

<http://www.oblible.com>
OFFERING CIRCULAR SUPPLEMENT
(to Offering Circular Dated
September 13, 1995)

**Freddie
Mac**

\$1,200,000,000

Freddie Mac

Zero Coupon Debentures Due 2029

Redeemable periodically at the option of Freddie Mac, commencing January 28, 2000

The Zero Coupon Debentures Due 2029 (the "Debentures") are unsecured general obligations of the Federal Home Loan Mortgage Corporation ("Freddie Mac") offered pursuant to Freddie Mac's Debentures, Medium-Term Notes and Discount Notes Offering Circular dated September 13, 1995 (the "Offering Circular"). The Debentures will have the terms and characteristics set forth in the Offering Circular and in this Offering Circular Supplement. Capitalized terms used herein and not otherwise defined herein have the meanings given them in the Offering Circular.

There will be no periodic payments of interest on the Debentures. The only scheduled payment that will be made to the holder of a Debenture will be made on the Maturity Date or the redemption date, as applicable, in an amount equal to the then principal amount of the Debentures. The Debentures will be issued with substantial "original issue discount." See "Certain Federal Tax Consequences - U.S. Owners - Debt Obligations with Original Issue Discount" in the Offering Circular.

This Offering Circular Supplement should be read in conjunction with the Offering Circular and with Freddie Mac's Information Statement dated March 31, 1998, its Information Statement Supplements dated May 15, 1998, August 14, 1998 and November 3, 1998 and any other supplements to such Information Statement.. See "Availability of Information and Incorporation by Reference" in the Offering Circular.

| | Price to Public (1)(2) | Underwriting Discount (2) | Proceeds to Freddie Mac (1)(3) |
|--------------------------------|-----------------------------------|--------------------------------------|---|
| Per Debenture | 12.693431% | .225% | 12.468431% |
| | \$95,200,732.50 | \$1,687,500 | \$93,513,232.50 |
| Per Debenture | 12.693431% | .275% | 12.418431% |
| | \$57,120,439.50 | \$1,237,500 | \$55,882,939.50 |
| Total | <u>\$152,321,172</u> | <u>\$2,925,000</u> | <u>\$149,396,172</u> |

(1) Plus accretion, if any, in value from January 28, 1999.

(2) See "Plan of Distribution" in this Offering Circular Supplement and in the Offering Circular for additional information concerning price to public and underwriting compensation.

(3) Before deducting expenses payable by Freddie Mac estimated at \$5,000.

It is expected that the Debentures, in book-entry form, will be available for deposit at any Federal Reserve Bank on or about January 28, 1999, against payment therefor in immediately available funds.

THE DEBENTURES ARE NOT SUITABLE INVESTMENTS FOR ALL INVESTORS. IN PARTICULAR, NO INVESTOR SHOULD PURCHASE THE DEBENTURES UNLESS THE INVESTOR UNDERSTANDS AND IS ABLE TO BEAR THE ASSOCIATED REDEMPTION, MARKET, LIQUIDITY AND YIELD RISKS. SEE "CERTAIN INVESTMENT CONSIDERATIONS" IN THIS OFFERING CIRCULAR SUPPLEMENT AND IN THE OFFERING CIRCULAR.

THE DEBENTURES ARE OBLIGATIONS OF FREDDIE MAC ONLY. THE DEBENTURES, INCLUDING ANY INTEREST OR RETURN OF DISCOUNT THEREON, ARE NOT GUARANTEED BY THE UNITED STATES AND DO NOT CONSTITUTE DEBTS OR OBLIGATIONS OF THE UNITED STATES OR ANY AGENCY OR INSTRUMENTALITY OF THE UNITED STATES OTHER THAN FREDDIE MAC. INCOME ON THE DEBENTURES HAS NO EXEMPTION UNDER FEDERAL LAW FROM FEDERAL, STATE OR LOCAL TAXATION. THE DEBENTURES ARE EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT OF 1933 AND ARE "EXEMPTED SECURITIES" WITHIN THE MEANING OF THE SECURITIES EXCHANGE ACT OF 1934.

EVEREN Securities, Inc.

Offering Circular Supplement Dated January 8, 1999

DESCRIPTION OF THE DEBENTURES

| | |
|-----------------------------------|---|
| Principal Amount: | \$1,200,000,000 |
| Issue Date: | January 28, 1999 |
| Maturity Date: | January 28, 2029 |
| Payment of Interest: | None |
| Optional Redemption: | On any January 28 or July 28, commencing January 28, 2000, Freddie Mac may, at its option, upon notice of not less than 10 Business Days, redeem all (but not less than all) of the Debentures at the applicable call price set forth in the Call Price Schedule included under "Redemption" below |
| Payment of Principal: | At maturity, subject to prior redemption as described below |
| Minimum Principal Amounts: | Debentures will be issued and must be maintained and transferred in minimum original principal amounts of \$5,000 and additional increments of \$5,000 |
| CUSIP Number: | 3134A2T24 |

REDEMPTION

The Debentures are subject to redemption by Freddie Mac, at its option, on the dates and at the respective call prices set forth in the following Call Price Schedule. Upon exercise of Freddie Mac's option to redeem the Debentures, each investor will receive the product of the call price for such redemption date and the principal amount of Debentures held by such investor.

Call Price Schedule

| Redemption Date | Call Price |
|------------------------|-------------------|
| 01/28/00 | 13.597520% |
| 07/28/00 | 14.073433% |
| 01/28/01 | 14.566004% |
| 07/28/01 | 15.075814% |
| 01/28/02 | 15.603467% |
| 07/28/02 | 16.149589% |
| 01/28/03 | 16.714824% |
| 07/28/03 | 17.299843% |
| 01/28/04 | 17.905337% |
| 07/28/04 | 18.532024% |
| 01/28/05 | 19.180645% |
| 07/28/05 | 19.851968% |
| 01/28/06 | 20.546787% |
| 07/28/06 | 21.265924% |
| 01/28/07 | 22.010231% |
| 07/28/07 | 22.780590% |
| 01/28/08 | 23.577910% |
| 07/28/08 | 24.403137% |
| 01/28/09 | 25.257247% |
| 07/28/09 | 26.141250% |
| 01/28/10 | 27.056194% |

| Redemption Date | Call Price |
|------------------------|-------------------|
| 07/28/10 | 28.003161% |
| 01/28/11 | 28.983272% |
| 07/28/11 | 29.997686% |
| 01/28/12 | 31.047605% |
| 07/28/12 | 32.134271% |
| 01/28/13 | 33.258971% |
| 07/28/13 | 34.423035% |
| 01/28/14 | 35.627841% |
| 07/28/14 | 36.874815% |
| 01/28/15 | 38.165434% |
| 07/28/15 | 39.501224% |
| 01/28/16 | 40.883767% |
| 07/28/16 | 42.314699% |
| 01/28/17 | 43.795713% |
| 07/28/17 | 45.328563% |
| 01/28/18 | 46.915063% |
| 07/28/18 | 48.557090% |
| 01/28/19 | 50.256588% |
| 07/28/19 | 52.015569% |
| 01/28/20 | 53.836114% |
| 07/28/20 | 55.720378% |

| Redemption Date | Call Price |
|------------------------|-------------------|
| 01/28/21 | 57.670591% |
| 07/28/21 | 59.689062% |
| 01/28/22 | 61.778179% |
| 07/28/22 | 63.940415% |
| 01/28/23 | 66.178330% |
| 07/28/23 | 68.494571% |
| 01/28/24 | 70.891881% |
| 07/28/24 | 73.373097% |
| 01/28/25 | 75.941156% |
| 07/28/25 | 78.599096% |
| 01/28/26 | 81.350064% |
| 07/28/26 | 84.197317% |
| 01/28/27 | 87.144223% |
| 07/28/27 | 90.194271% |
| 01/28/28 | 93.351070% |
| 07/28/28 | 96.618357% |
| 01/28/29 | 100.000000% |

CERTAIN INVESTMENT CONSIDERATIONS

An investment in the Debentures entails certain risks not associated with an investment in conventional fixed-rate debt securities that pay interest periodically. While the Debentures, if held to maturity or redemption, will provide return of their principal, including return of the accreted value to the optional redemption date, their market value could be adversely affected by changes in prevailing interest rates and the optional redemption feature. This effect on the market value could be magnified substantially in a rising interest rate environment in the case of the Debentures due to their long remaining term to maturity. In such an environment, the market value of the Debentures generally will fall, which could result in significant losses to investors whose circumstances do not permit them to hold the Debentures until maturity. It is also unlikely that Freddie Mac would redeem the Debentures in such an interest rate environment, when Freddie Mac's costs of borrowing would be relatively high. On the other hand, in a falling interest rate environment, in which the market value of the Debentures generally would rise, it is likely that Freddie Mac would redeem the Debentures, when its costs of borrowing would be relatively low; under those circumstances, it is likely that the optional redemption provision would restrict the market value that the Debentures otherwise would have. Those factors, combined with the fact that payments on the Debentures will be made only at maturity or upon redemption, and not periodically, also could affect the secondary market for and the liquidity of the Debentures. Investors therefore should have the financial status and, either alone or with a financial advisor, the knowledge and experience in financial and business matters sufficient to evaluate the merits and to bear the risks of investing in the Debentures in light of each investor's particular circumstances and should consider whether their circumstances permit them to hold the Debentures until maturity, or otherwise to bear the risks of illiquidity, redemption and changes in interest rates. See "Certain Investment Considerations - Suitability" and "- Market Liquidity and Yield Considerations" in the Offering Circular.

Prospective investors also should consult their own tax and legal advisors as to the tax consequences of acquiring the Debentures at a substantial discount from their face value and of holding, owning and disposing of the Debentures, and whether and to what extent the Debentures constitute legal investments for such investors. See "Certain Federal Tax Consequences" and "Legal Investment Considerations" in the Offering Circular.

PLAN OF DISTRIBUTION

Subject to the terms and conditions set forth in the Underwriting Agreement between Freddie Mac and EVEREN Securities, Inc. (the "Underwriter"), Freddie Mac has agreed to sell, and the Underwriter has agreed to purchase, all of the Debentures offered hereby, if any are sold and purchased.

Freddie Mac has been advised by the Underwriter that it proposes initially to offer the Debentures to the public at the offering price set forth on the cover page of this Offering Circular Supplement and to certain dealers at such price less a concession not in excess of .175% of the principal amount of the Debentures and that the Underwriter may allow and such dealers may reallocate a concession not in excess of .125% of the principal amount on sales to certain other dealers. After the initial public offering, the public offering price and such concessions may be changed by the Underwriter. See "Plan of Distribution" in the Offering Circular.

In connection with this offering, the Underwriter may engage in certain transactions that stabilize, maintain or otherwise affect the market price of the Debentures. Such transactions may include bids or purchases for the purpose of pegging, fixing or maintaining the market price of the Debentures and the purchase of Debentures to cover short positions.

The Underwriter may create a short position in the Debentures in connection with the offering by selling Debentures with a principal amount greater than that set forth on the cover of this Offering Circular Supplement, and may reduce that short position by purchasing Debentures in the open market. In general, purchases of a security for the purpose of stabilization or to reduce a short position could cause the price of the security to be higher than it might be in the absence of such purchases.

Neither Freddie Mac nor the Underwriter makes any representation or prediction as to the direction or magnitude of any effect that the transactions described above may have on the price of the Debentures. In addition, neither Freddie Mac nor the Underwriter makes any representation that the Underwriter will engage in such transactions or that such transactions, if commenced, will be continued.

CERTAIN FEDERAL TAX CONSEQUENCES

The Taxpayer Relief Act of 1997 revises the definition of "U.S. Person" (as defined in the Offering Circular under "Certain Federal Tax Consequences") to mean a citizen or resident of the United States, a corporation, partnership or other entity created or organized in or under the laws of the United States or any State (other than a partnership that is not treated as a U.S. Person under any applicable Treasury regulations), or an estate whose income is subject to United States federal income tax regardless of its source, or a trust if a court within the United States is able to exercise primary supervision over the administration of the trust and one or more U.S. Persons have the authority to control all substantial decisions of the trust. Notwithstanding the preceding sentence, to the extent provided in Treasury regulations, certain trusts in existence on August 20, 1996, and treated as U.S. Persons prior to such date, that elect to continue to be treated as U.S. Persons, also will be U.S. Persons.

CAPITALIZATION

Freddie Mac's capitalization as of September 30, 1998 is set forth in a capitalization table in Freddie Mac's Information Statement Supplement dated November 3, 1998 to its Information Statement dated March 31, 1998. See "Capitalization" in the Offering Circular.