	\$(10,250	) \$ 155,935
Liabilities:					
Debt securities of consolidated trusts held by third parties, at fair value	\$—	\$ 48	\$—	\$—	\$48
Other debt, at fair value	—	3,277	1,000	—	4,277
Derivative liabilities, net:					
Interest-rate swaps	—	12,522	—	—	12,522
Option-based derivatives	—	6	—	—	6
Other	—	73	60	—	133
Subtotal, before netting adjustments	—	12,601	60	—	12,661
Netting adjustments <sup>(1)</sup>	—	—	—	(11,372	) (11,372 )
Total derivative liabilities, net	—	12,601	60	(11,372	) 1,289
Total liabilities carried at fair value on a recurring basis	\$—	\$ 15,926	\$ 1,060	\$(11,372	) \$ 5,614

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Freddie Mac

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	Fair Value at December 31, 2013					
	Quoted Prices in Active Markets for Identical Assets (Level 1) (in millions)	Significant Observable Inputs (Level 2)	Other Inputs (Level 3)	Significant Unobservable Inputs (Level 3)	Netting Adjustment <sup>(1)</sup>	Total
Assets:						
Investments in securities:						
Available-for-sale, at fair value:						
Mortgage-related securities:						
Freddie Mac	\$—	\$ 38,720		\$ 1,939	\$—	\$40,659
Fannie Mae	—	10,666		131	—	10,797
Ginnie Mae	—	155		12	—	167
CMBS	—	27,229		3,109	—	30,338
Subprime	—	—		27,499	—	27,499
Option ARM	—	—		6,574	—	6,574
Alt-A and other	—	—		8,706	—	8,706
Obligations of states and political subdivisions	—	—		3,495	—	3,495
Manufactured housing	—	—		684	—	684
Total available-for-sale securities, at fair value	—	76,770		52,149	—	128,919
Trading, at fair value:						
Mortgage-related securities:						
Freddie Mac	—	9,006		343	—	9,349
Fannie Mae	—	6,959		221	—	7,180
Ginnie Mae	—	24		74	—	98
Other	—	133		8	—	141
Total mortgage-related securities	—	16,122		646	—	16,768
U.S. Treasury securities	6,636	—		—	—	6,636
Total trading securities, at fair value	6,636	16,122		646	—	23,404
Total investments in securities	6,636	92,892		52,795	—	152,323
Mortgage loans:						
Held-for-sale, at fair value	—	8,727		—	—	8,727
Derivative assets, net:						
Interest-rate swaps	—	10,009		10	—	10,019
Option-based derivatives	—	4,112		—	—	4,112
Other	—	99		1	—	100
Subtotal, before netting adjustments	—	14,220		11	—	14,231
Netting adjustments <sup>(1)</sup>	—	—		—	(13,168 )	(13,168 )
Total derivative assets, net	—	14,220		11	(13,168 )	1,063
Other assets:						
Guarantee asset, at fair value	—	—		1,611	—	1,611
All other, at fair value	—	—		9	—	9
Total other assets	—	—		1,620	—	1,620
	\$6,636	\$ 115,839		\$54,426	\$(13,168 )	\$163,733



Total assets carried at fair value on  
a recurring basis

Liabilities:

Debt securities of consolidated

trusts held by third parties, at fair value	\$—	\$ 59	\$—	\$—	\$59
Other debt, at fair value	—	1,155	1,528	—	2,683
Derivative liabilities, net:					
Interest-rate swaps	—	13,022	295	—	13,317
Option-based derivatives	—	201	3	—	204
Other	—	68	38	—	106
Subtotal, before netting adjustments	—	13,291	336	—	13,627
Netting adjustments <sup>(1)</sup>	—	—	—	(13,447 )	(13,447 )
Total derivative liabilities, net	—	13,291	336	(13,447 )	180
Total liabilities carried at fair value on a recurring basis	\$—	\$ 14,505	\$ 1,864	\$(13,447 )	\$ 2,922

Represents counterparty netting, cash collateral netting and net derivative interest receivable or payable. The net cash collateral posted was \$1.8 billion and \$871 million, respectively, at June 30, 2014 and December 31, 2013.  
(1) The net interest receivable (payable) of derivative assets and derivative liabilities was \$(0.7) billion and \$(0.6) billion at June 30, 2014 and December 31, 2013, respectively, which was mainly related to interest rate swaps.

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Changes in Fair Value Levels

We monitor the availability of observable market data to: (a) assess the appropriate classification of financial instruments within the fair value hierarchy; and (b) transfer assets and liabilities between Level 1, Level 2, and Level 3 accordingly. Observable market data includes, but is not limited to, quoted prices and market transactions. Changes in economic conditions or the volume and level of activity in a market generally will drive changes in availability of observable market data. Changes in availability of observable market data, which also may result in changing the valuation technique used, are generally the cause of transfers between Level 1, 2, or 3.

For both the three and six months ended June 30, 2014 and 2013, our transfers between Level 1 and Level 2 assets and liabilities were less than \$1 million.

The table below presents a reconciliation of all assets and liabilities measured on our consolidated balance sheets at fair value on a recurring basis using significant unobservable inputs (Level 3) for the three and six months ended June 30, 2014 and 2013, including transfers into and out of Level 3 assets and liabilities. The table also presents gains and losses due to changes in fair value, including both realized and unrealized gains and losses, recognized in our consolidated statements of comprehensive income for Level 3 assets and liabilities for the three and six months ended June 30, 2014 and 2013. When assets and liabilities are transferred between levels, we recognize the transfer as of the beginning of the period.

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Table 16.2 — Assets and Liabilities on Our Consolidated Balance Sheets Measured at Fair Value on a Recurring Basis Using Significant Unobservable Inputs

	Three Months Ended June 30, 2014											
	Balance, March 31, 2014	Realized and unrealized gains (losses)	Included in earnings comprehensive income <sup>(1)</sup>	Total	Purchases	Issues	Sales	Settlements net	Transfers into Level 3 <sup>(5)</sup>	Transfers out of Level 3 <sup>(5)</sup>	Balance, June 30, 2014	Unrealized gains (losses) still held <sup>(6)</sup>
	(in millions)											
<b>Assets</b>												
<b>Investments in securities:</b>												
<b>Available-for-sale, at fair value:</b>												
<b>Mortgage-related securities:</b>												
Freddie Mac	\$2,443	\$(2)	\$4	\$2	\$1,440	\$—	\$(277)	\$(21)	\$—	\$(695)	\$2,892	\$—
Fannie Mae	134	—	(1)	(1)	118	—	(55)	(4)	—	(56)	136	—
Ginnie Mae	11	—	—	—	—	—	(6)	—	—	—	5	—
CMBS	3,457	—	109	109	—	—	—	(6)	—	(234)	3,326	—
Subprime	26,540	(104)	578	474	—	—	(2,389)	(334)	—	—	24,291	(135)
Option ARM	6,439	(13)	39	26	—	—	(175)	(59)	—	—	6,231	(17)
Alt-A and other	7,606	87	72	159	—	—	(1,280)	(31)	—	—	6,454	(5)
Obligations of states and political subdivisions	3,276	1	12	13	—	—	(12)	(379)	—	—	2,898	—
Manufactured housing	676	—	11	11	—	—	—	(19)	—	—	668	—
<b>Total available-for-sale mortgage-related securities</b>	<b>50,582</b>	<b>(31)</b>	<b>824</b>	<b>793</b>	<b>1,558</b>	<b>—</b>	<b>(4,194)</b>	<b>(853)</b>	<b>—</b>	<b>(985)</b>	<b>46,901</b>	<b>(157)</b>
<b>Trading, at fair value:</b>												
<b>Mortgage-related securities:</b>												
Freddie Mac	513	(11)	—	(11)	1,676	35	(840)	(11)	—	(110)	1,252	(9)
Fannie Mae	358	(11)	—	(11)	—	—	—	(3)	—	(177)	167	(11)
Ginnie Mae	71	1	—	1	—	—	(70)	(2)	—	—	—	(2)
Other	7	(1)	—	(1)	—	—	—	—	—	—	6	20
<b>Total trading mortgage-related securities</b>	<b>949</b>	<b>(22)</b>	<b>—</b>	<b>(22)</b>	<b>1,676</b>	<b>35</b>	<b>(910)</b>	<b>(16)</b>	<b>—</b>	<b>(287)</b>	<b>1,425</b>	<b>(2)</b>
<b>Other assets:</b>												
Guarantee asset <sup>(7)</sup>	1,558	(17)	—	(17)	—	82	—	(36)	—	—	1,587	(17)
	12	—	—	—	—	—	—	—	—	—	12	—

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All other, at fair value

Total other assets 1,570 (17 ) — (17) — 82 — (36 ) — — 1,599 (17 )

Realized and unrealized (gains) losses

Balance, March 31, 2014	Included in earnings	Included in other comprehensive income <sup>(1)</sup>	Total Purchases	Issues	Sales	Settlements net	Transfers		Balance, June 30, 2014	Unrealized (gains) losses still held <sup>(6)</sup>
							into Level 3 <sup>(5)</sup>	out of Level 3 <sup>(5)</sup>		

(in millions)

Liabilities

Other debt, at fair value \$1,000 \$— \$— \$— \$— \$— \$— \$— \$— \$— \$1,000 \$—

Net derivatives<sup>(8)</sup> 36 (8 ) — (8 ) — — — 30 — — 58 20

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Six Months Ended June 30, 2014

	Balance, January 1, 2014  (in millions)	Realized and unrealized gains (losses)		Total	Purchases	Issues	Sales	Settlements net	Transfers		Balance, June 30, 2014	Unrealized gains (losses) still held <sup>(6)</sup>
		Included in earnings <sup>(1)</sup>	Included in other comprehensive income <sup>(1)</sup>						into Level 3 <sup>(5)</sup>	out of Level 3 <sup>(5)</sup>		
Assets												
Investments in securities:												
Available-for-sale, at fair value:												
Mortgage-related securities:												
Freddie Mac	\$1,939	\$(2)	\$ 2	\$—	\$ 2,046	\$—	\$(1,010)	\$(44)	\$ 3	\$(42)	\$2,892	\$—
Fannie Mae	131	—	(1)	(1)	118	—	(55)	(7)	—	(50)	136	—
Ginnie Mae	12	—	—	—	—	—	(6)	(2)	1	—	5	—
CMBS	3,109	—	227	227	—	—	—	(10)	—	—	3,326	—
Subprime	27,499	(402)	1,488	1,086	—	—	(3,205)	(1,089)	—	—	24,291	(457)
Option ARM	6,574	(29)	3	(26)	—	—	(175)	(142)	—	—	6,231	(33)
Alt-A and other	8,706	172	136	308	—	—	(2,388)	(172)	—	—	6,454	(31)
Obligations of states and political subdivisions	3,495	1	71	72	1	—	(13)	(657)	—	—	2,898	—
Manufactured housing	684	—	21	21	—	—	—	(37)	—	—	668	—
Total available-for-sale mortgage-related securities	52,149	(260)	1,947	1,687	2,165	—	(6,852)	(2,160)	4	(92)	46,901	(521)
Trading, at fair value:												
Mortgage-related securities:												
Freddie Mac	343	(17)	—	(17)	1,982	35	(1,005)	(19)	—	(67)	1,252	(38)
Fannie Mae	221	(19)	—	(19)	—	—	—	(5)	—	(30)	167	(19)
Ginnie Mae	74	—	—	—	—	—	(70)	(4)	—	—	—	(2)
Other	8	(1)	—	(1)	—	—	—	(1)	—	—	6	(1)
Total trading mortgage-related securities	646	(37)	—	(37)	1,982	35	(1,075)	(29)	—	(97)	1,425	(60)
Other assets:												
Guarantee asset <sup>(7)</sup>	1,611	(104)	—	(104)	—	148	—	(68)	—	—	1,587	(104)
All other, at fair value	9	3	—	3	—	—	—	—	—	—	12	3
Total other assets	1,620	(101)	—	(101)	—	148	—	(68)	—	—	1,599	(101)

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	Realized and unrealized (gains) losses						Settlements net	Transfers into Level 3 <sup>(5)</sup>	Transfers out of Level 3 <sup>(5)</sup>	Balance, June 30, 2014	Unrealized (gains) losses still held <sup>(6)</sup>
	Balance, January 1, 2014	Included in earnings	other comprehensive income <sup>(1)</sup>	Total	Purchases	Issues Sales					
Liabilities											
Other debt, at fair value	\$1,528	\$(7 )	\$ —	\$(7 )	\$ —	\$ —	\$ (521 )	\$ —	\$ —	\$1,000	\$ —
Net derivatives <sup>(8)</sup>	325	(30 )	—	(30 )	—	—	44	—	(281 )	58	14

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Freddie Mac

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Three Months Ended June 30, 2013

Realized and unrealized  
gains (losses)

Balance, March 31, 2013  (in millions)	Included in earnings	Included in other comprehensive income <sup>(1)</sup>	Total	Purchases	Issues	Sales	Settlements net	Transfers into Level 3	Transfers out of Level 3	Balance, June 30, 2013	Unrealized gains (losses) still held <sup>(6)</sup>

## Assets

## Investments in

## securities:

Available-for-sale,  
at fair value:Mortgage-related  
securities:

Freddie Mac	\$1,784	\$—	\$ (7 )	\$(7 )	\$ 574	\$—	\$—	\$(26 )	\$—	\$—	\$2,325	\$—
Fannie Mae	153	—	(2 )	(2 )	—	—	(8 )	—	—	—	143	—
Ginnie Mae	16	—	—	—	—	—	(1 )	—	(1 )	—	14	—
CMBS	3,398	—	(110 )	(110 )	—	—	(5 )	—	(44 )	—	3,239	—
Subprime	28,518	(15 )	845	830	—	—	(300 )	(1,044 )	—	—	28,004	(13 )
Option ARM	6,144	(5 )	704	699	—	—	(207 )	—	—	—	6,636	(5 )
Alt-A and other	10,960	21	195	216	—	—	(746 )	(375 )	—	—	10,055	(25 )

Obligations of  
states and political  
subdivisions

Manufactured housing	700	(1 )	6	5	—	—	(24 )	—	—	—	681	(1 )
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## Total

available-for-sale mortgage-related securities	56,978	11	1,537	1,548	574	—	(1,523 )	(2,154 )	—	(45 )	55,378	(44 )
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Trading, at fair  
value:Mortgage-related  
securities:

Freddie Mac	977	(40 )	—	(40 )	105	229	(51 )	(8 )	—	(615 )	597	(40 )
Fannie Mae	288	(34 )	—	(34 )	—	—	(4 )	—	—	(62 )	188	(34 )
Ginnie Mae	88	—	—	—	—	—	(3 )	—	—	(4 )	81	—
Other	19	(1 )	—	(1 )	—	—	—	—	—	(9 )	9	(1 )

## Total trading

mortgage-related securities	1,372	(75 )	—	(75 )	105	229	(51 )	(15 )	—	(690 )	875	(75 )
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## Mortgage loans:

Held-for-sale, at fair value	14,140	(563 )	—	(563 )	7,175	—	(9,041 )	(15 )	—	—	11,696	(670 )
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## Other assets:

Guarantee asset <sup>(7)</sup>	1,159	(22 )	—	(22 )	—	179	—	(27 )	—	—	1,289	(22 )
	138	5	—	5	—	—	(135 )	—	—	—	8	(1 )

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All other, at fair value

Total other assets 1,297 (17 ) — (17 ) — 179 (135) (27 ) — — 1,297 (23 )

Realized and unrealized (gains) losses

Balance, March 31, 2013 (in millions)	Included in earnings	Included in other comprehensive income <sup>(1)</sup>	Total	Purchases	Issues	Sales	Settlements net	Transfers into Level 3	Transfers out of Level 3	Balance, June 30, 2013	Unrealized (gains) losses still held <sup>(6)</sup>

Liabilities

Other debt, at fair value \$1,508 \$— \$— \$— \$— \$— \$— \$— \$— \$— \$— \$1,508 \$—

Net derivatives<sup>(8)</sup> 77 271 — 271 — 4 — (9 ) — — 343 264

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Freddie Mac



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Six Months Ended June 30, 2013

Realized and unrealized  
gains (losses)

Balance, January 2013	Included in earnings	Included in other comprehensive income <sup>(1)</sup>	Total	Purchases	Issues	Sales	Settlements net	Transfers into Level 3	Transfers out of Level 3	Balance, June 30, 2013	Unrealized gains (losses) still held <sup>(6)</sup>

(in millions)

## Assets

## Investments in

## securities:

Available-for-sale,  
at fair value:Mortgage-related  
securities:

Freddie Mac	\$1,802	\$—	\$ (9 )	\$ (9 )	\$ 574	\$—	\$—	\$ (42 )	\$—	\$—	\$2,325	\$—
Fannie Mae	163	—	(2 )	(2 )	—	—	—	(18 )	—	—	143	—
Ginnie Mae	16	—	—	—	—	—	—	(2 )	—	—	14	—
CMBS	3,429	—	(176 )	(176 )	—	—	—	(14 )	—	—	3,239	—
Subprime	26,457	(48 )	3,993	3,945	—	—	(301)	(2,097 )	—	—	28,004	(46 )
Option ARM	5,717	(5 )	1,326	1,321	—	—	—	(402 )	—	—	6,636	(5 )
Alt-A and other	10,904	21	627	648	—	—	(746)	(751 )	—	—	10,055	(25 )
Obligations of states and political subdivisions	5,798	12	(122 )	(110)	(10 )	—	(525)	(872 )	—	—	4,281	—
Manufactured housing	709	(1 )	18	17	—	—	—	(45 )	—	—	681	(1 )
Total available-for-sale mortgage-related securities	54,995	(21 )	5,655	5,634	564	—	(1,572)	(4,243 )	—	—	55,378	(77 )

Trading, at fair  
value:Mortgage-related  
securities:

Freddie Mac	1,165	(64 )	—	(64 )	151	229	(76 )	(34 )	—	(774)	597	(64 )
Fannie Mae	312	(48 )	—	(48 )	—	—	—	(9 )	—	(67 )	188	(48 )
Ginnie Mae	92	—	—	—	3	—	—	(9 )	—	(5 )	81	—
Other	21	(1 )	—	(1 )	—	—	—	(1 )	—	(10 )	9	(1 )
Total trading mortgage-related securities	1,590	(113 )	—	(113)	154	229	(76 )	(53 )	—	(856)	875	(113 )

## Mortgage loans:

Held-for-sale, at  
fair value

## Other assets:

Guarantee asset <sup>(7)</sup>	1,029	(16 )	—	(16 )	—	327	—	(51 )	—	—	1,289	(16 )
	114	29	—	29	—	—	(135)	—	—	—	8	6

All other, at fair value

Total other assets 1,143 13 — 13 — 327 (135) (51 ) — — 1,297 (10 )

Realized and unrealized (gains) losses

Balance, January 1, 2013	Included in earnings	Included in other comprehensive income <sup>(1)</sup>	Total	Purchases	Issues	Sales	Settlements net	Transfers into Level 3	Transfers out of Level 3	Balance, June 30, 2013	Unrealized (gains) losses still held <sup>(6)</sup>

(in millions)

Liabilities

Other debt, at fair value \$2,187 \$(9 ) \$ — \$(9) \$ — \$ — \$ — \$(670 ) \$ — \$ — \$1,508 \$(16 )

Net derivatives<sup>(8)</sup> 47 330 — 330 — 4 — (38 ) — — 343 296

Changes in fair value for available-for-sale securities are recorded in AOCI, while gains and losses from sales are recorded in other gains (losses) on investment securities recognized in earnings on our consolidated statements of (1) comprehensive income. For mortgage-related securities classified as trading, the realized and unrealized gains (losses) are recorded in other gains (losses) on investment securities recognized in earnings on our consolidated statements of comprehensive income.

(2) Changes in fair value of derivatives not designated as accounting hedges are recorded in derivative gains (losses) on our consolidated statements of comprehensive income.

(3) Changes in fair value of the guarantee asset are recorded in other income on our consolidated statements of comprehensive income.

(4) For held-for-sale mortgage loans with the fair value option elected, gains (losses) on fair value changes and from sales of mortgage loans are recorded in other income on our consolidated statements of comprehensive income.

(5) Transfers out of Level 3 during the six months ended June 30, 2014 consist primarily of certain mortgage-related securities and certain derivatives due to an increased volume and level of activity in the market and availability of price quotes from dealers and third-party pricing services. Transfers into Level 3 during the six months ended June 30, 2014 consist primarily of certain mortgage-related securities due to a lack of relevant price quotes from dealers and third-party pricing services.

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Represents the amount of total gains or losses for the period, included in earnings, attributable to the change in unrealized gains and losses related to assets and liabilities classified as Level 3 that were still held at June 30, 2014 and 2013, respectively. Included in these amounts are other-than-temporary impairments recorded on available-for-sale securities.

We estimate that all amounts recorded for unrealized gains and losses on our guarantee asset relate to those guarantee asset amounts still recorded on our balance sheet. The amounts reflected as included in earnings represent the periodic fair value changes of our guarantee asset.

Net derivatives include derivative assets and derivative liabilities prior to counterparty netting, cash collateral netting, net trade/settle receivable or payable and net derivative interest receivable or payable.

**Assets on Our Consolidated Balance Sheets Measured at Fair Value on a Non-Recurring Basis**

We may be required, from time to time, to measure certain assets at fair value on a non-recurring basis after our initial recognition. These adjustments usually result from the application of lower-of-cost-or-fair-value accounting or measurement of impairment based on the fair value of the underlying collateral. These assets include impaired held-for-investment multifamily mortgage loans, REO, net, and held-for-sale single-family mortgage loans for which we have not elected the fair value option.

The table below presents assets measured on our consolidated balance sheets at fair value on a non-recurring basis at June 30, 2014 and December 31, 2013, respectively. We had gains (losses) of \$(161) million and \$25 million during the three months ended June 30, 2014 and 2013, respectively, and \$(185) million and \$8 million during the six months ended June 30, 2014 and 2013, respectively, on our assets measured at fair value on a non-recurring basis.

Table 16.3 — Assets on Our Consolidated Balance Sheets Measured at Fair Value on a Non-Recurring Basis

	Fair Value at June 30, 2014				Fair Value at December 31, 2013			
	Quoted Prices in Active Markets for Identical Assets (Level 1) (in millions)	Significant Observable Inputs (Level 2)	Other Significant Unobservable Inputs (Level 3)	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Other Significant Unobservable Inputs (Level 3)	Total
Assets measured at fair value on a non-recurring basis:								
Mortgage loans: <sup>(1)</sup>	\$—	\$ —	\$ 894	\$ 894	\$—	\$ —	\$ 515	\$ 515
REO, net <sup>(2)</sup>	—	—	225	225	—	—	1,837	1,837
Total assets measured at fair value on a non-recurring basis	\$—	\$ —	\$ 1,119	\$ 1,119	\$—	\$ —	\$ 2,352	\$ 2,352

- (1) These loans include impaired multifamily mortgage loans that are classified as held-for-investment and have a related valuation allowance and held-for-sale single-family mortgage loans where the fair value is below cost. Represents the fair value and related losses of foreclosed properties that were measured at fair value subsequent to their initial classification as REO, net. The carrying amount of REO, net was written down to fair value of \$0.2 billion, less estimated costs to sell of \$15 million (or approximately \$0.2 billion) at June 30, 2014. The carrying amount of REO, net was written down to fair value of \$1.8 billion, less estimated costs to sell of \$118 million (or approximately \$1.7 billion) at December 31, 2013.

#### Valuation Processes and Controls Over Fair Value Measurement

We designed our control processes so that our fair value measurements are appropriate and reliable, that they are based on observable inputs where possible, and that our valuation approaches are consistently applied and the assumptions and inputs are reasonable. Our control processes provide a framework for segregation of duties and oversight of our fair value methodologies, techniques, validation procedures, and results.

Groups within our Finance division, independent of our business functions, execute and validate the valuation processes and are responsible for determining the fair values of the majority of our financial assets and liabilities. In determining fair value, we consider the credit risk of our counterparties in estimating the fair values of our assets and our own credit risk in estimating the fair values of our liabilities. The fair values determined by our Finance division are further verified by an independent group within our Enterprise Risk Management (ERM) division.

The validation procedures performed by ERM are intended to ensure that the prices we receive from third parties are consistent with our observations of market activity, and that fair value measurements developed using internal data reflect the assumptions that a market participant would use in pricing our assets and liabilities. These validation procedures include performing a monthly independent verification of fair value measurements through independent modeling, analytics, and comparisons to other market source data, if available. Where applicable, prices are back-tested by comparing actual settlement prices to our fair value measurements. Analytical procedures include automated checks consisting of prior-period variance analysis, comparisons of actual prices to internally calculated expected prices based on observable market changes, analysis of changes in pricing ranges, relative value comparisons, and comparisons using modeled yields. Thresholds are set for each product category by ERM to identify exceptions that require further analysis. If a price is outside of our established thresholds, we perform additional validation procedures, including supplemental analytics and/or follow up discussions with the third-party provider. If we are unable to validate the reasonableness of a given price, we ultimately do not use that price for fair value

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measurements in our consolidated financial statements. These reviews are risk-based, cover all product categories, and are executed before we finalize the prices used in preparing our fair value measurements for our financial statements. In addition to performing the validation procedures noted above, ERM provides independent risk governance over all valuation processes by establishing and maintaining a corporate-wide valuation control policy. ERM also independently reviews key judgments, methodologies, and valuation techniques to ensure compliance with established policies.

Our Valuation & Finance Model Committee (“Valuation Committee”), which includes representation from our business areas, ERM, and Finance divisions, provides senior management’s governance over valuation processes, methodologies, controls and fair value measurements. Identified exceptions are reviewed and resolved through the verification process and reviewed at the Valuation Committee.

Where models are employed to assist in the measurement and verification of fair values, changes made to those models during the period are reviewed and approved according to the corporate model change governance process, with all material changes reviewed at the Valuation Committee. Inputs used by models are regularly updated for changes in the underlying data, assumptions, valuation inputs, and market conditions, and are subject to the valuation controls noted above.

#### Use of Third-Party Pricing Data in Fair Value Measurement

As discussed in the sections that follow, many of our valuation techniques use, either directly or indirectly, data provided by third-party pricing services or dealers. The techniques used by these pricing services and dealers to develop the prices generally are either: (a) a comparison to transactions involving instruments with similar collateral and risk profiles, adjusted as necessary based on specific characteristics of the asset or liability being valued; or (b) industry-standard modeling, such as a discounted cash flow model. The prices provided by the pricing services and dealers reflect their observations and assumptions related to market activity, including risk premiums and liquidity adjustments. The models and related assumptions used by the pricing services and dealers are owned and managed by them and, in many cases, the significant inputs used in the valuation techniques are not reasonably available to us. However, we have an understanding of the processes and assumptions used to develop the prices based on our ongoing due diligence, which includes discussions with our vendors at least annually and often more frequently. We believe that the procedures executed by the pricing services and dealers, combined with our internal verification and analytical procedures, provide assurance that the prices used in our financial statements comply with the accounting guidance for fair value measurements and disclosures and reflect the assumptions that a market participant would use in pricing our assets and liabilities. The price quotes we receive are non-binding both to us and to our counterparties. In many cases, we receive prices from third-party pricing services or dealers and use those prices without adjustment. For a large majority of the assets and liabilities we value using pricing services and dealers, we obtain prices from multiple external sources and use the median of the prices to measure fair value. This technique is referred to below as “median of external sources.” The significant inputs used in the fair value measurement of assets and liabilities that are valued using the median of external sources pricing technique are the third-party prices. Significant increases (decreases) in any of the third-party prices in isolation may result in a significantly higher (lower) fair value measurement. In limited circumstances, we may be able to receive pricing information from only a single external source. This technique is referred to below as “single external source.”

In limited circumstances, we receive prices or pricing-related data that we adjust or use as an input to our models or other valuation techniques to measure fair value, as described in “Valuation Techniques for Assets and Liabilities Measured on Our Consolidated Balance Sheets at Fair Value — Derivative Assets, Net and Derivative Liabilities, Net.”

In other limited circumstances, we receive prices from a third-party provider and use those prices without adjustment, but the inputs used by the third-party provider to develop the prices are reasonably available to us, as described in “Valuation Techniques for Assets and Liabilities Measured on Our Consolidated Balance Sheets at Fair Value — Mortgage Loans, Held-for-Sale” and “— Other Assets and Other Liabilities.”

#### Valuation Techniques for Assets and Liabilities Measured on Our Consolidated Balance Sheets at Fair Value

We categorize assets and liabilities that we measure and report on our consolidated balance sheets at fair value within the fair value hierarchy based on the valuation techniques used to derive the fair value and our judgment regarding the observability of the related inputs. The following is a description of the valuation techniques we use for fair value

measurement and disclosure; the significant inputs used in those techniques (if applicable); our basis for classifying the measurements as Level 1, Level 2, or Level 3 of the fair value hierarchy; and, for those measurements classified as Level 3 of the hierarchy, a narrative description of the sensitivity of the fair value measurement to changes in significant unobservable inputs and a description of any interrelationships between those unobservable inputs. Although the sensitivities of the unobservable inputs are generally discussed below in isolation, interrelationships exist among the inputs such that a change in one unobservable input typically results in a change to one or more of the other inputs. For example, the most common interrelationship that impacts the majority of our fair value measurements is between future interest rates, prepayment speeds, and probabilities of default. Generally, a change in the assumption used for future interest rates results in a directionally opposite change in the assumption used for prepayment speeds and a directionally similar change in the assumption used for probabilities of default. Each technique discussed below may not be used in a given reporting period, depending on the composition of our assets and liabilities measured at fair value and relevant market activity during that period.

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### Investments in Securities

#### Mortgage-Related Securities

##### Agency Securities

Agency securities, both trading and available-for-sale, consist of mortgage-related securities issued and guaranteed by Freddie Mac, Fannie Mae, and Ginnie Mae. The valuation techniques for agency securities vary depending on the type of security.

Fixed-rate single-class securities are valued using observable prices for similar securities in the TBA market. The observable TBA prices vary based on agency, term, coupon, and settlement date. In addition, we may adjust the TBA price accordingly based on matrices we receive from external dealers for securities with specific collateral characteristics if we observe those collateral characteristics to be trading at a premium or discount to the TBA price. Significant inputs used in this technique are the TBA prices and the security characteristics mentioned above. These securities have observable market pricing and are classified as Level 2.

Adjustable-rate single-class securities and the majority of multiclass securities are valued using the median of external sources. For certain multiclass securities we are able to receive prices from only a single external source.

Adjustable-rate single-class securities and the multiclass securities valued using these techniques generally have observable market prices and are classified as Level 2. However, certain multiclass securities valued using these techniques are classified as Level 3 when there is a low volume or level of activity in the market for those securities. Certain multiclass securities for which we are not able to obtain external prices due to limited relevant market activity are valued using a discounted cash flow technique. Under this technique, securities are valued by starting with a third-party market price for a similar security within our portfolio. We then use our proprietary prepayment and interest rate models to calculate an OAS for the similar security, which is used to determine the net present value of the projected cash flows for the security to be valued. The significant unobservable input used in the fair value measurement of these securities is the OAS. Significant increases (decreases) in the OAS in isolation would result in a significantly lower (higher) fair value measurement. These securities are classified as Level 3 as significant inputs used in the fair value measurement are unobservable.

Certain complex multiclass securities for which current cash flow information is not readily available are valued using a risk-metric pricing technique. Under this technique, securities are valued by starting with a prior period price and adjusting that price for market changes in certain key risk metrics such as key rate durations. If necessary, our judgment is applied to adjust the price based on specific security characteristics. The significant unobservable inputs used in the fair value measurement of these securities are the key risk metrics. Significant increases (decreases) in key rate durations in isolation would result in a significantly lower (higher) fair value measurement. These securities are classified as Level 3 as significant inputs used in the fair value measurement are unobservable.

##### Commercial Mortgage-Backed Securities

The majority of our CMBS are valued using the median of external sources. For a small number of CMBS, we are able to receive prices from only a single external source. CMBS valued using these techniques generally have observable market pricing and are classified as Level 2. However, certain CMBS valued using these techniques are classified as Level 3 when there is a low volume or level of activity in the market for those securities.

##### Subprime, Option ARM, and Alt-A and Other (Mortgage-Related); Obligations of States and Political Subdivisions; and Manufactured Housing

Subprime, option ARM, and Alt-A and other securities consist of non-agency mortgage-related securities backed by subprime, option ARM, and/or Alt-A and other collateral. Obligations of states and political subdivisions consist primarily of housing revenue bonds. Manufactured housing securities consist of non-agency mortgage-related securities backed by loans on manufactured housing properties. These types of securities are all valued based on the median of external sources and are classified as Level 3 due to the low volume and level of activity in the markets for these securities.

##### U.S. Treasury Securities

U.S. Treasury securities are valued using quoted prices in active markets for identical assets and are classified as Level 1.

##### Mortgage Loans, Held-for-Sale

Mortgage loans, held-for-sale consist of: (a) multifamily mortgage loans with the fair value option elected that are measured at fair value on a recurring basis; and (b) certain deeply delinquent single-family loans accounted for at the lower-of-cost-or-fair-value on a non-recurring basis.

Our multifamily mortgage loans, held-for-sale are primarily valued using market prices from a third-party pricing service that uses a discounted cash flow technique calibrated to the exit price for these loans as reflected in the K Certificate securitization market. Under this technique, the pricing service forecasts cash flows for the various mortgage loans and discounts them at a market rate, including a spread that is based on our recent securitization activity, which we have defined as our principal exit market. These loans are classified as Level 2 given the observable nature of our securitization pricing.



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Our single-family mortgage loans, held-for-sale are valued using a broker price opinion. The broker price opinion considers the physical condition of the property and uses comparable sales and other market data in determining the value. Broker price opinion values were adjusted based on market participant feedback and recent market observations on prices as a percentage of broker price opinion value. These loans are classified as Level 3 because the underlying assumptions regarding market pricing of delinquent loans are unobservable due to the low volume and level of activity in this market.

### Mortgage Loans, Held-for-Investment

Mortgage loans, held-for-investment consist of multifamily mortgage loans where the measurement of impairment is based on the fair value of the underlying collateral. These loans are measured at fair value on a non-recurring basis. The underlying collateral is primarily valued using either an income capitalization technique or third-party appraisals. Under the income capitalization technique, the collateral is valued by discounting the present value of future cash flows by applying an overall capitalization rate to the forecasted net operating income. The significant unobservable input used in the fair value measurement of these loans is the capitalization rate, which is determined through analysis of the DSCR. Significant increases (decreases) in the capitalization rate in isolation would result in a significantly lower (higher) fair value measurement.

Under the third-party appraisal technique, we use the prices provided by third-party appraisers without adjustment. The third-party appraisers consider the physical condition of the property and use comparable sales and other market data in determining the appraised value.

Impaired multifamily mortgage loans held-for-investment are classified as Level 3 as significant inputs used in the fair value measurement are unobservable.

### Derivative Assets, Net and Derivative Liabilities, Net

Derivative assets and derivative liabilities consist of interest-rate swaps, option-based derivatives, and other derivatives, such as exchange-traded futures and certain forward purchase and sale commitments.

### Interest-Rate Swaps

Interest-rate swaps consist of receive-fixed, pay-fixed, and basis swaps. The majority of our interest-rate swaps are valued using a discounted cash flow technique. Under this technique, interest-rate swaps are valued by using the appropriate yield curves to discount the expected cash flows of both the fixed and variable rate components of the swap contracts. The significant inputs used in the fair value measurement of these derivatives are market-based interest rates. These derivatives are classified as Level 2 as the significant inputs used in the fair value measurement are observable in active markets.

### Option-Based Derivatives

Option-based derivatives consist of interest rate caps, interest rate floors, call swaptions, and put swaptions. We value the majority of our option-based derivatives using an option-pricing model. Dealer-supplied interest rate volatility matrices are a key input into the model. Within each matrix, prices are provided for a range of option terms, swap terms, and strikes. Our model then interpolates between swaption terms to determine the volatility for each instrument. This volatility is the input to the option-pricing model to establish the price. These derivatives are classified as Level 2 as the significant inputs used are observable in active markets.

### Other Derivatives

Other derivatives consist of exchange-traded futures and certain forward purchase and sale commitments.

Exchange-traded futures are valued using quoted prices in active markets for identical assets or liabilities and are classified as Level 1.

Certain purchase and sale commitments are also considered to be derivatives and are valued using the same techniques we use to value the underlying instruments we are committing to purchase or sell. These instruments generally have observable market pricing and are classified as Level 2. Valuation techniques for commitments to purchase or sell investment securities and to extinguish or issue debt securities of consolidated trusts are further discussed in "Investments in Securities." Valuation techniques for commitments to purchase single-family mortgage loans are further discussed in "Valuation Techniques for Assets and Liabilities Not Measured on Our Consolidated Balance Sheets at Fair Value, but for Which the Fair Value is Disclosed — Mortgage Loans."

### Other Assets and Other Liabilities

Other assets consist of our guarantee asset related to guarantees issued to unconsolidated securitization trusts and mortgage servicing rights. Other liabilities, from time to time, consist of mortgage servicing rights.

Guarantee Asset

Our guarantee asset is primarily related to our multifamily guarantees. The multifamily guarantee asset is valued using a discounted cash flow technique. Under this technique, the present value of future cash flows related to our management and guarantee fee is discounted based on the current OAS-to-benchmark interest rates for new guarantees, which are driven by changes in our estimates of credit risk and changes in the credit profile of the multifamily guarantee portfolio. The significant

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unobservable input used in the fair value measurement of the guarantee asset is the OAS-to-benchmark rates. Significant increases (decreases) in the OAS in isolation would result in a significantly lower (higher) fair value measurement.

Our guarantee asset also consists of single family guarantees primarily related to long-term standby commitments, the vast majority of which is valued using the median of external sources. Under this technique, we obtain multiple price quotes from dealers, who provide estimates based on pricing for comparable benchmark securities with specific adjustments to reflect the unique characteristics of this asset class.

The guarantee asset is classified as Level 3 as significant inputs used in the fair value measurement are unobservable.

**All Other Assets and Liabilities**

All other assets and, from time to time, other liabilities consist primarily of mortgage servicing rights. Mortgage servicing rights are valued using a discounted cash flow technique by a third-party vendor that specializes in valuing and brokering sales of mortgage servicing rights. Under this technique, the cash flows from the mortgage servicing rights are discounted based on estimated prepayment rates, estimated costs to service both performing and non-accrual loans, and estimated servicing income per loan (including ancillary income). The significant unobservable inputs used in the fair value measurement of mortgage servicing rights are the estimates of prepayment rates, costs to service per loan, and servicing income per loan. Significant increases (decreases) in cost to service per loan, and prepayment rate in isolation would result in a significantly lower (higher) fair value measurement. Significant increases (decreases) in servicing income per loan in isolation would result in a significantly higher (lower) fair value measurement. Mortgage servicing rights are classified as Level 3 as significant inputs used in the fair value measurement are unobservable.

**REO, Net**

REO, net consists primarily of single-family REO. REO, net is initially measured at its fair value less costs to sell, and is subsequently measured at the lower of cost or fair value less costs to sell. REO, net is valued using an internal model. Under this technique, our internal model uses actual REO disposition prices for the prior three months, calibrated to the most recent month's disposition prices, to determine the average sales proceeds per property at the state level, expressed as a fixed percentage based on the ratio of the disposition price to the UPB of the associated loan. This fixed percentage is then applied to the UPB immediately prior to the acquisition to determine the fair value of the individual property. Certain adjustments, such as state-level adjustments, are made to the estimated fair value, as applicable. The significant unobservable input used in the fair value measurement of REO, net is the historical average sales proceeds per property by state. Significant increases (decreases) in the historical average sales proceeds per property by state in isolation would result in a significantly higher (lower) fair value measurement. REO, net is classified as Level 3 as significant inputs used in the fair value measurement are unobservable.

**Debt Securities of Consolidated Trusts Held by Third Parties, at Fair Value**

We elected the fair value option for interest-only debt securities of consolidated trusts held by third parties. These consist of a multifamily K Certificate where we are in a first loss position and certain REMICs. These are valued using either the median of external sources or a single external source (which may be the counterparty to the transaction) and are classified as Level 2 due to market pricing that is observable. See "Fair Value Option — Debt Securities of Consolidated Trusts Held by Third Parties" for additional information.

**Other Debt, at Fair Value**

We elected the fair value option on: (a) STACR debt notes; and (b) extendible variable-rate notes containing quarterly options for investors to extend the maturity of the notes. Our STACR debt notes are valued using the median of external sources and are classified as Level 2 based on observable market prices. Extendible variable-rate notes are valued using either the median of external sources or a single external source (which may be the counterparty to the transaction) and are classified as Level 3 due to the low volume and level of activity in the market for these types of debt instruments. See "Fair Value Option — Other Debt" for additional information.

**Quantitative Information about Level 3 Fair Value Measurements for Assets and Liabilities Measured on Our Consolidated Balance Sheets at Fair Value**

The table below provides valuation techniques, the range, and the weighted average of significant unobservable inputs for assets and liabilities measured on our consolidated balance sheets at fair value on a recurring basis using unobservable inputs (Level 3) as of June 30, 2014 and December 31, 2013.



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Table 16.4 — Quantitative Information about Recurring Level 3 Fair Value Measurements

	June 30, 2014		Predominant Valuation Technique(s)	Unobservable Inputs <sup>(1)</sup> Type	Range	Weighted Average
	Total Fair Value (dollars in millions)	Level 3 Fair Value				
Recurring fair value measurements						
Assets						
Investments in securities						
Available-for-sale, at fair value						
Mortgage-related securities						
Freddie Mac		\$1,732	Risk metric	Effective duration <sup>(2)</sup>	0.52 - 3.34 years	2.76 years
		150	Median of external sources	External pricing sources	\$104.3 - \$105.0	\$104.7
		125	Single external source	External pricing source	\$99.2 - \$99.2	\$99.2
		6	Discounted cash flows			
		879	Other			
Total Freddie Mac	\$37,755	2,892				
Fannie Mae		130	Discounted cash flows	OAS	(2,015) - 1,032 bps	62 bps
		6	Other			
Total Fannie Mae	9,422	136				
Ginnie Mae		5	Discounted cash flows			
Total Ginnie Mae	220	5				
CMBS		2,075	Risk Metrics	Effective duration <sup>(2)</sup>	6.72 - 9.67 years	8.90 years
		708	Discounted cash flows	OAS	200 - 523 bps	364 bps
		543	Other			
Total CMBS	25,659	3,326				
Subprime, option ARM, and Alt-A:						
Subprime		21,911	Median of external sources	External pricing sources	\$67.0 - \$74.0	\$70.3
		2,380	Other			
Total subprime	24,291	24,291				
Option ARM		5,066	Median of external sources	External pricing sources	\$61.8 - \$68.3	\$65.0
		1,165	Other			
Total option ARM	6,231	6,231				
Alt-A and other		5,284	Median of external sources	External pricing sources	\$80.2 - \$84.7	\$82.3
		1,170	Other			

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Total Alt-A and other	6,454	6,454				
Obligations of states and political subdivisions		2,669	Median of external sources	External pricing sources	\$100.9 - \$101.6	\$ 101.2
		229	Other			
Total obligations of states and political subdivisions	2,898	2,898				
Manufactured housing		410	Single external source	External pricing source	\$92.8 - \$92.8	\$ 92.8
		181	Discounted cash flows	OAS	131 - 575 bps	324 bps
		77	Other			
Total manufactured housing	668	668				
Total available-for-sale mortgage-related securities	113,598	46,901				
Trading, at fair value						
Mortgage-related securities						
Freddie Mac		906	Discounted cash flows	OAS	(47) - 9,441 bps	278 bps
		346	Other			
Total Freddie Mac	14,249	1,252				
Fannie Mae		167	Discounted cash flows	OAS	(47) - 2,027 bps	536 bps
Total Fannie Mae	7,234	167				
Ginnie Mae	19	—				
Other		4	Median of external sources			
		2	Discounted cash flows			
Total other	82	6				
Total trading mortgage-related securities	21,584	1,425				
Total investments in securities	\$ 135,182	\$ 48,326				
Other assets:						
Guarantee asset, at fair value		\$ 1,149	Discounted cash flows	OAS	17 - 202 bps	55 bps
		438	Median of external sources	External pricing sources	\$10.1 - \$24.4	\$ 18.9
Total guarantee asset, at fair value	\$ 1,587	1,587				
All other, at fair value		12	Other			
Total all other, at fair value	12	12				
Total other assets	1,599	1,599				
Liabilities						
Other debt, at fair value		1,000	Single external source	External pricing source	\$100.0 - \$100.0	\$ 100.0
Total other debt recorded at fair value	4,277	1,000				
Net derivatives		58	Other			
Total net derivatives	787	58				

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	December 31, 2013		Predominant Valuation Technique(s)	Unobservable Inputs <sup>(1)</sup> Type	Range	Weighted Average
	Total Fair Value (dollars in millions)	Level 3 Fair Value				
Recurring fair value measurements						
Assets						
Investments in securities Available-for-sale, at fair value						
Mortgage-related securities						
Freddie Mac		\$1,547	Risk metric	Effective duration <sup>(2)</sup>	2.25 -5.17 years	2.44 years
		133	Single external source	External pricing source	\$99.3 - \$99.3	\$99.3
		259	Other			
Total Freddie Mac	\$40,659	1,939				
Fannie Mae		91	Single external source	External pricing source	\$110.5 - \$110.5	\$110.5
		26	Median of external sources	External pricing sources	\$104.1 - \$105.3	\$104.7
		14	Other			
Total Fannie Mae	10,797	131				
Ginnie Mae		6	Median of external sources			
		6	Discounted cash flows			
Total Ginnie Mae	167	12				
CMBS		2,942	Single external source	External pricing source	\$90.9 - \$90.9	\$90.9
		167	Other			
Total CMBS	30,338	3,109				
Subprime, option ARM, and Alt-A:						
Subprime		25,367	Median of external sources	External pricing sources	\$64.5 - \$73.8	\$68.7
		2,132	Other			
Total subprime	27,499	27,499				
Option ARM		4,995	Median of external sources	External pricing sources	\$60.8 - \$67.0	\$64.4
		705	Discounted cash flows	OAS	461 - 944 bps	729 bps
		874	Other			
Total option ARM	6,574	6,574				

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Alt-A and other		4,028	Single external source	External pricing source	\$83.4 - \$83.4	\$83.4
		3,503	Median of external sources	External pricing sources	\$72.5 - \$79.1	\$75.7
		1,175	Other			
Total Alt-A and other	8,706	8,706				
Obligations of states and political subdivisions		3,067	Median of external sources	External pricing sources	\$98.7 - \$99.7	\$99.2
		428	Other			
Total obligations of states and political subdivisions	3,495	3,495				
Manufactured housing		577	Median of external sources	External pricing sources	\$86.7 - \$92.8	\$89.7
		107	Other			
Total manufactured housing	684	684				
Total available-for-sale mortgage-related securities	128,919	52,149				
Trading, at fair value						
Mortgage-related securities						
Freddie Mac		297	Discounted cash flows	OAS	(5) - 9,441 bps	364 bps
		46	Other			
Total Freddie Mac	9,349	343				
Fannie Mae		191	Discounted cash flows	OAS	(2,257) - 2,295 bps	199 bps
		30	Other			
Total Fannie Mae	7,180	221				
Ginnie Mae		74	Median of external sources			
Total Ginnie Mae	98	74				
Other		7	Single external source			
		1	Other			
Total other	141	8				
Total trading mortgage-related securities	16,768	646				
Total investments in securities	\$145,687	\$52,795				
Other assets:						
Guarantee asset, at fair value		\$1,163	Discounted cash flows	OAS	16 - 202 bps	53 bps
		448	Median of external sources	External pricing sources	\$11.6 - \$25.4	\$19.2
Total guarantee asset, at fair value	\$1,611	1,611				



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All other, at fair value	9	Other			
Total all other, at fair value	9				
Total other assets	1,620	1,620			
Liabilities					
Other debt, at fair value	1,000	Single external source	External pricing source	\$100.0 - \$100.0	\$100.0
	528	Median of external sources	External pricing sources	\$100.0 - \$100.1	\$100.0
Total other debt recorded at fair value	2,683	1,528			
Net derivatives	283	Single external source	External pricing source	\$0.8 - \$0.8	\$0.8
	37	Discounted cash flows			
	5	Other			
Total net derivatives	(883 )	325			

Certain unobservable input types, range, and weighted average data are not disclosed in this table if they are associated with a class: (a) that has a Level 3 fair value measurement that is not considered material; or (b) where (1) we have disclosed the predominant valuation technique with related unobservable inputs for the most significant portion of that class.

(2) Effective duration is used as a proxy to represent the aggregate impact of key rate durations.

The table below provides valuation techniques, the range, and the weighted average of significant unobservable inputs for assets and liabilities measured on our consolidated balance sheets at fair value on a non-recurring basis using unobservable inputs (Level 3) as of June 30, 2014 and December 31, 2013.

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Table 16.5 — Quantitative Information about Non-Recurring Level 3 Fair Value Measurements

	June 30, 2014		Predominant Valuation Technique(s)	Unobservable Inputs <sup>(1)</sup>		Weighted Average
	Total Fair Value (dollars in millions)	Level 3 Fair Value		Type	Range	
Non-recurring fair value measurements						
Mortgage loans	\$894	\$894				
			Broker price opinion	Property value	\$7,000 - \$1,340,000	\$179,401
			Third-party appraisal	Property value	\$7 million - \$44 million	\$30 million
			Income capitalization	Capitalization rates <sup>(2)</sup>	6% - 9%	7%
REO, net	\$225	\$225	Internal model <sup>(3)</sup>	Historical average sales proceeds per property by state <sup>(4)</sup>	\$58,086 - \$453,351	\$113,825
	December 31, 2013		Predominant Valuation Technique(s)	Unobservable Inputs <sup>(1)</sup>		Weighted Average
	Total Fair Value (dollars in millions)	Level 3 Fair Value		Type	Range	
Non-recurring fair value measurements						
Mortgage loans	\$515	\$515				
			Income capitalization	Capitalization rates <sup>(2)</sup>	6% - 9%	7%
			Third-party appraisal	Property value	\$4 million - \$44 million	\$27 million
REO, net	\$1,837	\$1,837	Internal model <sup>(3)</sup>	Historical average sales proceeds per property by state <sup>(4)</sup>	\$17,500 - \$318,391	\$105,508

Certain unobservable input types, range, and weighted average data are not disclosed in this table if they are associated with a class: (a) that has a Level 3 fair value measurement that is not considered material; or (b) where (1) we have disclosed the predominant valuation technique with related unobservable inputs for the most significant portion of that class.

The capitalization rate “Range” and “Weighted Average” represent those loans that are valued using the Income Capitalization approach, which is the predominant valuation technique used for this population. Certain loans in (2) this population are valued using other techniques, and the capitalization rate for those is not represented in the “Range” or “Weighted Average” above.

(3) Represents an internal model that uses actual REO disposition prices for the prior three months, calibrated to the most recent month's disposition prices, to determine the average sales proceeds per property at the state level, expressed as a fixed percentage based on the ratio of the disposition price to the UPB of the associated loan. This

valuation technique is used to measure both the initial value of REO and the valuation of REO at the lower of cost or fair value, as necessary.

Represents the average of three months of REO sales proceeds by state. The national average REO disposition (4) severity ratio for our REO properties was 33.4% and 35.8% for the three months ended June 30, 2014 and December 31, 2013, respectively.

**Fair Value of Financial Instruments**

The table below presents the carrying value and estimated fair value of our financial instruments as of June 30, 2014 and December 31, 2013.

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Freddie Mac

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Table 16.6 — Fair Value of Financial Instruments

	June 30, 2014					
	Carrying Amount <sup>(1)</sup> (in millions)	Fair Value			Netting Adjustments	Total
		Level 1	Level 2	Level 3		
<b>Financial Assets</b>						
Cash and cash equivalents	\$4,662	\$4,662	\$—	\$—	\$ —	\$4,662
Restricted cash and cash equivalents	2,789	2,789	—	—	—	2,789
Federal funds sold and securities purchased under agreements to resell	44,131	—	44,131	—	—	44,131
<b>Investments in securities:</b>						
Available-for-sale, at fair value	113,598	—	66,697	46,901	—	113,598
Trading, at fair value	34,295	12,711	20,159	1,425	—	34,295
Total investments in securities	147,893	12,711	86,856	48,326	—	147,893
<b>Mortgage loans:</b>						
Mortgage loans held by consolidated trusts	1,533,521	—	1,329,435	219,456	—	1,548,891
Unsecuritized mortgage loans	145,031	—	14,305	123,263	—	137,568
Total mortgage loans	1,678,552	—	1,343,740	342,719	—	1,686,459
Derivative assets, net	502	—	10,750	2	(10,250)	502
Guarantee asset	1,587	—	—	1,835	—	1,835
Total financial assets	\$1,880,116	\$20,162	\$1,485,477	\$392,882	\$ (10,250)	\$1,888,271
<b>Financial Liabilities</b>						
<b>Debt, net:</b>						
<b>Debt securities of consolidated trusts held by third parties</b>						
Debt securities of consolidated trusts held by third parties	\$1,453,563	\$—	\$1,489,180	\$1,131	\$ —	\$1,490,311
Other debt	445,112	—	441,843	11,686	—	453,529
Total debt, net	1,898,675	—	1,931,023	12,817	—	1,943,840
Derivative liabilities, net	1,289	—	12,601	60	(11,372)	1,289
Guarantee obligation	1,526	—	—	3,133	—	3,133
Total financial liabilities	\$1,901,490	\$—	\$1,943,624	\$16,010	\$ (11,372)	\$1,948,262
<b>December 31, 2013</b>						
	Carrying Amount <sup>(1)</sup> (in millions)	Fair Value			Netting Adjustments	Total
		Level 1	Level 2	Level 3		
<b>Financial Assets</b>						
Cash and cash equivalents	\$11,281	\$11,281	\$—	\$—	\$ —	\$11,281
Restricted cash and cash equivalents	12,265	12,264	1	—	—	12,265
	62,383	—	62,383	—	—	62,383

Federal funds sold and securities purchased under agreements to resell						
Investments in securities:						
Available-for-sale, at fair value	128,919	—	76,770	52,149	—	128,919
Trading, at fair value	23,404	6,636	16,122	646	—	23,404
Total investments in securities	152,323	6,636	92,892	52,795	—	152,323
Mortgage loans:						
Mortgage loans held by consolidated trusts	1,529,905	—	1,258,049	249,693	—	1,507,742
Unsecuritized mortgage loans	154,885	—	16,145	122,065	—	138,210
Total mortgage loans	1,684,790	—	1,274,194	371,758	—	1,645,952
Derivative assets, net	1,063	—	14,220	11	(13,168)	1,063
Guarantee asset	1,611	—	—	1,879	—	1,879
Total financial assets	\$ 1,925,716	\$ 30,181	\$ 1,443,690	\$ 426,443	\$ (13,168)	\$ 1,887,146
Financial Liabilities						
Debt, net:						
Debt securities of consolidated trusts held by third parties	\$ 1,433,984	\$ —	\$ 1,435,673	\$ 1,225	\$ —	\$ 1,436,898
Other debt	506,767	—	499,756	13,089	—	512,845
Total debt, net	1,940,751	—	1,935,429	14,314	—	1,949,743
Derivative liabilities, net	180	—	13,291	336	(13,447)	180
Guarantee obligation	1,522	—	—	3,067	—	3,067
Total financial liabilities	\$ 1,942,453	\$ —	\$ 1,948,720	\$ 17,717	\$ (13,447)	\$ 1,952,990

(1) Equals the amount reported on our GAAP consolidated balance sheets.

**Valuation Techniques for Assets and Liabilities Not Measured on Our Consolidated Balance Sheets at Fair Value, but for Which the Fair Value is Disclosed**

The following is a description of the valuation techniques we use for items not measured on our consolidated balance sheets at fair value, but for which the fair value is disclosed, the significant inputs used in those techniques (if applicable), and our basis for classifying the measurements as Level 1, Level 2, or Level 3 of the valuation hierarchy. Each technique discussed

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below may not be used in a given reporting period, depending on the composition of our assets and liabilities measured at fair value and relevant market activity during that period.

Cash and Cash Equivalents (including Restricted Cash and Cash Equivalents)

Cash and cash equivalents (including restricted cash and cash equivalents) largely consist of highly liquid investment securities with an original maturity of three months or less used for cash management purposes, as well as cash held at financial institutions and cash collateral posted by our derivative counterparties. Given that these assets are short-term in nature with limited market value volatility, the carrying amount on our GAAP consolidated balance sheets is deemed to be a reasonable approximation of fair value. Cash and restricted cash are classified as Level 1. Cash equivalents (including restricted cash equivalents) may be classified as Level 2 in cases where we use observable inputs other than quoted prices in active markets for identical assets to determine the fair value measurement, or Level 1 in cases where we can obtain quoted prices in active markets for identical assets.

Federal Funds Sold and Securities Purchased Under Agreements to Resell

Federal funds sold and securities purchased under agreements to resell principally consist of short-term contractual agreements such as reverse repurchase agreements involving U.S. Treasury and agency securities and federal funds sold. Given that these assets are short-term in nature, the carrying amount on our GAAP consolidated balance sheets is deemed to be a reasonable approximation of fair value. Federal funds sold and securities purchased under agreements to resell are classified as Level 2 because these assets have observable market pricing, but quoted prices for identical assets are not available.

Mortgage Loans

Single-family and multifamily mortgage loans classified as held-for-investment are recorded at amortized cost. Certain held-for-investment multifamily mortgage loans are recorded at the fair value of the underlying collateral upon impairment. Multifamily held-for-sale mortgage loans are recorded at fair value due to the election of the fair value option. Single-family held-for-sale mortgage loans are accounted for at the lower-of-cost-or-fair-value and are measured at fair value on a non-recurring basis.

Single-Family Loans

Determination of Principal Market

In determining the fair value of single-family mortgage loans, valuation outcomes can vary widely based on management judgments and decisions used in determining: (a) the principal market; (b) modeling assumptions, including default, severity, home prices, and risk premiums; and (c) inputs used to determine variables including risk premiums, credit costs, security pricing, and implied management and guarantee fees. Our principal markets include the GSE securitization market and the whole loan market. To determine the principal market, we considered the market with the greatest volume and level of activity and our ability to access that market. In the absence of a market with active trading, we determined the market that would maximize the amount we would receive upon sale. We determined that the principal market is the whole loan market for loans that: (a) are four or more months delinquent; (b) are in foreclosure; (c) have completed a loan modification but have not been current for at least 6 consecutive months; (d) have completed a loan modification and have a current LTV ratio greater than 125%; or (e) have been modified through a process that included forbearance on a portion of the outstanding balance. The total UPB of loans where the whole loan market is the principal market was approximately \$76.5 billion and \$101.2 billion as of June 30, 2014 and December 31, 2013, respectively. We determined that the principal market for all other loans, regardless of whether the loan is currently securitized or whether the loan is eligible for purchase under current underwriting standards, is the GSE securitization market. The total UPB of loans where the GSE securitization market is the principal market was approximately \$1.6 trillion and \$1.5 trillion as of June 30, 2014 and December 31, 2013, respectively.

Whole Loan Market as Principal Market

Loans where we determine that the principal market is the whole loan market are valued using the median of external sources. Under the median of external sources technique, prices for single-family loans are obtained from multiple dealers. These dealers reference market activity for deeply delinquent and modified loans, where available, and use internal models and their judgment to determine default rates, severity rates, home prices, and risk premiums. Single-family mortgage loans valued using this technique are classified as Level 3 due to the low volume and level of

activity in this market.

**GSE Securitization Market as Principal Market**

Loans where we determine that the principal market is the GSE securitization market are valued using the build-up technique. Under the build-up technique, the fair value of single-family mortgage loans is based on the estimate of the price we would receive if we were to securitize the loans. These loans are valued by starting with benchmark security pricing for actively traded mortgage-related securities with similar characteristics; adding in the value of our management and guarantee fee, which is the compensation we receive for performing our management and guarantee activities; and subtracting the value of the credit obligation related to performing our guarantee.

The security price is based on benchmark security pricing for similar actively traded mortgage-related securities, adjusted as necessary based on security characteristics. This security pricing process is consistent with our approach for valuing similar

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securities retained in our investment portfolio or issued as debt to third parties. See “Valuation Techniques for Assets and Liabilities Measured on Our Consolidated Balance Sheets at Fair Value — Investments in Securities.”

The management and guarantee fee is valued by estimating the present value of the additional cash flows related to our management and guarantee fee. The management and guarantee fees for the majority of our loans are valued using third-party dealer prices on hypothetical interest-only securities based on collateral characteristics from our single-family credit guarantee portfolio. For loans where third-party market data is not readily available, we use a discounted cash flow approach, leveraging the dealer prices received for the majority of our loans and including only those cash flows related to our management and guarantee fee.

The credit obligation related to performing our guarantee is valued by estimating the fair value of the related credit and other costs (such as general and administrative expenses) and benefits (such as credit enhancements) inherent in our guarantee obligation. For loans that qualify for purchase under current underwriting standards, we use the delivery and guarantee fees that we charge under our current market pricing as a market observation. For loans that do not qualify for purchase based on current underwriting standards, we use our internal credit models, which incorporate factors such as loan characteristics, loan performance status information, expected losses, and risk premiums.

Single-family mortgage loans that qualify for purchase under current underwriting standards are classified as Level 2 as the significant inputs used for the valuation of these loans, such as security pricing, our externally published credit pricing matrices, and third-party prices used in valuing the management and guarantee fee, are observable, while the unobservable inputs, such as general and administrative expenses and credit enhancements, are not significant to the fair value measurement. Single-family mortgage loans that do not qualify for purchase under current underwriting standards are classified as Level 3 as the credit cost is based on our internal credit models which use unobservable inputs that are significant to the fair value measurement.

**HARP Loans**

For loans that have been refinanced under HARP, we value our guarantee obligation using the delivery and guarantee fees currently charged by us under that initiative. HARP loans valued using this technique are classified as Level 2, as the fees charged by us are observable. If, subsequent to delivery, the refinanced loan no longer qualifies for purchase based on current underwriting standards (such as becoming past due or being modified), the fair value of the guarantee obligation is then measured using: (a) our internal credit models; or (b) the median of external sources, if the loan’s principal market has changed to the whole loan market. HARP loans valued using either of these techniques are classified as Level 3 as significant inputs are unobservable. The majority of our HARP loans are classified as Level 2. The total compensation that we receive for the delivery of a HARP loan reflects the pricing that we are willing to offer because HARP is a part of a broader government program intended to provide assistance to homeowners and prevent foreclosures. When HARP ends (currently scheduled for December 31, 2015), the beneficial pricing afforded to HARP loans will no longer be reflected in our delivery and guarantee fee pricing structure. If these benefits were not reflected in the pricing for these loans, the fair value of our mortgage loans would have decreased by \$20.9 billion and \$18.5 billion as of June 30, 2014 and December 31, 2013, respectively. The total fair value of the loans in our portfolio that reflects the pricing afforded to HARP loans as of June 30, 2014 and December 31, 2013 as presented on our consolidated fair value balance sheets is \$135.7 billion and \$145.0 billion, respectively.

**Multifamily Loans**

For a discussion of the techniques used to determine the fair value of held-for-sale and impaired held-for-investment multifamily mortgage loans, see “Valuation Techniques for Assets and Liabilities Measured on Our Consolidated Balance Sheets at Fair Value — Mortgage Loans, Held-for-Sale” and “— Mortgage Loans, Held-for-Investment,” respectively. Non-impaired multifamily mortgage loans are primarily valued using market prices from a third-party pricing service that uses a discounted cash-flow technique. Under this technique, the pricing service forecasts cash flows for the various mortgage loans and discounts them at a market rate, including a spread that is based on pricing data obtained from purchases and sales of similar mortgage loans, adjusted based on the mortgage’s current LTV ratio and DSCR. The significant unobservable inputs used in the fair value measurement of these loans are the current LTV ratio and DSCR. These loans are classified as Level 3 as significant inputs used in the fair value measurement are unobservable.

**Total Debt, Net**



Total debt, net represents debt securities of consolidated trusts held by third parties and other debt that we issued to finance our assets. On our consolidated GAAP balance sheets, total debt, net, excluding debt securities for which the fair value option has been elected, is reported at amortized cost, which is net of deferred items, including premiums, discounts, and hedging-related basis adjustments.

For debt securities of consolidated trusts, the valuation techniques we use are similar to the techniques we use to value our investments in agency securities for GAAP purposes. See “Valuation Techniques for Assets and Liabilities Measured on Our Consolidated Balance Sheets at Fair Value — Investments in Securities — Mortgage-Related Securities — Agency Securities” for additional information regarding the valuation techniques we use.

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Other debt includes short-term zero-coupon discount notes, callable debt, and non-callable debt. Short-term zero-coupon discount notes are valued using a yield analysis technique. Under this technique, the debt instruments are valued using published yield matrices which are based on the days to maturity of the debt and converted into a price. Significant inputs used in this technique are the published yield matrices. Short-term zero-coupon discount notes are classified as Level 2 as the significant inputs used are observable in active markets. Other debt securities, including both callable and non-callable debt, are valued using a single external source or median of external sources. These debt securities generally have observable market pricing and are classified as Level 2. However, certain other debt securities are classified as Level 3 when there is a low volume or level of activity in the market for those types of debt securities.

Total debt, net for which we have elected the fair value option includes certain debt securities of consolidated trusts held by third parties and certain other debt. We report these items at fair value on our GAAP consolidated balance sheets. See “Valuation Techniques for Assets and Liabilities Measured on Our Consolidated Balance Sheets at Fair Value — Debt Securities of Consolidated Trusts Held by Third Parties, at Fair Value” and “— Other Debt, at Fair Value” for additional information.

### Guarantee Obligation

Our guarantee obligation is classified as Level 3 as significant inputs used in the fair value measurement are unobservable. The technique for estimating the fair value of our guarantee obligation is described in the “Mortgage Loans — Single-Family Loans” section above.

### Fair Value Option

We elected the fair value option for certain types of investments in securities, multifamily held-for-sale mortgage loans, and certain debt.

### Investments in Securities

We elected the fair value option for certain mortgage-related securities to better reflect the natural offset these securities provide to fair value changes recorded historically on our guarantee asset at the time of our election. In addition, upon adoption of the accounting guidance for the fair value option, we elected this option for securities within the scope of the accounting guidance for investments in beneficial interests in securitized financial assets to better reflect any valuation changes that would occur subsequent to impairment write-downs previously recorded on these instruments. Related interest income continues to be reported as interest income in our consolidated statements of comprehensive income. See “NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES — Investments in Securities” in our 2013 Annual Report for additional information about the measurement and recognition of interest income on investments in securities. For information regarding the net unrealized gains (losses) on trading securities, which include gains (losses) for other items that are not selected for the fair value option, see Gains (losses) on trading securities within “Table 13.2 — Segment Earnings and Reconciliation to GAAP Results.”

### Multifamily Held-For-Sale Mortgage Loans

We elected the fair value option for multifamily mortgage loans that were purchased for securitization. These multifamily mortgage loans are classified as held-for-sale mortgage loans on our consolidated balance sheets to reflect our intent to sell in the future. Related interest income continues to be reported as interest income in our consolidated statements of comprehensive income. See “NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES — Mortgage Loans” in our 2013 Annual Report for additional information about the measurement and recognition of interest income on our mortgage loans.

### Debt Securities of Consolidated Trusts Held by Third Parties

We elected the fair value option for certain debt securities of consolidated trusts held by third parties. These consist of a multifamily K Certificate where we are in a first loss position and certain REMIC interest-only mortgage-related debt securities. We elected the fair value option on these debt instruments as they contain embedded derivatives that require bifurcation. Fair value changes for debt securities of consolidated trusts held by third parties are recorded in other income in our consolidated statements of comprehensive income. Related interest expense continues to be reported as interest expense in our consolidated statements of comprehensive income. See “NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES — Debt Securities Issued” in our 2013 Annual Report for additional information about the measurement and recognition of interest expense on debt securities issued.

Other Debt

We elected the fair value option on: (a) STACR debt notes; and (b) extendible variable-rate notes containing quarterly options for investors to extend the maturity of the notes as they contain potential embedded derivatives requiring bifurcation. We elected the fair value option on these debt instruments to better reflect the economic offset that naturally results from the debt due to changes in interest rates. Fair value changes for debt for which we have elected the fair value option are recorded in other income in our consolidated statements of comprehensive income. Related interest expense continues to be reported as interest expense in our consolidated statements of comprehensive income. See "NOTE 1: SUMMARY OF SIGNIFICANT

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ACCOUNTING POLICIES — Debt Securities Issued” in our 2013 Annual Report for additional information about the measurement and recognition of interest expense on debt securities issued.

The table below presents the fair value and UPB related to certain items for which we have elected the fair value option at June 30, 2014 and December 31, 2013.

Table 16.7 — Difference between Fair Value and Unpaid Principal Balance for Certain Financial Instruments with Fair Value Option Elected

	June 30, 2014		December 31, 2013	
	Multifamily Held-For-Sale Mortgage Loans (in millions)	Other Debt - Long Term	Multifamily Held-For-Sale Mortgage Loans	Other Debt - Long Term
Fair value	\$5,941	\$4,277	\$8,727	\$2,683
Unpaid principal balance	5,845	4,037	8,721	2,635
Difference	\$96	\$240	\$6	\$48

#### Changes in Fair Value under the Fair Value Option Election

We recorded gains (losses) of \$156 million and \$(562) million for the three months ended June 30, 2014 and 2013, respectively, and \$410 million and \$(553) million for the six months ended June 30, 2014 and 2013, respectively, from the change in fair value on multifamily held-for-sale mortgage loans recorded at fair value in other income in our consolidated statements of comprehensive income.

Gains (losses) on debt securities with the fair value option elected were \$(129) million and \$3 million for the three months ended June 30, 2014 and 2013, respectively, and \$(178) million and \$15 million for the six months ended June 30, 2014 and 2013, respectively, and were recorded in other income in our consolidated statements of comprehensive income.

Changes in fair value attributable to instrument-specific credit risk were not material for the three and six months ended June 30, 2014 and 2013 for any assets or liabilities for which we elected the fair value option.

#### NOTE 17: LEGAL CONTINGENCIES

We are involved as a party in a variety of legal and regulatory proceedings arising from time to time in the ordinary course of business including, among other things, contractual disputes, personal injury claims, employment-related litigation and other legal proceedings incidental to our business. We are frequently involved, directly or indirectly, in litigation involving mortgage foreclosures. From time to time, we are also involved in proceedings arising from our termination of a seller/servicer’s eligibility to sell mortgages to, and/or service mortgages for, us. In these cases, the former seller/servicer sometimes seeks damages against us for wrongful termination under a variety of legal theories. In addition, we are sometimes sued in connection with the origination or servicing of mortgages. These suits typically involve claims alleging wrongful actions of seller/servicers. Our contracts with our seller/servicers generally provide for indemnification against liability arising from their wrongful actions with respect to mortgages sold to or serviced for Freddie Mac.

Litigation and claims resolution are subject to many uncertainties and are not susceptible to accurate prediction. In accordance with the accounting guidance for contingencies, we reserve for litigation claims and assessments asserted or threatened against us when a loss is probable (as defined in such guidance) and the amount of the loss can be reasonably estimated.

During the six months ended June 30, 2014, we paid approximately \$6 million for the advancement of legal fees and expenses of former officers pursuant to our indemnification obligations to them. These fees and expenses related to certain of the matters described below, and are being partially offset by insurance payments. This figure does not include certain administrative support costs and certain costs related to document production and storage.

Putative Securities Class Action Lawsuit: Ohio Public Employees Retirement System (“OPERS”) vs. Freddie Mac, Syron, et al.

This putative securities class action lawsuit was filed against Freddie Mac and certain former officers on January 18, 2008 in the U.S. District Court for the Northern District of Ohio purportedly on behalf of a class of purchasers of Freddie Mac stock from August 1, 2006 through November 20, 2007. FHFA later intervened as Conservator. The

plaintiff alleges that the defendants violated federal securities laws by making false and misleading statements concerning our business, risk management, and the procedures we put into place to protect the company from problems in the mortgage industry. The plaintiff seeks unspecified damages and interest, and reasonable costs and expenses, including attorney and expert fees. The plaintiff amended its complaint on several occasions. Defendants filed motions to dismiss the second and third amended complaints, which the Court denied. On April 13, 2013, the judge who had presided over the case since 2008 recused himself, and the case was reassigned to a new judge. On August 23, 2013, the new judge granted defendants' motion to vacate the previous judge's orders denying defendants' motions to dismiss. Defendants filed new motions to dismiss the complaint on October 8, 2013.

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At present, it is not possible for us to predict the probable outcome of this lawsuit or any potential effect on our business, financial condition, liquidity, or results of operations. In addition, we are unable to reasonably estimate the possible loss or range of possible loss in the event of an adverse judgment in the foregoing matter due to the following factors, among others: the inherent uncertainty of pre-trial litigation; the fact that the Court has not yet ruled upon defendants' new motion to dismiss the complaint; and the fact that the Court has not yet ruled upon motions for class certification or summary judgment. In particular, absent the certification of a class, the identification of a class period, and the identification of the alleged statement or statements that survive dispositive motions, we cannot reasonably estimate any possible loss or range of possible loss.

**Related Third Party Litigation and Indemnification Requests**

On December 16, 2011, the SEC announced that it had charged three former executives of Freddie Mac with securities laws violations. These executives are former Chairman of the Board and Chief Executive Officer Richard F. Syron, former Executive Vice President and Chief Business Officer Patricia L. Cook, and former Executive Vice President for the single-family guarantee business Donald J. Bisenius.

On September 23, 2008, a plaintiff filed a putative class action securities lawsuit in the U.S. District Court for the Southern District of New York styled Mark vs. Goldman, Sachs & Co., J.P. Morgan Chase & Co., and Citigroup Global Markets Inc. On January 29, 2009, another plaintiff filed a putative class action lawsuit in the same Court styled Kreysar vs. Syron, et al. The cases, which were subsequently consolidated by the Court, concern the company's November 29, 2007 public offering of \$6 billion of 8.375% Fixed to Floating Rate Non-Cumulative Perpetual Preferred Stock.

In the consolidated complaint, plaintiffs alleged that three former Freddie Mac officers (including Syron and former Executive Vice President and Chief Financial Officer Anthony S. Pizsel), certain underwriters and Freddie Mac's auditor violated federal securities laws by making material false and misleading statements in connection with the company's November 2007 public offering. The complaint further alleged that certain defendants and others made additional false statements following the offering. After a series of motions and amendments to the complaint, only Syron and Pizsel remained as defendants.

The plaintiffs moved for class certification, which motion was ultimately denied by the Court. On May 31, 2012, the U.S. Court of Appeals for the Second Circuit denied plaintiffs' motion for leave to appeal on an interlocutory basis the denial of class certification. In August 2012, plaintiffs sought leave to file another motion for class certification, which request the Court denied on September 25, 2012. On June 19, 2014, the Court ordered dismissal of the Kreysar case after Syron, Pizsel and the named plaintiff entered into a stipulation of voluntary dismissal with prejudice disposing of all of plaintiff's individual claims.

Freddie Mac is not named as a defendant in the consolidated lawsuit, but the underwriters previously gave notice to Freddie Mac of their intention to seek full indemnity and contribution under the underwriting agreement in the Kreysar case, including reimbursement of fees and disbursements of their legal counsel. We do not expect that the consolidated lawsuit or the indemnification and contribution request will have a material effect on our results of operations or financial condition.

On July 6, 2011, a lawsuit styled Liberty Mutual Insurance Company, Peerless Insurance Company, Employers Insurance Company of Wausau, Safeco Corporation and Liberty Life Assurance Company of Boston vs. Goldman, Sachs & Co. was filed in the U.S. District Court for Massachusetts. The defendants in the case were underwriters of the company's November 2007 public offering. The plaintiffs generally allege that the underwriters made materially misleading statements and omissions in connection with the offering. Freddie Mac is not named as a defendant in the lawsuit.

**Taylor, Bean & Whitaker and Ocala Funding, LLC Bankruptcies**

On August 24, 2009, TBW, which had been one of our single-family seller/servicers, filed for bankruptcy in the U.S. Bankruptcy Court for the Middle District of Florida. We entered into a settlement regarding the TBW bankruptcy in 2011. However, we continue to be involved in certain matters relating to the TBW bankruptcy, as described below.

On July 10, 2012, Ocala Funding, LLC, or Ocala, which was a wholly owned subsidiary of TBW, filed for bankruptcy in the U.S. Bankruptcy Court for the Middle District of Florida. In June 2013, the Court confirmed Ocala's plan of liquidation. The plan established a liquidation trust, and authorizes it to investigate and initiate actions to recover on

claims and causes of action, including a claim to recover approximately \$805 million of funds transferred from Ocala to Freddie Mac custodial accounts maintained by TBW, prior to the TBW bankruptcy. The parties have entered into a settlement agreement to resolve the claim. The Court approved the settlement agreement on May 27, 2014. Pursuant to the settlement agreement, Freddie Mac transferred cash and other consideration totaling \$102.5 million to Ocala in June 2014. These amounts will be distributed to specified claimants on the estate. These claimants were parties to the settlement agreement and have released all claims against Freddie Mac relating to the funds in question.

On or about May 14, 2010, certain underwriters at Lloyds, London and London Market Insurance Companies brought an adversary proceeding in the U.S. Bankruptcy Court for the Middle District of Florida against TBW, Freddie Mac and other parties seeking a declaration rescinding \$90 million of mortgage bankers bonds providing fidelity and errors and omissions insurance coverage. Several excess insurers on the bonds thereafter filed similar claims in that action. Freddie Mac has filed a proof of loss under the bonds. The underwriters moved for partial summary judgment against Freddie Mac in April 2013. The Court denied this motion on March 27, 2014, and the underwriters subsequently appealed the denial of the motion to the U.S.

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District Court. The excess insurers have also moved for partial summary judgment against Freddie Mac. Discovery is proceeding. We are unable at this time to estimate our potential recovery, if any, in this case.

### IRS Litigation

In 2010 and 2011, we received Statutory Notices from the IRS assessing a total of \$3.0 billion of additional income taxes and penalties for the 1998 to 2007 tax years. We filed a petition with the U.S. Tax Court on October 22, 2010 in response to the Statutory Notices for the 1998 to 2005 tax years and, in 2012, paid the tax assessed in the Statutory Notices for the years 2006 and 2007 of \$36 million. In the fourth quarter of 2012 we reached an agreement in principle with the IRS for all years, including 2006 and 2007, to favorably resolve the matters in dispute and reduced the previously unrecognized tax benefits to zero. We are currently working with the IRS to finalize the stipulation of settled issues and closing agreement for years 1998 through 2010 related to our tax accounting method for certain hedging transactions, and expect that a final decision can be entered within the next 12 months.

### LIBOR Lawsuit

On March 14, 2013, Freddie Mac filed a lawsuit in the U.S. District Court for the Eastern District of Virginia against the British Bankers Association and the 16 U.S. Dollar LIBOR panel banks and a number of their affiliates. The case was subsequently transferred to the U.S. District Court for the Southern District of New York. The complaint alleges, among other things, that the defendants fraudulently and collusively suppressed LIBOR, a benchmark interest rate indexed to trillions of dollars of financial products, and asserts claims for antitrust violations, breach of contract, tortious interference with contract and fraud. Freddie Mac filed an amended complaint on July 22, 2013.

### Litigation Concerning the Purchase Agreement

In July and September 2013, four lawsuits were filed against us in the U.S. District Court for the District of Columbia concerning the August 2012 amendment to the Purchase Agreement. It is possible that similar lawsuits will be filed in the future. The lawsuits are as follows:

• A putative class action lawsuit filed on July 29, 2013 styled Cacciapelle and Bareiss vs. Federal National Mortgage Association, Federal Home Loan Mortgage Corporation and FHFA;

• A putative class action lawsuit filed on July 30, 2013 styled American European Insurance Company vs. Federal National Mortgage Association, Federal Home Loan Mortgage Corporation and FHFA;

• A putative class action and shareholder derivative lawsuit filed on September 18, 2013 styled Marneu Holdings, Co. vs. FHFA, Treasury, Federal National Mortgage Association and Federal Home Loan Mortgage Corporation; and

• A lawsuit filed on September 20, 2013 styled Arrowood Indemnity Company vs. Federal National Mortgage Association, Federal Home Loan Mortgage Corporation, FHFA and Treasury.

The Cacciapelle and American European Insurance Company lawsuits were filed purportedly on behalf of a class of purchasers of junior preferred stock issued by Freddie Mac or Fannie Mae who held stock prior to, and as of, August 17, 2012. The Marneu lawsuit was filed purportedly on behalf of a class of purchasers of junior preferred stock and purchasers of common stock issued by Freddie Mac or Fannie Mae over a not-yet-defined period of time. Plaintiffs in the Arrowood lawsuit allege that they are holders of junior preferred stock issued by Freddie Mac and Fannie Mae. (For purposes of this discussion, junior preferred stock refers to the various series of preferred stock of Freddie Mac and Fannie Mae other than the senior preferred stock issued to Treasury.)

In the lawsuits, plaintiffs allege that the amendment to the Purchase Agreement in August 2012 (which implemented the net worth sweep dividend provisions of the senior preferred stock) breached Freddie Mac's and Fannie Mae's respective contracts with the holders of junior preferred stock and common stock and the covenant of good faith and fair dealing inherent in such contracts. Plaintiffs seek unspecified damages, equitable and injunctive relief, and costs and expenses, including attorney and expert fees. Plaintiffs in the Arrowood lawsuit also request that, if injunctive relief is not granted, the Arrowood plaintiffs be awarded damages against the defendants in an amount to be determined including, but not limited to, the aggregate par value of their junior preferred stock, the total of which they state is \$42,297,500.

Plaintiffs in the Marneu and Arrowood lawsuits also make certain claims against, and seek certain remedies from, Treasury and FHFA.

The Court consolidated three of the cases (Cacciapelle, American European Insurance Company and Marneu) together in a new case styled In re Fannie Mae/Freddie Mac Senior Preferred Stock Purchase Agreement Class Action



Litigations. A consolidated amended complaint was filed on December 3, 2013. The consolidated amended complaint makes essentially the same allegations against Freddie Mac as the original complaints described above. FHFA, joined by Freddie Mac and Fannie Mae, moved to dismiss the consolidated complaint and the other related cases (including Arrowood) on January 17, 2014. Treasury filed a motion to dismiss the same day, which plaintiffs have opposed. On February 26, 2014, Bruce Reid and Bryndon Fisher, who are purported shareholders of Freddie Mac, filed a lawsuit against the U.S. government and against Freddie Mac as a “nominal” defendant. This action was filed as a derivative complaint, purportedly on behalf of Freddie Mac, in the U.S. Court of Federal Claims. As discussed below, Messrs. Reid and

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Fisher had sent a letter to Freddie Mac in October 2013. The complaint alleges that the net worth sweep dividend constitutes an unlawful taking of private property for public use without just compensation. The complaint also contains allegations related to plaintiffs' October 2013 letter discussed below. The plaintiffs ask that Freddie Mac be awarded just compensation for the U.S. government's alleged taking of its property, attorneys' fees, costs and other expenses.

On July 30, 2014, American European Insurance Company, Joseph Cacciapalle, and Michelle Miller, who are purported shareholders of Freddie Mac, filed a lawsuit against Treasury and FHFA and against Freddie Mac as a "nominal" defendant. This action was filed as a derivative complaint, purportedly on behalf of Freddie Mac, in the U.S. District Court for the District of Columbia. As discussed below, these plaintiffs each sent letters to Freddie Mac in January 2014. The complaint alleges that, through the August 2012 amendment to the Purchase Agreement, Treasury and FHFA breached their respective fiduciary duties to Freddie Mac. The plaintiffs ask that Freddie Mac be awarded compensatory damages and disgorgement, as well as attorneys' fees, costs and other expenses.

At present, it is not possible for us to predict the probable outcome of these lawsuits or any potential effect on our business, financial condition, liquidity, or results of operations. In addition, we are unable to reasonably estimate the possible loss or range of possible loss in the event of an adverse judgment in the foregoing matters due to a number of factors, including the inherent uncertainty of pre-trial litigation. In addition, with respect to the consolidated lawsuits, the plaintiffs have not demanded a stated amount of damages they believe are due and the Court has not certified a class.

We received a letter dated October 16, 2013 addressed to the Chief Executive Officer, the Board of Directors and the then Acting Director of FHFA, purportedly on behalf of holders of common stock and junior preferred stock of Freddie Mac. We received a similar letter dated January 6, 2014, and two more dated January 7, 2014, each on behalf of a plaintiff in the consolidated lawsuits. The letters demanded that Freddie Mac commence legal action against the U.S. government to recover all losses sustained by Freddie Mac as a result of the August 2012 amendment to the Purchase Agreement. The letters also demanded that Freddie Mac take action to terminate the August 2012 amendment to the Purchase Agreement. On January 15, 2014, FHFA (as Conservator) sent a letter to the purported shareholders named in the October 2013 letter informing them that the Conservator does not intend to authorize Freddie Mac or its directors or officers to take the actions that such shareholders demand. On April 9, 2014, FHFA (as Conservator) sent similar letters to the purported shareholders named in the January 2014 letters. As discussed above, the purported shareholders in the October 2013 letter filed a lawsuit against the U.S. government and against Freddie Mac in February 2014, and the purported shareholders in the January 2014 letters filed a lawsuit against the U.S. government and against Freddie Mac in July 2014.

We received a letter dated May 16, 2014 addressed to the Board of Directors, purportedly on behalf of a holder of common stock of Freddie Mac. The letter demands that the Board investigate, address and remedy alleged illegal or otherwise improper action taken by FHFA, Treasury and specified individuals, including the execution of the August 2012 amendment to the Purchase Agreement and the implementation of the net worth sweep dividend. The letter states that, if the Board does not pursue the measures demanded in the letter, the purported shareholder will consider commencing a lawsuit, including derivative claims. On July 17, 2014, FHFA (as Conservator) sent a letter to the purported shareholder named in the May 16 letter informing it that the Conservator does not intend to authorize Freddie Mac or its directors or officers to take the actions that the shareholder demands. As discussed above, purported shareholders who sent similar letters have filed lawsuits against the U.S. government and against Freddie Mac.

**NOTE 18: REGULATORY CAPITAL**

On October 9, 2008, FHFA announced that it was suspending capital classification of us during conservatorship in light of the Purchase Agreement. FHFA continues to closely monitor our capital levels, but the existing statutory and FHFA-directed regulatory capital requirements are not binding during conservatorship. We continue to provide quarterly submissions to FHFA on minimum capital, but no longer provide submissions on risk-based capital. For more information on regulatory capital, see "NOTE 18: REGULATORY CAPITAL" in our 2013 Annual Report. The table below summarizes our minimum capital requirements and deficits and net worth.

Table 18.1 — Net Worth and Minimum Capital

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	June 30, 2014	December 31, 2013
	(in millions)	
GAAP net worth <sup>(1)</sup>	\$4,290	\$12,835
Core capital (deficit) <sup>(2)(3)</sup>	\$(69,047	) \$(59,495 )
Less: Minimum capital requirement <sup>(2)</sup>	19,849	21,404
Minimum capital surplus (deficit) <sup>(2)</sup>	\$(88,896	) \$(80,899 )

(1) Net worth (deficit) represents the difference between our assets and liabilities under GAAP.

(2) Core capital and minimum capital figures for June 30, 2014 are estimates. FHFA is the authoritative source for our regulatory capital.

(3) Core capital excludes certain components of GAAP total equity (i.e., AOCI and the liquidation preference of the senior preferred stock) as these items do not meet the statutory definition of core capital.

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Following our entry into conservatorship and consistent with the objectives of conservatorship, we have focused our risk and capital management on, among other things, maintaining a positive balance of GAAP equity in order to reduce the likelihood that we will need to make additional draws on the Purchase Agreement with Treasury. The Purchase Agreement provides that, if FHFA determines as of quarter end that our liabilities have exceeded our assets under GAAP, Treasury will contribute funds to us in an amount at least equal to the difference between such liabilities and assets.

Under the GSE Act, FHFA must place us into receivership if FHFA determines in writing that our assets are and have been less than our obligations for a period of 60 days. FHFA has notified us that the measurement period for any mandatory receivership determination with respect to our assets and obligations would commence no earlier than the SEC public filing deadline for our quarterly or annual financial statements and would continue for 60 calendar days after that date. FHFA has advised us that, if, during that 60-day period, we receive funds from Treasury in an amount at least equal to the deficiency amount under the Purchase Agreement, the Director of FHFA will not make a mandatory receivership determination. If funding has been requested under the Purchase Agreement to address a deficit in our net worth, and Treasury is unable to provide us with such funding within the 60-day period specified by FHFA, FHFA would be required to place us into receivership if our assets remain less than our obligations during that 60-day period.

At June 30, 2014, our assets exceeded our liabilities under GAAP; therefore no draw is being requested from Treasury under the Purchase Agreement. As of June 30, 2014, our aggregate funding received from Treasury under the Purchase Agreement was \$71.3 billion. This aggregate funding amount does not include the initial \$1 billion liquidation preference of senior preferred stock that we issued to Treasury in September 2008 as an initial commitment fee and for which no cash was received. We paid quarterly dividends of \$10.4 billion and \$4.5 billion on the senior preferred stock in cash in March 2014 and June 2014, respectively, at the direction of the Conservator.

**NOTE 19: SELECTED FINANCIAL STATEMENT LINE ITEMS**

The table below presents the significant components of other income (loss) on our consolidated statements of comprehensive income.

**Table 19.1 — Significant Components of Other Income (Loss) on Our Consolidated Statements of Comprehensive Income**

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
	(in millions)			
Other income (loss):				
Non-agency mortgage-related securities settlements <sup>(1)</sup>	\$364	\$105	\$4,897	\$111
Gains (losses) on mortgage loans	(39)	(563)	215	(554)
Other	167	262	421	591
Total other income (loss)	\$492	\$(196)	\$5,533	\$148

Settlement agreements primarily related to lawsuits regarding our investments in certain non-agency mortgage-related securities is a significant component of other income during the three and six months ended June 30, 2014. For more information, see “NOTE 15: CONCENTRATION OF CREDIT AND OTHER RISKS — Non-Agency Mortgage-Related Security Issuers.”

The table below presents the significant components of other assets and other liabilities on our consolidated balance sheets.

**Table 19.2 — Significant Components of Other Assets and Other Liabilities on Our Consolidated Balance Sheets**

	June 30, 2014	December 31, 2013
	(in millions)	
Other assets:		
Accounts and other receivables <sup>(1)</sup>	\$3,731	\$4,367

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Current income tax receivable	2,079	1,316
Guarantee asset	1,587	1,611
All other	1,204	1,245
Total other assets	\$8,601	\$8,539
Other liabilities:		
Servicer liabilities	\$2,060	\$2,277
Guarantee obligation	1,526	1,522
Accounts payable and accrued expenses	933	886
All other	1,338	807
Total other liabilities	\$5,857	\$5,492

(1) Primarily consists of servicer receivables and other non-interest receivables.

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END OF CONSOLIDATED FINANCIAL STATEMENTS AND ACCOMPANYING NOTES

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Freddie Mac

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**PART II — OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS**

We are involved as a party to a variety of legal proceedings arising from time to time in the ordinary course of business. See “NOTE 17: LEGAL CONTINGENCIES” for more information regarding our involvement as a party to various legal proceedings.

In addition, a number of lawsuits have been filed against the U.S. government relating to conservatorship, the Purchase Agreement, and a housing trust fund managed by HUD. For information on these lawsuits, see “LEGAL PROCEEDINGS — Litigation Against the U.S. Government Concerning Conservatorship and the Purchase Agreement” and “— Litigation Concerning Housing Trust Fund” in our 2013 Annual Report. Freddie Mac is not a party to these lawsuits.

**ITEM 1A. RISK FACTORS**

This Form 10-Q should be read together with the “RISK FACTORS” section in our 2013 Annual Report, which describes various risks and uncertainties to which we are or may become subject. These risks and uncertainties could, directly or indirectly, adversely affect our business, financial condition, results of operations, cash flows, strategies, and/or prospects.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

**Recent Sales of Unregistered Securities**

The securities we issue are “exempted securities” under the Securities Act of 1933, as amended. As a result, we do not file registration statements with the SEC with respect to offerings of our securities.

Following our entry into conservatorship, we suspended the operation of, and ceased making grants under, equity compensation plans. Previously, we had provided equity compensation under those plans to employees and members of our Board of Directors. Under the Purchase Agreement, we cannot issue any new options, rights to purchase, participations, or other equity interests without Treasury’s prior approval. However, grants outstanding as of the date of the Purchase Agreement remain in effect in accordance with their terms.

No stock options were exercised during the three months ended June 30, 2014. See “NOTE 11: STOCKHOLDERS’ EQUITY (DEFICIT)” in our 2013 Annual Report for more information.

**Dividend Restrictions**

Our payment of dividends on Freddie Mac common stock or any series of Freddie Mac preferred stock (other than senior preferred stock) is subject to certain restrictions as described in “MARKET FOR REGISTRANT’S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES — Dividends and Dividend Restrictions” in our 2013 Annual Report.

**Information about Certain Securities Issuances by Freddie Mac**

Pursuant to SEC regulations, public companies are required to disclose certain information when they incur a material direct financial obligation or become directly or contingently liable for a material obligation under an off-balance sheet arrangement. The disclosure must be made in a current report on Form 8-K under Item 2.03 or, if the obligation is incurred in connection with certain types of securities offerings, in prospectuses for that offering that are filed with the SEC.

Freddie Mac’s securities offerings are exempted from SEC registration requirements. As a result, we are not required to and do not file registration statements or prospectuses with the SEC with respect to our securities offerings. To comply with the disclosure requirements of Form 8-K relating to the incurrence of material financial obligations, we report our incurrence of these types of obligations either in offering circulars (or supplements thereto) that we post on our web site or in a current report on Form 8-K, in accordance with a “no-action” letter we received from the SEC staff. In cases where the information is disclosed in an offering circular posted on our web site, the document will be posted on our web site within the same time period that a prospectus for a non-exempt securities offering would be required to be filed with the SEC.

The web site address for disclosure about our debt securities, other than debt securities of consolidated trusts, is [www.freddiemac.com/debt](http://www.freddiemac.com/debt). From this address, investors can access the offering circular and related supplements for debt securities offerings under Freddie Mac’s global debt facility, including pricing supplements for individual issuances of debt securities. Similar information about our STACR debt securities is available at

[www.freddiemac.com/creditsecurities](http://www.freddiemac.com/creditsecurities).

Disclosure about the mortgage-related securities we issue, some of which are off-balance sheet obligations, can be found at [www.freddiemac.com/mbs](http://www.freddiemac.com/mbs). From this address, investors can access information and documents about our mortgage-related securities, including offering circulars and related offering circular supplements.

ITEM 6. EXHIBITS

The exhibits are listed in the Exhibit Index at the end of this Form 10-Q.



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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Federal Home Loan Mortgage Corporation

By: /s/ Donald H. Layton  
Donald H. Layton  
Chief Executive Officer

Date: August 7, 2014

By: /s/ James G. Mackey  
James G. Mackey  
Executive Vice President — Chief Financial Officer  
(Principal Financial Officer)

Date: August 7, 2014

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GLOSSARY

This Glossary includes acronyms and defined terms that are used throughout this report.

2005-2008 Legacy single-family book — Consists of mortgage loans in our single-family credit guarantee portfolio that were originated from 2005 through 2008.

Administration — Executive branch of the U.S. government.

Agency securities — Generally refers to mortgage-related securities issued by the GSEs or government agencies.

Alt-A loan — Although there is no universally accepted definition of Alt-A, many mortgage market participants classify single-family loans with credit characteristics that range between their prime and subprime categories as Alt-A because these loans have a combination of characteristics of each category, may be underwritten with lower or alternative income or asset documentation requirements compared to a full documentation mortgage loan, or both. In determining our Alt-A exposure on loans underlying our single-family credit guarantee portfolio, we classified mortgage loans as Alt-A if the lender that delivers them to us classified the loans as Alt-A, or if the loans had reduced documentation requirements as well as a combination of certain credit characteristics and expected performance characteristics at acquisition which, when compared to full documentation loans in our portfolio, indicate that the loan should be classified as Alt-A. In the event we purchase a refinance mortgage in either our relief refinance mortgage initiative or in another mortgage refinance initiative and the original loan had been previously identified as Alt-A, such refinance loan may no longer be categorized or reported as an Alt-A mortgage in this report and our other financial reports because the new refinance loan replacing the original loan would not be identified by the servicer as an Alt-A loan. As a result, our reported Alt-A balances may be lower than would otherwise be the case had such refinancing not occurred. For non-agency mortgage-related securities that are backed by Alt-A loans, we categorize our investments in non-agency mortgage-related securities as Alt-A if the securities were identified as such based on information provided to us when we entered into these transactions.

AOCI — Accumulated other comprehensive income (loss), net of taxes

ARM — Adjustable-rate mortgage — A mortgage loan with an interest rate that adjusts periodically over the life of the mortgage loan based on changes in a benchmark index.

Bond insurers — Companies that provide credit insurance principally covering securitized assets in both the primary issuance and secondary markets.

BPs — Basis points — One one-hundredth of 1%. This term is commonly used to quote the yields of debt instruments or movements in interest rates.

Cash and other investments portfolio — Our cash and other investments portfolio is comprised of our cash and cash equivalents, federal funds sold and securities purchased under agreements to resell, and investments in non-mortgage-related securities.

Charter — The Federal Home Loan Mortgage Corporation Act, as amended, 12 U.S.C. § 1451 et seq.

CMBS — Commercial mortgage-backed security — A security backed by mortgages on commercial property (often including multifamily rental properties) rather than one-to-four family residential real estate. Although the mortgage pools underlying CMBS can include mortgages financing multifamily properties and commercial properties, such as office buildings and hotels, the classes of CMBS that we hold receive distributions of scheduled cash flows only from multifamily properties. Military housing revenue bonds are included as CMBS within investments-related disclosures. We have not identified CMBS as either subprime or Alt-A securities.

Comprehensive income (loss) — Consists of net income (loss) plus total other comprehensive income (loss).

Conforming loan/Conforming jumbo loan/Conforming loan limit — A conventional single-family mortgage loan with an original principal balance that is equal to or less than the applicable statutory conforming loan limit, which is a dollar amount cap on the size of the original principal balance of single-family mortgage loans we are permitted by law to purchase or securitize. The conforming loan limit is determined annually based on changes in FHFA's housing price index. Any decreases in the housing price index are accumulated and used to offset any future increases in the housing price index so that statutory conforming loan limits do not decrease from year-to-year. Since 2006, the base conforming loan limit for a one-family residence has been set at \$417,000, and higher limits have been established in certain "high-cost" areas (currently, up to \$625,500 for a one-family residence). Higher limits also apply to two- to four-family residences, and for mortgages secured by properties in Alaska, Guam, Hawaii and the U.S. Virgin Islands.

Actual high-cost area loan limits are set by FHFA for each county (or equivalent), and the loan limit for specific high-cost areas may be lower than the maximum amounts. We refer to loans that we have purchased with UPB exceeding the base conforming loan limit (i.e., \$417,000) as conforming jumbo loans.

Beginning in 2008, pursuant to a series of laws, our loan limits in certain high-cost areas were increased temporarily above the limits that otherwise would have been applicable (up to \$729,750 for a one-family residence). The latest of these increases expired on September 30, 2011.

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Conservator — The Federal Housing Finance Agency, acting in its capacity as conservator of Freddie Mac.

Convexity — A measure of how much a financial instrument's duration changes as interest rates change.

Credit enhancement — Any number of different financial arrangements that are designed to reduce credit risk by partially or fully compensating an investor in the event of certain financial losses. Examples of credit enhancements include mortgage insurance, overcollateralization, indemnification agreements, and government guarantees.

Credit losses — Consists of charge-offs, net and REO operations expense.

Credit-related (benefit) expense (or credit-related expense) — Consists of our provision (benefit) for credit losses and REO operations expense.

Deed in lieu of foreclosure — An alternative to foreclosure in which the borrower voluntarily conveys title to the property to the lender and the lender accepts such title (sometimes together with an additional payment by the borrower) in full satisfaction of the mortgage indebtedness.

Delinquency — A failure to make timely payments of principal or interest on a mortgage loan. For single-family mortgage loans, we generally report delinquency rate information based on the number of loans that are seriously delinquent. For multifamily loans, we report delinquency rate information based on the UPB of loans that are two monthly payments or more past due or in the process of foreclosure.

Derivative — A financial instrument whose value depends upon the characteristics and value of an underlying financial asset or index, such as a security or commodity price, interest or currency rates, or other financial indices.

Dodd-Frank Act — Dodd-Frank Wall Street Reform and Consumer Protection Act.

Dollar roll transactions — Transactions whereby we enter into an agreement to sell and subsequently repurchase (or purchase and subsequently resell) agency securities.

DSCR — Debt Service Coverage Ratio — An indicator of future credit performance for multifamily loans. The DSCR estimates a multifamily borrower's ability to service its mortgage obligation using the secured property's cash flow, after deducting non-mortgage expenses from income. The higher the DSCR, the more likely a multifamily borrower will be able to continue servicing its mortgage obligation.

Duration — Duration is a measure of a financial instrument's price sensitivity to changes in interest rates.

Duration gap — One of our primary interest-rate risk measures. Duration gap is a measure of the difference between the estimated durations of our interest rate sensitive assets and liabilities. We present the duration gap of our financial instruments in units expressed as months. A duration gap of zero implies that the change in value of our interest rate sensitive assets from an instantaneous change in interest rates would be expected to be accompanied by an equal and offsetting change in the value of our debt and derivatives, thus leaving the net fair value of equity unchanged.

Exchange Act — Securities and Exchange Act of 1934, as amended

Fannie Mae — Federal National Mortgage Association

FASB — Financial Accounting Standards Board

FDIC — Federal Deposit Insurance Corporation

Federal Reserve — Board of Governors of the Federal Reserve System

FHA — Federal Housing Administration

FHFA — Federal Housing Finance Agency — An independent agency of the U.S. government with responsibility for regulating Freddie Mac, Fannie Mae, and the FHLBs.

FHLB — Federal Home Loan Bank

FICO score — A credit scoring system developed by Fair, Isaac and Co. FICO scores are the most commonly used credit scores today. FICO scores are ranked on a scale of approximately 300 to 850 points with a higher value indicating a lower likelihood of credit default.

Fixed-rate mortgage — Refers to a mortgage originated at a specific rate of interest that remains constant over the life of the loan. For purposes of presentation in this report and elsewhere in our reporting, we have categorized a number of modified loans as fixed-rate loans (instead of as adjustable rate loans), even though the modified loans have rate adjustment provisions. In these cases, while the terms of the modified loans provide for the interest rate to adjust in the future, such future rates are determined at the time of the modification rather than at a subsequent date.

Foreclosure alternative — A workout option pursued when a home retention action is not successful or not possible. A foreclosure alternative is either a short sale or deed in lieu of foreclosure.

Foreclosure transfer — Refers to our completion of a transaction provided for by the foreclosure laws of the applicable state, in which a delinquent borrower's ownership interest in a mortgaged property is terminated and title to the property is transferred to us or to a third party. State foreclosure laws commonly refer to such transactions as foreclosure sales, sheriff's

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sales, or trustee's sales, among other terms. When we, as mortgage holder, acquire a property in this manner, we pay for it by extinguishing some or all of the mortgage debt.

Freddie Mac mortgage-related securities — Securities we issue and guarantee, including PCs, REMICs and Other Structured Securities, and Other Guarantee Transactions.

GAAP — Generally accepted accounting principles in the United States of America.

Ginnie Mae — Government National Mortgage Association, which guarantees the timely payment of principal and interest on mortgage-related securities backed by federally insured or guaranteed loans, primarily those insured by FHA or guaranteed by the VA.

GSE Act — The Federal Housing Enterprises Financial Safety and Soundness Act of 1992, as amended by the Reform Act.

GSEs — Government sponsored enterprises — Refers to certain legal entities created by the U.S. government, including Freddie Mac, Fannie Mae, and the FHLBs.

Guarantee fee — The fee that we receive for guaranteeing the payment of principal and interest to mortgage security investors, which consists primarily of a combination of management and guarantee fees paid on a monthly basis, as a percentage of the UPB of the underlying loans, and initial upfront payments, such as delivery fees.

HAMP — Home Affordable Modification Program — Refers to the effort under the MHA Program whereby the U.S. government, Freddie Mac and Fannie Mae commit funds to help eligible homeowners avoid foreclosure and keep their homes through mortgage modifications.

HARP — Home Affordable Refinance Program — Refers to the effort under the MHA Program that seeks to help eligible borrowers with existing loans that are guaranteed by us or Fannie Mae to refinance into loans with more affordable monthly payments and/or fixed-rate terms without obtaining new mortgage insurance in excess of the insurance coverage, if any, that was already in place. Originally, only borrowers who had mortgages sold to Freddie Mac or Fannie Mae with note dates on or before May 31, 2009 with current LTV ratios above 80% (and up to 125%) were eligible to refinance their mortgages under the program. In October 2011, HARP was expanded to allow eligible borrowers who have mortgages with current LTV ratios above 125% to refinance under the program. The relief refinance initiative, under which we also allow borrowers with LTV ratios of 80% and below to participate, is our implementation of HARP for our loans.

HFA — State or local Housing Finance Agency

HFA initiative — An initiative among Treasury, FHFA, Freddie Mac, and Fannie Mae that commenced in 2009. Under the HFA initiative, we and Fannie Mae provide assistance to state and local HFAs so that the HFAs can continue to meet their mission of providing affordable financing for both single-family and multifamily housing. The HFA initiative includes the NIBP and the TCLFP.

HUD — U.S. Department of Housing and Urban Development — HUD has authority over Freddie Mac with respect to fair lending.

Implied volatility — A measurement of how the value of a financial instrument changes due to changes in the market's expectation of potential changes in future interest rates. A decrease in implied volatility generally increases the estimated fair value of our mortgage assets and decreases the estimated fair value of our callable debt and options-based derivatives, while an increase in implied volatility generally has the opposite effect.

Initial margin — The collateral that we post with a derivatives clearinghouse in order to do business with such clearinghouse. The amount of initial margin varies over time.

Interest-only loan — A mortgage loan that allows the borrower to pay only interest (either fixed-rate or adjustable-rate) for a fixed period of time before principal amortization payments are required to begin. After the end of the interest-only period, the borrower can choose to refinance the loan, pay the principal balance in total, or begin paying the monthly scheduled principal due on the loan.

IRS — Internal Revenue Service

K Certificates — Multifamily regularly-issued, structured pass-through securities backed primarily by recently originated multifamily mortgage loans purchased by Freddie Mac. We categorize K Certificates that we guarantee as Other Guarantee Transactions. See "Other Guarantee Transactions" for more information.

LIBOR — London Interbank Offered Rate

LIHTC partnerships — Low-income housing tax credit partnerships — Prior to 2008, we invested as a limited partner in LIHTC partnerships, which are formed for the purpose of providing funding for affordable multifamily rental properties. These LIHTC partnerships invest directly in limited partnerships that own and operate multifamily rental properties that generate federal income tax credits and deductible operating losses.

Liquidation preference — Generally refers to an amount that holders of preferred securities are entitled to receive out of available assets, upon liquidation of a company. The initial liquidation preference of our senior preferred stock was \$1.0 billion. The aggregate liquidation preference of our senior preferred stock includes the initial liquidation preference plus amounts

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funded by Treasury under the Purchase Agreement. In addition, dividends and periodic commitment fees not paid in cash are added to the liquidation preference of the senior preferred stock. We may make payments to reduce the liquidation preference of the senior preferred stock only in limited circumstances.

Liquidity and contingency operating portfolio — Highly liquid non-mortgage assets generally consisting of cash and cash equivalents, federal funds sold and securities purchased under agreements to resell, and non-mortgage-related securities.

LTV ratio — Loan-to-value ratio — The ratio of the unpaid principal amount of a mortgage loan to the value of the property that serves as collateral for the loan, expressed as a percentage. Loans with high LTV ratios generally tend to have a higher risk of default and, if a default occurs, a greater risk that the amount of the gross loss will be high compared to loans with lower LTV ratios. We report LTV ratios based solely on the amount of the loan purchased or guaranteed by us, generally excluding any second-lien mortgages (unless we own or guarantee the second lien).

MD&A — Management's Discussion and Analysis of Financial Condition and Results of Operations

MHA Program — Making Home Affordable Program — Formerly known as the Housing Affordability and Stability Plan, the MHA Program was announced by the Administration in February 2009. The MHA Program is designed to help in the housing recovery, promote liquidity and housing affordability, expand foreclosure prevention efforts and set market standards. The MHA Program includes HARP and HAMP.

Mortgage assets — Refers to both mortgage loans and the mortgage-related securities we hold in our mortgage-related investments portfolio.

Mortgage-related investments portfolio — Our investment portfolio, which consists of mortgage-related securities and single-family and multifamily mortgage loans. The size of our mortgage-related investments portfolio under the Purchase Agreement is determined without giving effect to the January 1, 2010 change in accounting guidance related to transfers of financial assets and consolidation of VIEs. Accordingly, for purposes of the portfolio limit, when PCs and certain Other Guarantee Transactions are purchased into the mortgage-related investments portfolio, this is considered the acquisition of assets rather than the reduction of debt.

Mortgage-to-debt OAS — The net OAS between the mortgage and agency debt sectors. This is an important factor in determining the expected level of net interest yield on a new mortgage asset. Higher mortgage-to-debt OAS means that a newly purchased mortgage asset is expected to provide a greater return relative to the cost of the debt issued to fund the purchase of the asset and, therefore, a higher net interest yield. Mortgage-to-debt OAS tends to be higher when there is weak demand for mortgage assets and lower when there is strong demand for mortgage assets.

Multifamily mortgage — A mortgage loan secured by a property with five or more residential rental units.

Multifamily mortgage portfolio — Consists of multifamily mortgage loans held by us on our consolidated balance sheets as well as our guarantee of non-consolidated Freddie Mac mortgage-related securities, and other guarantee commitments, but excluding those underlying our guarantees of HFA bonds under the HFA initiative.

Multifamily new business activity — Represents loan purchases and issuances of other guarantee commitments and Other Structured Securities by the Multifamily segment. Excludes Other Guarantee Transactions.

Net worth (deficit) — The amount by which our total assets exceed (or are less than) our total liabilities as reflected on our consolidated balance sheets prepared in conformity with GAAP.

Net worth sweep dividend, Net Worth Amount, and Capital Reserve Amount — For each quarter from January 1, 2013 through and including December 31, 2017, the dividend payment on the senior preferred stock will be the amount, if any, by which our Net Worth Amount at the end of the immediately preceding fiscal quarter, less the applicable Capital Reserve Amount, exceeds zero. The term Net Worth Amount is defined as: (a) the total assets of Freddie Mac (excluding Treasury's commitment and any unfunded amounts thereof), less; (b) our total liabilities (excluding any obligation in respect of capital stock), in each case as reflected on our consolidated balance sheets prepared in accordance with GAAP. If the calculation of the dividend payment for a quarter does not exceed zero, then no dividend shall accrue or be payable for that quarter. The applicable Capital Reserve Amount was \$3 billion for 2013, is \$2.4 billion for 2014, and will be reduced by \$600 million each year thereafter until it reaches zero on January 1, 2018. For each quarter beginning January 1, 2018, the dividend payment will be the amount, if any, by which our Net Worth Amount at the end of the immediately preceding fiscal quarter exceeds zero.



New single-family book — Consists of mortgage loans in our single-family credit guarantee portfolio that were originated from 2009 to 2014, excluding HARP and other relief refinance mortgages. We do not include relief refinance mortgages, including HARP loans, in this book as underwriting procedures for relief refinance mortgages are limited, and, in many cases, do not include all of the changes in underwriting standards we have implemented since 2008.

NIBP — New Issue Bond Program is a component of the HFA initiative in which we and Fannie Mae issued partially-guaranteed pass-through securities to Treasury that are backed by bonds issued by various state and local HFAs. The program provides financing for HFAs to issue new housing bonds. Treasury is obligated to absorb any losses under the program up to a certain level before we are exposed to any losses.

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Non-accrual loan — A loan for which we are not accruing interest income. We place mortgage loans on non-accrual status when we believe collectability of principal and interest in full is not reasonably assured, which generally occurs when a loan is three monthly payments past due, unless the loan is well secured and in the process of collection based upon an individual loan assessment.

NPV — Net present value

OAS — Option-adjusted spread — An estimate of the incremental yield spread between a particular financial instrument (e.g., a security, loan or derivative contract) and a benchmark yield curve (e.g., LIBOR or agency or U.S. Treasury securities). This includes consideration of potential variability in the instrument's cash flows resulting from any options embedded in the instrument, such as prepayment options.

Option ARM loan — Mortgage loans that permit a variety of repayment options, including minimum, interest-only, fully amortizing 30-year and fully amortizing 15-year payments. The minimum payment alternative for option ARM loans allows the borrower to make monthly payments that may be less than the interest accrued for the period. The unpaid interest, known as negative amortization, is added to the principal balance of the loan, which increases the outstanding loan balance. For our non-agency mortgage-related securities that are backed by option ARM loans, we categorize securities as option ARM if the securities were identified as such based on information provided to us when we entered into these transactions. We have not identified option ARM securities as either subprime or Alt-A securities.

Original LTV Ratio — A credit measure for mortgage loans, calculated as the UPB of the mortgage we guarantee including the credit-enhanced portion, divided by the lesser of the appraised value of the property at the time of mortgage origination or the mortgage borrower's purchase price. Second liens not owned or guaranteed by us are excluded from the LTV ratio calculation. The existence of a second-lien mortgage reduces the borrower's equity in the home and, therefore, can increase the risk of default and the amount of the gross loss if a default occurs.

OTC — Over-the-counter

Other guarantee commitments — Mortgage-related assets held by third parties for which we provide our guarantee without our securitization of the related assets.

Other Guarantee Transactions — Transactions in which third parties transfer non-Freddie Mac mortgage-related securities to trusts specifically created for the purpose of issuing mortgage-related securities, or certificates. See "K Certificates" for more information. We exclude our securitizations of Ginnie Mae securities and tax-exempt multifamily housing revenue bonds from this classification.

PCs — Participation Certificates — Securities that we issue as part of a securitization transaction. Typically we purchase mortgage loans from parties who sell mortgage loans, place a pool of loans into a PC trust and issue PCs from that trust. The PCs are generally transferred to the seller of the mortgage loans in consideration of the loans or are sold to third-party investors if we purchased the mortgage loans for cash.

PMVS — Portfolio Market Value Sensitivity — One of our primary interest-rate risk measures. PMVS measures are estimates of the amount of average potential pre-tax loss in the market value of our net assets due to parallel (PMVS-L) and non-parallel (PMVS-YC) changes in LIBOR.

Pre-2005 Legacy single-family book — Consists of mortgage loans in our single-family credit guarantee portfolio that were originated in 2004 and prior.

Primary mortgage market — The market where lenders originate mortgage loans and lend funds to borrowers. We do not lend money directly to homeowners and do not participate in this market.

Purchase Agreement / Senior Preferred Stock Purchase Agreement — An agreement the Conservator, acting on our behalf, entered into with Treasury on September 7, 2008, which was subsequently amended and restated on September 26, 2008 and further amended on May 6, 2009, December 24, 2009, and August 17, 2012.

Recorded Investment — The dollar amount of a loan recorded on our consolidated balance sheets, excluding any valuation allowance, such as the allowance for loan losses, but which does reflect direct write-downs of the investment. Recorded investment excludes accrued interest income.

Reform Act — The Federal Housing Finance Regulatory Reform Act of 2008, which, among other things, amended the GSE Act by establishing a single regulator, FHFA, for Freddie Mac, Fannie Mae, and the FHLBs.

Relief refinance mortgage — A single-family mortgage loan delivered to us for purchase or guarantee that meets the criteria of the Freddie Mac Relief Refinance Mortgage<sup>SM</sup> initiative. Part of this initiative is our implementation of

HARP for our loans, and relief refinance options are also available for certain non-HARP loans. Although HARP is targeted at borrowers with current LTV ratios above 80%, our initiative also allows borrowers with LTV ratios of 80% and below to participate.

REMIC — Real Estate Mortgage Investment Conduit — A type of multiclass mortgage-related security that divides the cash flows (principal and interest) of the underlying mortgage-related assets into two or more classes that meet the investment criteria and portfolio needs of different investors.

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REMICs and Other Structured Securities (or in the case of Multifamily securities, Other Structured Securities) — Single- and multiclass securities issued by Freddie Mac that represent beneficial interests in pools of PCs and certain other types of mortgage-related assets. REMICs and Other Structured Securities that are single-class securities pass through the cash flows (principal and interest) on the underlying mortgage-related assets. REMICs and Other Structured Securities that are multiclass securities divide the cash flows of the underlying mortgage-related assets into two or more classes designed to meet the investment criteria and portfolio needs of different investors. Our principal multiclass securities qualify for tax treatment as REMICs. We include our securitizations of Ginnie Mae securities and tax-exempt multifamily housing revenue bonds in this classification.

REO — Real estate owned — Real estate which we have acquired through foreclosure or through a deed in lieu of foreclosure.

S&P — Standard & Poor's

SEC — Securities and Exchange Commission

Secondary mortgage market — A market consisting of institutions engaged in buying and selling mortgages in the form of whole loans (i.e., mortgages that have not been securitized) and mortgage-related securities. We participate in the secondary mortgage market by purchasing mortgage loans and mortgage-related securities for investment and by issuing guaranteed mortgage-related securities, principally PCs.

Senior preferred stock — The shares of Variable Liquidation Preference Senior Preferred Stock issued to Treasury under the Purchase Agreement.

Seriously delinquent — Single-family mortgage loans that are three monthly payments or more past due or in the process of foreclosure as reported to us by our servicers.

Short sale — Typically an alternative to foreclosure consisting of a sale of a mortgaged property in which the homeowner sells the home at market value and the lender accepts proceeds (sometimes together with an additional payment or promissory note from the borrower) that are less than the outstanding mortgage indebtedness in full satisfaction of the loan.

Single-family credit guarantee portfolio — Consists of unsecuritized single-family loans, single-family loans held by consolidated trusts, and single-family loans underlying non-consolidated Other Guarantee Transactions and loans covered by other guarantee commitments. Excludes our REMICs and Other Structured Securities that are backed by Ginnie Mae Certificates and our guarantees under the HFA initiative.

Single-family mortgage — A mortgage loan secured by a property containing four or fewer residential dwelling units.

Spread — The difference between the yields of two debt securities, or the difference between the yield of a debt security and a benchmark yield, such as LIBOR.

STACR — Structured Agency Credit Risk transaction, in which we issue and sell debt securities, the principal balance of which is subject to the performance of a reference pool of single-family mortgage loans owned or guaranteed by Freddie Mac.

Strips — Mortgage pass-through securities created by separating the principal and interest payments on a pool of mortgage loans. A principal-only strip entitles the security holder to principal cash flows, but no interest cash flows, from the underlying mortgages. An interest-only strip entitles the security holder to interest cash flows, but no principal cash flows, from the underlying mortgages.

Subprime — Participants in the mortgage market may characterize single-family loans based upon their overall credit quality at the time of origination, generally considering them to be prime or subprime. Subprime generally refers to the credit risk classification of a loan. There is no universally accepted definition of subprime. The subprime segment of the mortgage market primarily serves borrowers with poorer credit payment histories and such loans typically have a mix of credit characteristics that indicate a higher likelihood of default and higher loss severities than prime loans. Such characteristics might include, among other factors, a combination of high LTV ratios, low credit scores or originations using lower underwriting standards, such as limited or no documentation of a borrower's income. While we have not historically characterized the loans in our single-family credit guarantee portfolio as either prime or subprime, we monitor the amount of loans we have guaranteed with characteristics that indicate a higher degree of credit risk. Notwithstanding our historical characterizations of the single family credit guarantee portfolio, certain security collateral underlying our Other Guarantee Transactions has been identified as subprime based on information

provided to Freddie Mac when the transactions were entered into. We also categorize our investments in non-agency mortgage-related securities as subprime if they were identified as such based on information provided to us when we entered into these transactions.

Swaption — An option contract to enter into an interest-rate swap. In exchange for an option premium, a buyer obtains the right but not the obligation to enter into a specified swap agreement with the issuer on a specified future date.

TBA — To be announced

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TCLFP — Temporary Credit and Liquidity Facility Program is a component of the HFA initiative in which we and Fannie Mae issued credit and liquidity guarantees to holders of variable-rate demand obligations issued by various state and local HFAs. Treasury is obligated to absorb any losses under the program up to a certain level before we are exposed to any losses. The program was scheduled to expire on December 31, 2012. However, Treasury gave participants the option to extend their individual TCLFP facilities to December 31, 2015. Certain participants elected to extend their TCLFP facilities to December 2015.

TDR — Troubled debt restructuring — A restructuring of a debt constitutes a TDR if the creditor for economic or legal reasons related to the debtor's financial difficulties grants a concession to the debtor that it would not otherwise consider.

Total other comprehensive income (loss) (or other comprehensive income (loss)) — Consists of the after-tax changes in: (a) the unrealized gains and losses on available-for-sale securities; (b) the effective portion of derivatives accounted for as cash flow hedge relationships; and (c) defined benefit plans.

Total mortgage portfolio — Includes mortgage loans and mortgage-related securities held on our consolidated balance sheets as well as the balances of our non-consolidated issued and guaranteed single-class and multiclass securities, and other mortgage-related financial guarantees issued to third parties.

Treasury — U.S. Department of the Treasury

UPB — Unpaid principal balance

USDA — U.S. Department of Agriculture

VA — U.S. Department of Veterans Affairs

Variation margin — Payments we make to or receive from a derivatives clearinghouse based on the change in fair value of a derivative instrument. Variation margin is typically transferred within one business day.

VIE — Variable Interest Entity — A VIE is an entity: (a) that has a total equity investment at risk that is not sufficient to finance its activities without additional subordinated financial support provided by another party; or (b) where the group of equity holders does not have: (i) the ability to make significant decisions about the entity's activities; (ii) the obligation to absorb the entity's expected losses; or (iii) the right to receive the entity's expected residual returns.

Warrant — Refers to the warrant we issued to Treasury on September 7, 2008 pursuant to the Purchase Agreement. The warrant provides Treasury the ability to purchase, for a nominal price, shares of our common stock equal to 79.9% of the total number of shares of Freddie Mac common stock outstanding on a fully diluted basis on the date of exercise.

Workout, or loan workout — A workout is either: (a) a home retention action, which is either a loan modification, repayment plan, or forbearance agreement; or (b) a foreclosure alternative, which is either a short sale or a deed in lieu of foreclosure.

XBRL — eXtensible Business Reporting Language

Yield curve — A graphical display of the relationship between yields and maturity dates for bonds of the same credit quality. The slope of the yield curve is an important factor in determining the level of net interest yield on a new mortgage asset, both initially and over time. For example, if a mortgage asset is purchased when the yield curve is inverted (i.e., short-term interest rates higher than long-term interest rates), our net interest yield on the asset will tend to be lower initially and then increase over time. Likewise, if a mortgage asset is purchased when the yield curve is steep (i.e., short-term interest rates lower than long-term interest rates), our net interest yield on the asset will tend to be higher initially and then decrease over time.

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EXHIBIT INDEX

Exhibit No.	Description*
10.1	PC Master Trust Agreement, dated April 3, 2014 (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2014 as filed on May 8, 2014)
12.1	Statement re: computation of ratio of earnings to fixed charges and computation of ratio of earnings to combined fixed charges and preferred stock dividends
31.1	Certification of Chief Executive Officer pursuant to Securities Exchange Act Rule 13a-14(a)
31.2	Certification of Executive Vice President —Chief Financial Officer pursuant to Securities Exchange Act Rule 13a-14(a)
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350
32.2	Certification of Executive Vice President —Chief Financial Officer pursuant to 18 U.S.C. Section 1350
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation
101.LAB	XBRL Taxonomy Extension Labels
101.PRE	XBRL Taxonomy Extension Presentation
101.DEF	XBRL Taxonomy Extension Definition

\* The SEC file numbers for the Registrant's Registration Statement on Form 10, Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K are 000-53330 and 001-34139.