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Part III

Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

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1	Briefly describe the organization's mission			
TO BRIDGE THE FINANCIAL NEEDS OF THE RURAL ELECTRIC NETWORK WITH THE EXPECTATIONS OF THE GLOBAL CAPITAL MARKETS, ONE COOPERATIVE AT A TIME NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORPORATION ("CFC") IS A MEMBER-OWNED COOPERATIVE ASSOCIATION INCORPORATED UNDER THE LAWS OF THE DISTRICT OF COLUMBIA IN APRIL 1969 CFC'S PRINCIPAL PURPOSE IS TO PROVIDE ITS MEMBERS WITH FINANCING TO SUPPLEMENT THE LOAN PROGRAMS OF THE RURAL UTILITIES SERVICE ("RUS") OF THE UNITED STATES DEPARTMENT OF AGRICULTURE CFC MAKES LOANS PRIMARILY TO ITS RURAL ELECTRIC MEMBERS SO THEY CAN ACQUIRE, CONSTRUCT AND OPERATE ELECTRIC DISTRIBUTION, GENERATION, TRANSMISSION AND RELATED FACILITIES CFC ALSO PROVIDES ITS MEMBERS WITH CREDIT ENHANCEMENTS IN THE FORM OF LETTERS OF CREDIT AND GUARANTEES OF DEBT OBLIGATIONS				
2	Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No			
If "Yes," describe these new services on Schedule O				
3	Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No			
If "Yes," describe these changes on Schedule O				
4	Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported			
4a	(Code)	(Expenses \$ 924,489,005	including grants of \$)	(Revenue \$ 1,240,074,454)
INTEREST EXPENSE - CFC PROVIDES LOANS TO ITS MEMBERS, RURAL ELECTRIC COOPERATIVES AND THEIR RELATED ORGANIZATIONS CFC RAISES FUNDS IN THE CAPITAL MARKETS AND PAYS A RATE OF RETURN COMMENSURATE WITH CURRENT ECONOMIC CONDITIONS FOR THE USE OF THOSE FUNDS THESE BORROWED FUNDS PERMIT CFC TO MEET THE BORROWING NEEDS OF ITS MEMBERS SO THEY CAN CONTINUE TO PROVIDE ELECTRIC AND POWER SERVICE TO THE CONSUMERS AND BUSINESSES IN THE RURAL TERRITORIES SERVICED BY THOSE MEMBERS/BORROWERS CFC OPERATES IN SUCH MANNER TO ACHIEVE THE LOWEST COST OF FUNDING AVAILABLE TO IT AND PASSES THE COSTS AND RESULTING SAVINGS ALONG TO ITS BORROWERS				
4b	(Code)	(Expenses \$ 10,636,230	including grants of \$)	(Revenue \$)
LOSS ON EARLY EXTINGUISHMENT OF DEBT - WE REDEEM OUTSTANDING DEBT EARLY FROM TIME TO TIME TO MANAGE LIQUIDITY AND INTEREST RATE RISK WHEN WE REDEEM OUTSTANDING DEBT EARLY, WE MAY RECOGNIZE A GAIN OR LOSS RELATED TO THE DIFFERENCE BETWEEN THE AMOUNT PAID TO REDEEM THE DEBT AND THE NET BOOK VALUE OF THE EXTINGUISHED DEBT AS A COMPONENT OF NON-INTEREST EXPENSE IN THE GAIN (LOSS) ON EARLY EXTINGUISHMENT OF DEBT LINE ITEM ON MARCH 1, 2013, WE REDEEMED \$300 MILLION OF OUR \$900 MILLION, 5 50 PERCENT, COLLATERAL TRUST BONDS DUE JULY 1, 2013 AT A PREMIUM THE PREMIUM AND UNAMORTIZED ISSUANCE COSTS TOTALING \$5 2 MILLION WERE RECORDED AS A LOSS ON EXTINGUISHMENT OF DEBT DURING THE FOURTH QUARTER OF THE YEAR ENDED MAY 31, 2013 ON MAY 24, 2013, WE REDEEMED ALL OF OUR \$88 MILLION OF SERIES NRC 6 10 PERCENT SUBORDINATED DEFERRABLE DEBT DUE 2044 AND ALL OF OUR \$98 MILLION OF SERIES NRU 5 95 PERCENT SUBORDINATED DEFERRABLE DEBT DUE 2045 AT PAR WE RECORDED A \$5 4 MILLION LOSS ON THE EXTINGUISHMENT OF DEBT DURING THE FOURTH QUARTER OF FISCAL YEAR 2013 FOR THE UNAMORTIZED ISSUANCE COSTS				
4c	(Code)	(Expenses \$ 1,290,000	including grants of \$ 1,290,000)	(Revenue \$)
GRANTS - AS A COOPERATIVE FORMED UNDER THE LAWS OF THE DISTRICT OF COLUMBIA, CFC IS REQUIRED TO ALLOCATE A MINIMUM OF 1/4 OF 1% OF ITS NET EARNINGS TO AN EDUCATIONAL FUND COOPERATIVES ARE REQUIRED BY THIS ACT TO MAKE GRANTS IN SUPPORT OF EDUCATING THE PUBLIC ABOUT COOPERATIVE PRINCIPLES THE EDUCATIONAL FUND GRANTS MADE BY CFC ARE MAINLY TO STATEWIDE MEMBERSHIP ORGANIZATIONS THAT USE THESE GRANTS TO EDUCATE CUSTOMERS AND CITIZENS ABOUT COOPERATIVE PRINCIPLES ADDITIONALLY, CFC MANAGES A VOLUNTARY FUND ESTABLISHED FOR THE PURPOSE OF ASSISTING COOPERATIVES IN DEFENDING THEIR COOPERATIVE TERRITORIES AND PROTECTING COOPERATIVE PRINCIPLES				
	(Code)	(Expenses \$ 3,678,320	including grants of \$)	(Revenue \$)
LOSS ON WHOLE LOAN SALE - CFC ACCOUNTS FOR THE SALE OF LOANS IN SECURITIZATION TRANSACTIONS BY DERECOGNIZING FINANCIAL ASSETS WHEN CONTROL HAS BEEN SURRENDERED DEFERRED TRANSACTION COSTS AND UNAMORTIZED DEFERRED LOAN ORIGINATION COSTS RELATED TO THE LOANS SOLD ARE INCLUDED IN THE CALCULATION OF THE GAIN OR LOSS ON THE SALE RESULTS OF FORECLOSED ASSETS - AS PART OF OUR NORMAL OPERATING ACTIVITIES AS A LENDER, WE MAY BE REQUIRED TO FORECLOSE ON ASSETS OR BUSINESS OPERATIONS OF BORROWERS WHO DEFAULT ON THEIR LOANS DUE TO US OUR OBJECTIVE IS TO REHABILITATE THE FORECLOSED ASSETS OR BUSINESS OPERATIONS IN ORDER SELL THEM AT A PRICE THAT MAXIMIZES OUR RECOVERY ON THOSE DEFAULTED LOANS THE INVESTMENT IN FORECLOSED ASSETS OR BUSINESS OPERATIONS DOES NOT REPRESENT A NEW OR SEPARATE LINE OF BUSINESS FOR CFC THE RESULTS OF OPERATIONS OF FORECLOSED ASSETS REPRESENTS THE COMBINED OPERATING INCOME FROM CFC'S WHOLLY OWNED SUBSIDIARY CARIBBEAN ASSET HOLDINGS ("CAH") AND THE OPERATING LOSS FROM DENTON REALTY PARTNERS LP, RESPECTIVELY FOR THE YEAR ENDED MAY 31, 2013 DURING FISCAL YEAR 2013, THE OPERATING COMPANIES OF CFC'S WHOLLY OWNED SUBSIDIARY CAH, EARNED \$598,000 IN INCOME FROM OPERATIONS WHICH ARE COMPRISED OF TELECOMMUNICATIONS AND CABLE TELEVISION SERVICES IN THE U S VIRGIN ISLANDS, BRITISH VIRGIN ISLANDS AND ST MAARTEN DENTON REALTY PARTNERS ("DRP") HOLDS ASSETS INCLUDING A LAND DEVELOPMENT LOAN, LIMITED PARTNERSHIP INTERESTS IN CERTAIN REAL ESTATE DEVELOPMENTS AND DEVELOPED LOTS AND LAND, RAW LAND AND UNDERGROUND MINERAL RIGHTS IN TEXAS THESE FORECLOSED ASSETS ARE HELD BY TWO WHOLLY OWNED SUBSIDIARIES OF CFC DURING THE YEAR, DRP EXPERIENCED LOSS FROM OPERATIONS OF \$1,495,000				
4d	Other program services (Describe in Schedule O)			
	(Expenses \$ 3,678,320	including grants of \$)	(Revenue \$)	
4e	Total program service expenses ▶ 940,093,555			

Part IV

Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	1	No
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	2	No
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3	No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	4	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5	No
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I 	6	No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II 	7	No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III 	8	No
9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV 	9	No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V 	10	No
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI 	11a	Yes
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII 	11b	No
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII 	11c	No
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX 	11d	No
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X 	11e	Yes
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X 	11f	No
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII 	12a	No
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional 	12b	Yes
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	No
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	Yes
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV 	14b	Yes
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV 	15	No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV 	16	No
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)	17	No
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18	No
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19	No
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a	No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	Yes	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22		No
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c	Yes	
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33	Yes	
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	Yes	
b	If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b	Yes	
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V

Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

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		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	83	
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	0	
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		1c	Yes
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.	242	
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).		2b	Yes
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?		3a	No
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.		3b	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		4a	Yes
b If "Yes," enter the name of the foreign country: VI See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		5a	No
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5b	No
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		5c	
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		6a	No
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		6b	
7 Organizations that may receive deductible contributions under section 170(c).			
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		7a	No
b If "Yes," did the organization notify the donor of the value of the goods or services provided?		7b	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		7c	No
d If "Yes," indicate the number of Forms 8282 filed during the year.		7d	
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		7e	No
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		7f	No
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		7g	
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		7h	
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		8	
9 Sponsoring organizations maintaining donor advised funds.			
a Did the organization make any taxable distributions under section 4966?		9a	
b Did the organization make a distribution to a donor, donor advisor, or related person?		9b	
10 Section 501(c)(7) organizations. Enter			
a Initiation fees and capital contributions included on Part VIII, line 12.		10a	
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.		10b	
11 Section 501(c)(12) organizations. Enter			
a Gross income from members or shareholders.		11a	
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).		11b	
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		12a	
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year.		12b	
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.		13a	
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.		13b	
c Enter the amount of reserves on hand.		13c	
14a Did the organization receive any payments for indoor tanning services during the tax year?		14a	No
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.		14b	

Part VI

Governance, Management, and Disclosure

For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	23	
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O			
1b	Enter the number of voting members included in line 1a, above, who are independent	23	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	No
6	Did the organization have members or stockholders?	6	Yes
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	Yes
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8a	The governing body?	8a	Yes
8b	Each committee with authority to act on behalf of the governing body?	8b	Yes
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	No

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a	No
10b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes
11b	Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes
12b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes
12c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	Yes
13	Did the organization have a written whistleblower policy?	13	Yes
14	Did the organization have a written document retention and destruction policy?	14	Yes
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
15a	The organization's CEO, Executive Director, or top management official	15a	Yes
15b	Other officers or key employees of the organization	15b	No
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	Yes
16b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b	Yes

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed	AZ , GA
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. ☐ Own website ☐ Another's website ☒ Upon request ☐ Other (explain in Schedule O)	
19	Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year	
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization	ROBERT GEIER 20701 COOPERATIVE WAY DULLES, VA (703) 467-1800

Check if Schedule O contains a response to any question in this Part VII ☐

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

• List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

• List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."

• List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations

• List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

• List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

[illegible]

Part VII

1b	Sub-Total			
c	Total from continuation sheets to Part VII, Section A			
d	Total (add lines 1b and 1c)	9,316,079	0	1,761,974

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization▶125

		Yes	No
3	Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	3	No
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	4	Yes
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	5	No

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
SAPIENT CORPORATION PO BOX 414715 BOSTON MA 022414715	IT CONSULTANTS	2,466,334
FULBRIGHT & JAWORSKI LLP 2200 ROSS AVENUE ST 2800 DALLAS TX 752012784	LAWYER	1,676,193
HOGAN LOVELLS US LLP 555 THIRTEENTH STREET NW WASHINGTON DC 200041109	LAWYER	1,513,205
DELOITTE & TOUCHE LLP PO BOX 7247-6446 PHILADELPHIA PA 191706446	AUDITOR	1,242,900
THE WHITING TURNER CONTRACTING 14900 CONFERENCE CENTER DR STE 55 CHANTILLY VA 20151	BUILDING CONTRACTOR	931,001

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ►14

Part VIII

Statement of Revenue

Check if Schedule O contains a response to any question in this Part VIII

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d				
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f				
	g	Noncash contributions included in lines 1a-1f \$					
	h	Total. Add lines 1a-1f					
Program Service Revenue	2a	INTEREST FROM PSA	Business Code 522200	933,455,231	933,455,231		
	b	DERIVATIVE CASH SETTLEMENTS	522200	186,772,432	186,772,432		
	c	RECOVERY FOR LOAN LOSSES	522200	70,090,686	70,090,686		
	d	OTHER INCOME-LOAN FEES	522200	39,603,159	39,603,159		
	e	RECOVERY OF GUARANTEE LIABILITY	522200	4,772,000	4,772,000		
	f	All other program service revenue		252,946	252,946		
	g	Total. Add lines 2a-2f		1,234,946,454			
	Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)	6,324,875			6,324,875
4		Income from investment of tax-exempt bond proceeds					
5		Royalties					
6a		Gross rents	(i) Real	(ii) Personal			
		b	Less rental expenses				
		c	Rental income or (loss)				
		d	Net rental income or (loss)				
7a		Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
		b	Less cost or other basis and sales expenses		115,053		
		c	Gain or (loss)		67,736		
		d	Net gain or (loss)		47,317		47,317
8a		Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a				
b		Less direct expenses	b				
c		Net income or (loss) from fundraising events					
9a		Gross income from gaming activities See Part IV, line 19	a				
b		Less direct expenses	b				
c		Net income or (loss) from gaming activities					
10a		Gross sales of inventory, less returns and allowances	a				
b		Less cost of goods sold	b				
c		Net income or (loss) from sales of inventory					
Miscellaneous Revenue		Business Code					
11a	MANAGEMENT FEES	522200	5,128,000	5,128,000			
b							
c							
d	All other revenue						
e	Total. Add lines 11a-11d		5,128,000				
12	Total revenue. See Instructions		1,246,446,646	1,240,074,454	0	6,372,192	

Part IX

Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response to any question in this Part IX

☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States. See Part IV, line 21.	1,290,000	1,290,000		
2	Grants and other assistance to individuals in the United States. See Part IV, line 22.				
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.				
4	Benefits paid to or for members.				
5	Compensation of current officers, directors, trustees, and key employees.	9,081,906		9,081,906	
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).				
7	Other salaries and wages.	24,795,770		24,795,770	
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	17,624,542		17,624,542	
9	Other employee benefits.	2,289,053		2,289,053	
10	Payroll taxes.	1,802,687		1,802,687	
11	Fees for services (non-employees):				
a	Management.				
b	Legal.	2,646,399		2,646,399	
c	Accounting.	1,230,137		1,230,137	
d	Lobbying.				
e	Professional fundraising services. See Part IV, line 17.				
f	Investment management fees.				
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	1,603,788		1,603,788	
12	Advertising and promotion.	552,185		552,185	
13	Office expenses.	1,884,241		1,884,241	
14	Information technology.	3,250,900		3,250,900	
15	Royalties.				
16	Occupancy.	2,188,961		2,188,961	
17	Travel.	2,537,791		2,537,791	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19	Conferences, conventions, and meetings.	1,961,542		1,961,542	
20	Interest.	924,489,005	924,489,005		
21	Payments to affiliates.				
22	Depreciation, depletion, and amortization.	5,380,820		5,380,820	
23	Insurance.	588,025		588,025	
24	Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O).				
a	LOSS ON EARLY EXTINGUIS	10,636,230	10,636,230		
b	BANK FEES	2,578,178	2,578,178		
c	FORECLOSED ASSETS	897,192	897,192		
d	WHOLE LOAN SALE	202,950	202,950		
e	All other expenses	8,159,047		8,159,047	
25	Total functional expenses. Add lines 1 through 24e.	1,027,671,349	940,093,555	87,577,794	0
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ☐ if following SOP 98-2 (ASC 958-720).				

Part X

Balance Sheet

Check if Schedule O contains a response to any question in this Part X ☐

				(A) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing		33,610,197	1	32,199,515
	2	Savings and temporary cash investments		152,766,733	2	139,435,477
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		184,965,093	4	174,789,132
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L			5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L			6	
	7	Notes and loans receivable, net		18,739,092,967	7	20,216,670,396
	8	Inventories for sale or use			8	
	9	Prepaid expenses and deferred charges		5,157,001	9	5,324,416
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a124,007,774			
	b	Less: accumulated depreciation	10b19,500,215	102,770,437	10c	104,507,559
	11	Investments—publicly traded securities			11	
	12	Investments—other securities. See Part IV, line 11		59,045,008	12	731,632,425
	13	Investments—program-related. See Part IV, line 11		223,476,219	13	261,472,115
	14	Intangible assets			14	
	15	Other assets. See Part IV, line 11		388,974,339	15	349,130,412
	16	Total assets. Add lines 1 through 15 (must equal line 34)		19,889,857,994	16	22,015,161,447
Liabilities	17	Accounts payable and accrued expenses		3,423,217,407	17	4,216,006,876
	18	Grants payable			18	
	19	Deferred revenue		26,131,431	19	25,717,236
	20	Tax-exempt bond liabilities			20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D			21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L			22	
	23	Secured mortgages and notes payable to unrelated third parties		8,027,405,108	23	7,562,218,876
	24	Unsecured notes and loans payable to unrelated third parties		7,261,695,854	24	8,916,952,110
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		662,109,370	25	488,659,043
	26	Total liabilities. Add lines 17 through 25		19,400,559,170	26	21,209,554,141
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here ☐ and complete lines 27 through 29, and lines 33 and 34.					
	27	Unrestricted net assets			27	
	28	Temporarily restricted net assets			28	
	29	Permanently restricted net assets			29	
	Organizations that do not follow SFAS 117 (ASC 958), check here ☒ and complete lines 30 through 34.					
	30	Capital stock or trust principal, or current funds		995,400	30	973,000
	31	Paid-in or capital surplus, or land, building or equipment fund		0	31	0
	32	Retained earnings, endowment, accumulated income, or other funds		488,303,424	32	804,634,306
	33	Total net assets or fund balances		489,298,824	33	805,607,306
	34	Total liabilities and net assets/fund balances		19,889,857,994	34	22,015,161,447

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	1,246,446,646
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,027,671,349
3	Revenue less expenses Subtract line 2 from line 1	3	218,775,297
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	489,298,824
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	97,533,185
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	805,607,306

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis	2a	No
2b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both ☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separate basis	2b	Yes
2c	If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	Yes
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a	No
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b	

Additional Data

Software ID:

Software Version:

EIN: 52-0891669

Name: NATIONAL RURAL UTILITIES COOPERATIVE
FINANCE CORPORATION

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
CHRISTOPHER L HAMON DIRECTOR	29 00	X						42,450	0	0
CURTIS NOLAN DIRECTOR	16 00	X						36,150	0	0
DELBERT MARVIN CRANFORD DIRECTOR	27 00	X						151,344	0	0
DWIGHT ROSSOW DIRECTOR	20 00	X						37,950	0	0
FRED BROG DIRECTOR	30 00	X						45,000	0	0
FREDERICK C ANDERSON DIRECTOR	20 00	X						42,600	0	0
GLENN W MILLER DIRECTOR	20 00	X						43,800	0	0
J DAVID WASSON JR DIRECTOR	3 00	X						10,300	0	0
JIM L DOERSTLER DIRECTOR	23 00	X						42,600	0	0
JIMMY EWING JR DIRECTOR	21 00	X						42,750	0	0
KIRK A THOMPSON DIRECTOR	19 00	X						50,850	0	0
LYLE KORVER DIRECTOR	18 00	X						42,750	0	0
MICHAEL J GUIDRY DIRECTOR	17 00	X						23,100	0	0
MIKE CAMPBELL DIRECTOR	20 00	X						31,950	0	0
R GRANT CLAWSON DIRECTOR	31 00	X						46,200	0	0
R WAYNE STRATTON DIRECTOR	13 00	X						43,200	0	0
RANDY D RENTH DIRECTOR	19 00	X						42,750	0	0
RAPHAEL BRUMBELOE DIRECTOR	18 00	X						41,850	0	0
SCOTT W HANDY DIRECTOR	21 00	X						41,400	0	0
WALTER K CROOK DIRECTOR	25 00	X						41,100	0	0
WILLIAM A KOPACZ DIRECTOR	27 00	X						42,600	0	0
BURNS E MERCER PRESIDENT-DIRECTOR	16 00	X		X				46,800	0	0
JOEL CUNNINGHAM VICE PRESIDENT-DIRECTOR	28 00	X		X				44,600	0	0
RAY BEAVERS SECRETARY/TREASURER-DIRECTOR	15 00	X		X				42,450	0	0
SHELDON C PETERSEN GOVERNOR AND CEO	60 00 5 00			X				1,495,903	0	126,295

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
RICHARD E LAROCHELLE SVP, CORPORATE RELATIONS	60 00 0 00			X				762,273	0	120,330
JOHN T EVANS EVP & COO	53 00 5 00			X				661,223	0	77,230
JOHN J LIST SVP, MEMBER SERVICES & GENERAL COUNSEL	58 50 1 50			X				543,384	0	99,591
STEVEN L LILLY SVP & CFO	30 00 30 00			X				577,689	0	75,732
LAWRENCE ZAWALICK SVP, AFFLIATE ORGANIZATION GROUP	55 00 3 00			X				718,115	0	107,172
JONATHON ANDREW DON SVP, TREASURER	60 00 1 00			X				406,873	0	136,217
JOHN M BORAK SVP, CREDIT RISK MANAGEMENT	60 00 4 00			X				320,353	0	98,935
JOHN F SUTER VP, CAPITAL MARKET FUNDING	50 00 1 00				X			256,378	0	117,280
STEVEN M KETTLER VP, PORTFOLIO MANAGEMENT	70 00 0 00				X			256,671	0	88,441
LAWRENCE SAUNDERS VP, PORTFOLIO MANAGEMENT	50 00 0 00				X			361,320	0	15,119
AMY S LUONGO VP, PORTFOLIO MANAGEMENT	50 00 0 00				X			192,150	0	29,731
JOEL ALLEN VP, PORTFOLIO MANAGEMENT	45 00 0 00				X			254,826	0	106,131
KRISHNA MURTHY VP, ELECTRIC AND ENERGY	45 00 0 00					X		273,622	0	162,561
ROBERTA B ARONSON VP, DEPUTY GENERAL COUNSEL	50 00 0 00					X		339,651	0	116,549
MICHAEL H CARR VP AND CIO	50 00 0 00					X		295,091	0	80,745
ROBERT E GEIER JR VP AND CONTROLLER	50 00 5 00					X		262,792	0	115,322
ALLYN J AMATO ASSISTANT GENERAL COUNSEL	48 00 2 00					X		261,221	0	88,593

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
NATIONAL RURAL UTILITIES COOPERATIVE
FINANCE CORPORATION

Employer identification number

52-0891669

Part I

Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year	
2	Aggregate contributions to (during year)	
3	Aggregate grants from (during year)	
4	Aggregate value at end of year	
5	Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes☐ No	
6	Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes☐ No	

Part II

Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1

Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e g , recreation or education)☐ Preservation of an historically important land area☐ Protection of natural habitat☐ Preservation of a certified historic structure☐ Preservation of open space

2

Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Year
a	Total number of conservation easements
b	Total acreage restricted by conservation easements
c	Number of conservation easements on a certified historic structure included in (a)
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register

3

Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶_____

4

Number of states where property subject to conservation easement is located ▶_____

5

Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

☐ Yes☐ No

6

Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶_____

7

Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶\$ _____

8

Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

☐ Yes☐ No

9

In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a

If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b

If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1

▶\$ _____

(ii) Assets included in Form 990, Part X

▶\$ _____

2

If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a

Revenues included in Form 990, Part VIII, line 1

▶\$ _____

b

Assets included in Form 990, Part X

▶\$ _____

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Cat No 52283D

Schedule D (Form 990) 2012

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets *(continued)*

3

Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

a

☐ Public exhibition

b

☐ Scholarly research

c

☐ Preservation for future generations

d

☐ Loan or exchange programs

e

☐ Other

4

Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII

5

During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes

☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a

Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIII and complete the following table

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	Amount
1c	
1d	
1e	
1f	

2a

Did the organization include an amount on Form 990, Part X, line 21?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

☐

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a)Current year	(b)Prior year	b (c)Two years back	(d)Three years back	(e)Four years back
1a	Beginning of year balance				
b	Contributions				
c	Net investment earnings, gains, and losses				
d	Grants or scholarships				
e	Other expenditures for facilities and programs				
f	Administrative expenses				
g	End of year balance				

2

Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a

Board designated or quasi-endowment

b

Permanent endowment

c

Temporarily restricted endowment

The percentages in lines 2a, 2b, and 2c should equal 100%

3a

Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i)

unrelated organizations

(ii)

related organizations

b

If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

	Yes	No
3a(i)		
3a(ii)		
3b		

4

Describe in Part XIII the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b)Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land	14,031,828	24,646,052		38,677,880
b Buildings		53,257,542	4,115,709	49,141,833
c Leasehold improvements		143,880	101,915	41,965
d Equipment				
e Other		31,928,472	15,282,591	16,645,881
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				104,507,559

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements		1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12			
a	Net unrealized gains on investments	2a		
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII)	4b		
c	Add lines 4a and 4b		4c	
5	Total revenue Add lines 3 and 4c . (This must equal Form 990, Part I, line 12)		5	

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements		1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1 :			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII)	4b		
c	Add lines 4a and 4b		4c	
5	Total expenses Add lines 3 and 4c . (This must equal Form 990, Part I, line 18)		5	

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

Identifier	Return Reference	Explanation
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SCHEDULE F
(Form 990)

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

► Complete if the organization answered "Yes" to Form 990,
Part IV, line 14b, 15, or 16.
► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization
NATIONAL RURAL UTILITIES COOPERATIVE
FINANCE CORPORATION

Employer identification number
52-0891669

Part I

General Information on Activities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

- 1 For grantmakers. Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☐ Yes ☐ No
- 2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of grant funds outside the United States.
- 3 Activites per Region (The following Part I, line 3 table can be duplicated if additional space is needed)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e g , fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
CENTRAL AMERICA AND THE CARIBBEAN -	1	5	INVESTMENTS		248,049,210
3a Sub-total	1	5			248,049,210
b Total from continuation sheets to Part I	0	0			0
c Totals (add lines 3a and 3b)	1	5			248,049,210

Part II

Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)

- 2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter ▶
- 3 Enter total number of other organizations or entities ▶

Part IV Foreign Forms

- 1

Was the organization a U S transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)*

☐ Yes

☒ No
- 2

Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)*

☐ Yes

☒ No
- 3

Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons with Respect to Certain Foreign Corporations. (see Instructions for Form 5471)*

☒ Yes

☐ No
- 4

Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)*

☐ Yes

☒ No
- 5

Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons with Respect to Certain Foreign Partnerships. (see Instructions for Form 8865)*

☐ Yes

☒ No
- 6

Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713).*

☐ Yes

☒ No

Supplemental Information
Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

Schedule F (Form 990) 2012

Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations,
Governments and Individuals in the United States

Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization
NATIONAL RURAL UTILITIES COOPERATIVE
FINANCE CORPORATION

Employer identification number
52-0891669

Part I

General Information on Grants and Assistance

1

Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

☒ Yes ☐ No

2

Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II

Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
See Additional Data Table							

2

Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

0

3

Enter total number of other organizations listed in the line 1 table

50

Part III

Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a)Type of grant or assistance	(b)Number of recipients	(c)Amount of cash grant	(d)Amount of non-cash assistance	(e)Method of valuation (book, FMV, appraisal, other)	(f)Description of non-cash assistance

Part IV

Supplemental Information.

Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information

Identifier	Return Reference	Explanation
PROCEDURE FOR MONITORING GRANTS IN THE U S	PART I, LINE 2	SCHEDULE I, PART I, LINE 2 INTEGRITY FUND IN ORDER TO BE APPROVED FOR A GRANT FROM THE INTEGRITY FUND, A RURAL ELECTRIC SYSTEM MUST ESTABLISH THAT A SIGNIFICANT PORTION OF ITS SERVICE TERRITORY, OR PRESENT OR ANTICIPATED CONSUMERS, OR ITS FACILITIES FACE A THREAT OF ACQUISITION BY A COMPETING UTILITY, OR THE SYSTEM FACES A THREAT TO ITS RIGHT A RURAL ELECTRIC SYSTEM MUST SUBMIT COPIES OF PAID INVOICES SUPPORTING THE REQUESTED AMOUNT FOR EACH DISBURSEMENT FROM THE GRANT IN ADDITION, A COVER LETTER MUST ACCOMPANY EACH REQUEST, SAYING THAT MANAGEMENT HAS REVIEWED THE DISBURSEMENT REQUEST AND STATING THAT (1) TRUE AND CORRECT COPIES OF PAID INVOICES SUPPORTING THE AMOUNT OF THIS REQUEST ARE BEING SUBMITTED, (2) SUCH COSTS HAVE BEEN INCURRED AND PAID BY THE RURAL ELECTRIC COOPERATIVE IN CONNECTION WITH THE PURPOSE FOR WHICH THE INTEGRITY FUND GRANT WAS APPROVED, AND (3) THE EXPENSES ARE REIMBURSABLE UNDER THE TERMS AND CONDITIONS OF THE INTEGRITY FUND EDUCATION FUND EACH STATEWIDE ASSOCIATION SUBMITS AN APPLICATION FORM DESCRIBING THE PROGRAM FOR WHICH THE GRANT WILL BE USED EARLIER IN THE YEAR, THEY SUBMIT A MEMBERSHIP LIST OF THE ASSOCIATION VERIFIED BY THE GENERAL MANAGER CFC USES THAT LIST AS WELL AS ITS OWN MEMBERSHIP LIST TO CALCULATE HOW MUCH EACH ASSOCIATION IS ALLOTTED DURING THE FISCAL YEAR OUR FORMULA IS BASED UPON THE NUMBER OF SYSTEMS WITHIN AN ASSOCIATION, THE TOTAL NUMBER OF CO-OPS WHICH ARE MEMBERS OF CFC AND OF THE ASSOCIATION, AND THE NUMBER OF CO-OPS THAT ARE 100% CFC BORROWERS THE SENIOR VICE PRESIDENT OF CFC'S CORPORATE RELATIONS GROUP APPROVES THE APPLICATIONS MADE BY THE ASSOCIATIONS THE CHECKS ARE DISBURSED PUBLICLY BEFORE THE ASSOCIATION'S BOARD OF DIRECTORS OR AT THE ASSOCIATION'S ANNUAL MEETINGS TO PROVIDE ENERGY SERVICES TO CONSUMERS

Software ID:

Software Version:

EIN: 52-0891669

Name: NATIONAL RURAL UTILITIES COOPERATIVE
FINANCE CORPORATION

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ALASKA POWER ASSOCIATION703 WEST TUDOR ROAD SUITE 200 ANCHORAGE, AK 995036650	92-0069880	501 (C)(6)	12,000			EDUCATION FUND GRANT	ALASKA POWER ASSN MEMBER PARTICIPATION IN YOUTH LEADERSHIP PROGRAMS
ALABAMA RURAL ELECTRIC ASSOCIATION OF COOPERATIVESPO BOX 244014 MONTGOMERY, AL 361244014	63-0264081	501 (C)(6)	14,400			EDUCATION FUND GRANT	FOR THE 2013 AREA SUMMER CONFERENCE

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ARKANSAS ELECTRIC COOPERATIVES INCPO BOX 194208 LITTLE ROCK,AR 72219	71-0219756	501 (C)(12)	12,400			EDUCATION FUND GRANT	ORIENTATION TO COOPERATIVE PRINCIPLES AND LEADERSHIP
GRAND CANYON STATE ELECTRIC COOPERATIVE ASSOCIATION120 NORTH 44TH STREET PHOENIX,AZ 85034	86-6056759	501 (C)(6)	12,000			EDUCATION FUND GRANT	WASHINGTON YOUTH TOUR

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
GOLDEN STATE POWER COOPERATIVE14619 HAMLIN STREET VAN NUYS,CA 91411	68-0441905	501 (C)(6)	5,600			EDUCATION FUND GRANT	ENERGY COOPERATIVE DEVELOPMENT AND EDUCATION
COLORADO RURAL ELECTRIC ASSOCIATION 5400 NORTH WASHINGTON STREET DENVER,CO 80216	84-0411220	501 (C)(6)	14,400			EDUCATION FUND GRANT	DIRECTOR EDUCATION COURSES AND EMPLOYEE EDUCATION COURSES

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
FLORIDA ELECTRIC COOPERATIVES ASSOCIATION INC2916 APALACHEE PARKWAY TALLAHASSEE,FL 32301	59-0633990	501 (C)(6)	10,800			EDUCATION FUND GRANT	FECA 2013 SUMMER LEADERSHIP CONFERENCE
GEORGIA ELECTRIC MEMBERSHIP CORPORATIONPO BOX 1707 TUCKER,GA 300851707	58-0530279	501 (C)(6)	24,400			EDUCATION FUND GRANT	ELECTRIC COOPERATIVES OF GEORGIA EXHIBIT AT THE 2013 SUNBELT AGRICULTURAL EXPOSITION

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
KAUAI ISLAND UTILITY CO-OP4463 PAHEE STREET LIHUE,HI 96766	99-0346113	501(C)(12)	8,800			EDUCATION FUND GRANT	KIUC ENERGY CURRICULUM PROGRAM
IOWA ASSOCIATION OF ELECTRIC COOPERATIVES8525 DOUGLAS AVE SUITE 48 DES MOINES,IA 50322	42-0662488	501 (C)(6)	24,000			EDUCATION FUND GRANT	"LIVING WITH ENERGY IN IOWA" ARTICLES/COMMUNICATIONS PROGRAMS

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
IDAHO COOPERATIVE UTILITIES ASSOCIATION INCPO BOX 1898 BOISE,ID 837011898	82-0502739	501 (C)(6)	10,400			EDUCATION FUND GRANT	ICUA YOUTH RALLY & THE ICUA MEMBERS CONFERENCE
INDIANA STATEWIDE ASSOCIATION OF RURAL ELECTRIC COOPERATIVES INCPO BOX 24517 INDIANAPOLIS,IN 46224	35-1499808	501 (C)(6)	24,400			EDUCATION FUND GRANT	EMPLOYEE TRAINING, BOARD DEVELOPMENT AND MEMBER EDUCATION

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
KANSAS ELECTRIC COOPERATIVES INCPO BOX 4267 TOPEKA,KS 666044267	48-0541902	501 (C)(12)	17,600			EDUCATION FUND GRANT	FOR "BACK TO BASICS" PROGRAM
KENTUCKY ASSOCIATION OF ELECTRIC COOPERATIVESPO BOX 32170 LOUISVILLE,KY 40232	61-0420165	501(C)(6)	28,800			EDUCATION FUND GRANT	INCORPORATING COOP EDUC INTO THE KY AGRICULTURAL LEADERSHIP PROGRAM (KALP)

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
THE ASSOCIATION OF LOUISIANA ELECTRIC COOPERATIVES INC10725 AIRLINE HIGHWAY BATON ROUGE, LA 708164299	72-0400467	501 (C)(6)	8,800			EDUCATION FUND GRANT	LA ELECT COOP'S YOUTH TOUR
MICHIGAN ELECTRIC COOPERATIVE ASSOCIATION2859 W JOLLY ROAD OKEMOS,MI 488641182	38-2214287	501 (C)(6)	9,600			EDUCATION FUND GRANT	YOUTH LEADERSHIP SUMMIT AND RURAL ELECTRIC YOUTH TOUR TO WASHINGTON, DC

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
MINNESOTA RURAL ELECTRIC ASSOCIATION 11640 - 73RD AVENUE NORTH MAPLE GROVE,MN 55369	41-0417193	501 (C)(6)	23,600			EDUCATION FUND GRANT	2013 NRECA BOARD LEADERSHIP COURSES
ASSOCIATION OF MISSOURI ELECTRIC COOPERATIVESPO BOX 1645 JEFFERSON CITY,MO 65102	43-0631824	501 (C)(6)	26,400			EDUCATION FUND GRANT	MO COOP YOUTH CONFERENCE & LEADERSHIP EXPERIENCE & YOUTH TOUR

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ELECTRIC POWER ASSOCIATIONS OF MISSISSIPPIPO BOX 3300 RIDGELAND, MS 391583300	64-0200697	501 (C)(6)	14,000			EDUCATION FUND GRANT	COOPERATIVE YOUTH LEADERSHIP WORKSHOP
MONTANA ELECTRIC COOPERATIVES' ASSOCIATIONPO BOX 1306 GREAT FALLS,MT 59403	81-0229220	501 (C)(6)	15,200			EDUCATION FUND GRANT	THE TODAY'S MEMBERS PROGRAM

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
NATIONAL RURAL ELECTRIC COOPERATIVE ASSOCIATION4301 WILSON BOULEVARD ARLINGTON,VA 222031860	53-0116145	501 (C)(6)	131,866			EDUCATION FUND GRANT	FOR OPERATION AND CAPITAL EXPENDITURES ASSOCIATED WITH COOPERATIVE COM WEBSITE
NORTH CAROLINA ASSOCIATION OF ELECTRIC COOPERATIVES INCPO BOX 27306 RALEIGH,NC 27611	56-1189186	501 (C)(6)	16,000			EDUCATION FUND GRANT	BRIGHT IDEAS EDUCATION GRANT PROGRAM

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
NORTH DAKOTA ASSOCIATION OF RURAL ELECTRIC COOPERATIVES P O BOX 727 MANDAN,ND 585540727	45-0231058	501 (C)(6)	12,000			EDUCATION FUND GRANT	2013 NDAREC MENU OF EDUCATION PROGRAMS
NEBRASKA RURAL ELECTRIC ASSOCIATION PO BOX 82048 LINCOLN,NE 68501	47-0394033	501 (C)(6)	17,600			EDUCATION FUND GRANT	NEBRASKA RURAL ELECT WASHINGTON YOUTH TOUR

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
NEW MEXICO RURAL ELECTRIC COOPERATIVE ASSOCIATION INC614 DON GASPAR AVENUE SANTA FE,NM 87501	85-0155370	501 (C)(6)	10,400			EDUCATION FUND GRANT	"DIRECTOR DUTIES & LIABILITIES" AND "UNDERSTANDING THE ELECTRIC BUSINESS"
NEVADA RURAL ELECTRIC ASSOCIATIONPO BOX 365 WELLS,NV 89835	88-0237046	501 (C)(6)	6,400			EDUCATION FUND GRANT	BUILDING A GRASSROOTS PROGRAM

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
NEW YORK STATE RURAL ELECTRIC COOPERATIVE ASSOCIATION INC9 WILSON AVENUE HARTWICK, NY 14810	16-1264464	501 (C)(6)	5,600			EDUCATION FUND GRANT	STUDENT PARTICIPATION - NRECA LEG CONFERENCE
NORTHEAST ASSOCIATION OF ELECTRIC COOPERATIVES INC9 WILSON AVENUE BATH, NY 148101633	22-2153529	501 (C)(12)	15,200			EDUCATION FUND GRANT	CONTINUING EDUCATION-DIRECTORS AND EMPLOYEES

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
OHIO RURAL ELECTRIC COOPERATIVESPO BOX 26036 COLUMBUS,OH 432260036	51-0174617	501 (C)(6)	20,000			EDUCATION FUND GRANT	CHILDREN OF MEMBERS SCHOLARSHIP PROGRAM
OKLAHOMA ASSOCIATION OF ELECTRIC COOPERATIVES INCORPORATEDPO BOX 54309 OKLAHOMA CITY,OK 731541309	73-0556236	501 (C)(6)	16,800			EDUCATION FUND GRANT	50TH ANNIVERSARY YOUTH TOUR REUNION

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
OREGON RURAL ELECTRIC COOPERATIVE ASSOCIATION1750 LIBERTY ST SE SALEM,OR 97302	93-0593238	501 (C)(6)	14,800			EDUCATION FUND GRANT	LEGISLATOR EDUCATION
PENNSYLVANIA RURAL ELECTRIC ASSOCIATION PO BOX 1266 HARRISBURG,PA 171081266	23-6291530	501 (C)(6)	17,600			EDUCATION FUND GRANT	PREA COMMUNICATIONS WORKSHOP

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
THE ELECTRIC COOPERATIVES OF SOUTH CAROLINA INC808 KNOX ABBOTT DRIVE CAYCE,SC 29033	57-0308664	501 (C)(6)	13,600			EDUCATION FUND GRANT	NRECA TRAINING COURSES
SOUTH DAKOTA RURAL ELECTRIC ASSOCIATION INCPO BOX 1138 PIERRE,SD 57501	46-0231254	501 (C)(12)	15,600			EDUCATION FUND GRANT	2012 YOUTH EXCURSION

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
THE GLEN ENGLISH FOUNDATIONNRECA 4301 WILSON BLVD ARLINGTON, VA 222031860	46-1424031	501 (C)(3)	25,000			EDUCATION FUND GRANT	PURPOSE OF THE FOUNDATION IS TO DEVELOP FUTURE LEADERS FOR THE ELECTRIC COOPERATIVE PROGRAM
TENNESSEE ELECTRIC COOPERATIVE ASSOCIATIONPO BOX 100912 NASHVILLE, TN 37224	62-0461379	501 (C)(6)	13,200			EDUCATION FUND GRANT	YOUTH LEADERSHIP SUMMIT

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
TEXAS ELECTRIC COOPERATIVES INC1122 COLORADO ST STE 2400 AUSTIN,TX 787012167	74-1007829	277	38,800			EDUCATION FUND GRANT	LOCAL PAGES EDITORS EDUCATION PROGRAM
UTAH RURAL ELECTRIC ASSOCIATION10714 SOUTH JORDAN GATEWAY SOUTH JORDAN,UT 84095	87-0402010	501 (C)(6)	8,000			EDUCATION FUND GRANT	LEGISLATOR EDUCATION / UREA YOUTH LEADERSHIP CHALLENGE

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
VIRGINIA MARYLAND & DELAWARE ASSOCIATION OF ELECTRIC COOPERATIVESPO BOX 2340 GLEN ALLEN,VA 230582340	54-0553861	501 (C)(6)	36,800			EDUCATION FUND GRANT	CREDENTIAL COOP DIRECTOR (CCD) TRAINING & BOARD LEADERSHIP CERT (BLC) TRAINING
WASHINGTON RURAL ELECTRIC COOPERATIVE ASSOCIATIONPO BOX 7219 OLYMPIA,WA 985077219	91-1236389	501 (C)(6)	11,600			EDUCATION FUND GRANT	2013 WRECA ANNUAL MEETING - PRESENTATIONS AND DISCUSSION ABOUT COOP MANAGEMENT AND GOVERNANCE ISSUES

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
COOPERATIVE NETWORK ELECTRIC DIVISION1 SOUTH PINCKNEY STREET MADISON,WI 537032869	39-1128018	501(C)(6)	18,000			EDUCATION FUND GRANT	2014 WECA YOUTH LEADERSHIP CONGRESS
WYOMING RURAL ELECTRIC ASSOCIATION 2312 CAREY AVENUE CHEYENNE,WY 820013627	83-0207211	501 (C)(12)	9,200			EDUCATION FUND GRANT	SUPPORT OF THE LINEMAN SCHOLARSHIP AND SPONSORHSIP OF YOUTH TOUR

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
TODD-WADENA ELECTRIC COOPERATIVEPO BOX 431 WADENA,MN 56482	41-0579258	501 (C)(6)	14,813			INTEGRITY FUND GRANT	PROTECT AGAINST TERRITORIAL THREAT
PIONEER ELECTRIC COOPERATIVEPO BOX 468 GREENVILLE,AL 36037	63-0033945	501 (C)(6)	42,052			INTEGRITY FUND GRANT	WITHDRAWAL

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
AMICALOLA ELECTRIC MEMBERSHIP CORPORATION544 HIGHWAY 515 SOUTH JASPER,GA 30143	58-0140201	501 (C)(6)	26,529			INTEGRITY FUND GRANT	PROTECT AGAINST TERRITORIAL THREAT
SOUTHEASTERN ELECTRIC COOPERATIVEPO BOX 388 MARION,SD 570430388	46-0454373	501 (C)(6)	6,299			INTEGRITY FUND GRANT	PROTECT AGAINST TERRITORIAL THREAT

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
NORTHERN RIO ARRIBA ELECTRIC COOPERATIVE PO BOX 217 CHAMA,NM 87520	85-0098999	501 (C)(6)	150,449			INTEGRITY FUND GRANT	PROTECT AGAINST TERRITORIAL THREAT
WRIGHT-HENNEPIN COOPERATIVE ELECTRIC ASSOCIATIONPO BOX 330 ROCKFORD,MN 553730330	41-0621437	501 (C)(6)	82,000			INTEGRITY FUND GRANT	PROTECT AGAINST TERRITORIAL THREAT

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
RUSK COUNTY ELECTRIC COOPERATIVEPO BOX 1169 HENDERSON, TX 756531169	75-0535849	501 (C)(6)	165,104			INTEGRITY FUND GRANT	PROTECT AGAINST TERRITORIAL THREAT
CUIVRE RIVER ELECTRIC COOPERATIVEPO BOX 160 TROY,MO 63379	43-0233223	501 (C)(6)	5,513			INTEGRITY FUND GRANT	PROTECT SERVICE AREA

Schedule J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
NATIONAL RURAL UTILITIES COOPERATIVE
FINANCE CORPORATION

Employer identification number

52-0891669

Part I	Questions Regarding Compensation		Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items			
	☐ First-class or charter travel ☒ Travel for companions ☒ Tax idemnification and gross-up payments ☐ Discretionary spending account	☒ Housing allowance or residence for personal use ☐ Payments for business use of personal residence ☐ Health or social club dues or initiation fees ☐ Personal services (e g , maid, chauffeur, chef)		
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b		No
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2		No
3	Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director Check all that apply Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III			
	☒ Compensation committee ☒ Independent compensation consultant ☒ Form 990 of other organizations	☐ Written employment contract ☒ Compensation survey or study ☒ Approval by the board or compensation committee		
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization			
a	Receive a severance payment or change-of-control payment?	4a		No
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	Yes	
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c		No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III			
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.			
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of			
a	The organization?	5a		No
b	Any related organization?	5b		No
	If "Yes," to line 5a or 5b, describe in Part III			
6	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of			
a	The organization?	6a		No
b	Any related organization?	6b		No
	If "Yes," to line 6a or 6b, describe in Part III			
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7	Yes	
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III	8		No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9		

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii) Do not list any individuals that are not listed on Form 990, Part VII
Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
See Additional Data Table								

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
	PART I, LINE 1A	THE PERQUISITES PROVIDED TO THE CEO ARE LIMITED TO AN ANNUAL AUTOMOBILE ALLOWANCE AS WELL AS AN ANNUAL SPOUSAL AIR TRAVEL ALLOWANCE. ADDITIONALLY, THE CEO RECEIVES AN ANNUAL EXECUTIVE PHYSICAL PAID FOR BY CFC. ONE KEY EMPLOYEE LISTED IN PART VII, SECTION A RECEIVED A GROSS UP PAYMENT REPRESENTING A TEMPORARY HOUSING ALLOWANCE AND TAXABLE RELOCATION REIMBURSEMENT FOR PERSONAL USE DUE TO A RELOCATION TO HEADQUARTERS. THESE PAYMENTS WERE TREATED AS TAXABLE COMPENSATION.
	PART I, LINE 1B	THESE PAYMENTS WERE TREATED AS TAXABLE COMPENSATION TO PROVIDE THE ANNUAL AUTOMOBILE AND SPOUSAL AIR TRAVEL PERQUISITES IN AN EFFICIENT FASHION, THE BOARD AUTHORIZES AN ANNUAL ALLOWANCE RATHER THAN PROVIDING UNLIMITED REIMBURSEMENT OR USE OF A COMPANY-OWNED VEHICLE. THE AMOUNT OF EACH ALLOWANCE IS AUTHORIZED ANNUALLY BY THE BOARD AND IS DETERMINED BASED ON THE ESTIMATED COST FOR OPERATION AND MAINTENANCE OF AN AUTOMOBILE AND THE ANTICIPATED COST OF AIR TRAVEL BY THE CEO'S SPOUSE. THESE PAYMENTS WERE TREATED AS TAXABLE COMPENSATION. CFC DOES NOT HAVE A FORMAL POLICY REGARDING PAYMENTS OR REIMBURSEMENT OF THESE EXPENSES. THE PAYMENT FOR THE GROSS-UP, TAXABLE HOUSING AND RELOCATION ALLOWANCE WAS MADE IN ACCORDANCE WITH A WRITTEN RELOCATION AGREEMENT.
	PART I, LINE 4B	CFC OFFERS A PENSION RESTORATION PLAN WHICH IS A COMPONENT OF THE RETIREMENT SECURITY PLAN TO OFFICERS OF THE COMPANY. THE PENSION RESTORATION PLAN, WHICH IS A 457(F) PLAN, RESTORES THE VALUE OF THE RETIREMENT SECURITY PLAN FOR EACH OFFICER TO THE LEVEL IT WOULD BE IF THE IRS LIMITS ON ANNUAL PAY AND ANNUAL ANNUITY BENEFITS WERE NOT IN PLACE. THE BENEFIT AND PAYOUT FORMULA UNDER THIS RESTORATION COMPONENT OF THE RETIREMENT SECURITY PLAN IS SIMILAR TO THAT UNDER THE QUALIFIED PLAN COMPONENT. HOWEVER, EACH OF THE NAMED EXECUTIVE OFFICERS HAS SATISFIED THE PROVISIONS ESTABLISHED TO RECEIVE THE BENEFIT FROM THIS PLAN. SINCE THERE IS NO LONGER A RISK OF FORFEITURE OF THE BENEFIT UNDER THE PENSION RESTORATION PLAN, DISTRIBUTIONS ARE MADE FROM THE PLAN TO EACH NAMED EXECUTIVE OFFICER ANNUALLY. FOR 2012 THE FOLLOWING DISTRIBUTIONS WERE MADE: JOHN BORAK \$ 3,111 JOHN EVANS \$ 42,159 RICHARD LAROCHELLE \$244,715 STEVEN LILLY \$ 37,514 JOHN LIST \$ 48,366 SHELDON PETERSEN \$489,898 LAWRENCE ZAWALICK \$339,974.
	PART I, LINE 7	CFC'S SHORT-TERM CASH INCENTIVE PROGRAM IS A ONE-YEAR CASH INCENTIVE THAT IS TIED TO THE ANNUAL PERFORMANCE OF THE ORGANIZATION AS A WHOLE. WE BELIEVE THAT BY PAYING A SHORT-TERM INCENTIVE TIED TO THE ACHIEVEMENT OF ANNUAL OPERATING GOALS, ALL EMPLOYEES, INCLUDING NAMED EXECUTIVE OFFICERS, WILL FOCUS THEIR EFFORTS ON THE MOST IMPORTANT STRATEGIC OBJECTIVES WHICH HELP US TO FULFILL OUR MISSION TO OUR MEMBERS AND OUR OBLIGATIONS TO THE FINANCIAL MARKETS. THE SHORT-TERM INCENTIVE PROGRAM PROVIDES ANNUAL CASH INCENTIVE OPPORTUNITIES BASED UPON THE LEVEL OF THE POSITION WITHIN OUR BASE PAY STRUCTURE, RANGING FROM 15 PERCENT TO 25 PERCENT OF BASE PAY. EXECUTIVE OFFICERS ARE ELIGIBLE TO RECEIVE SHORT-TERM CASH INCENTIVE COMPENSATION UP TO 25 PERCENT OF THEIR BASE PAY. KEY EMPLOYEES AND HIGHLY COMPENSATED EMPLOYEES ARE ELIGIBLE TO RECEIVE SHORT-TERM CASH INCENTIVE COMPENSATION UP TO 20 PERCENT OF THEIR BASE PAY. THE LONG-TERM INCENTIVE PROGRAM IS A THREE-YEAR PLAN THAT IS TIED TO CFC'S LONG-TERM STRATEGIC OBJECTIVES. THE LONG-TERM INCENTIVE PROGRAM WAS IMPLEMENTED TO CREATE DYNAMIC TENSION BETWEEN SHORT-TERM OBJECTIVES AND LONG-TERM GOALS. EXECUTIVE OFFICERS, KEY EMPLOYEES AND HIGHLY COMPENSATED EMPLOYEES ARE ELIGIBLE TO PARTICIPATE IN THE PLAN AND RECEIVE PERFORMANCE UNITS THAT ARE CALCULATED AT 20% - 25% OF BASE PAY. THE VALUE OF THE PERFORMANCE UNITS WILL RANGE FROM \$0 TO \$150 PER PERFORMANCE UNIT ACCORDING TO THE LEVEL OF NATIONAL RURAL'S SECURED DEBT RATINGS BY THE RATING AGENCIES.

Software ID:
Software Version:
EIN: 52-0891669
Name: NATIONAL RURAL UTILITIES COOPERATIVE
FINANCE CORPORATION

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
DELBERT MARVIN CRANFORD	(i)	151,344	0	0	0	0	151,344	0
	(ii)	0	0	0	0	0	0	0
SHELDON C PETERSEN	(i)	1,264,028	156,721	75,154	140,423	24,358	1,660,684	0
	(ii)	0	0	0	0	0	0	0
RICHARD E LAROCHELLE	(i)	621,745	93,661	46,867	105,852	15,309	883,434	0
	(ii)	0	0	0	0	0	0	0
JOHN T EVANS	(i)	513,002	100,125	48,096	62,624	25,369	749,216	0
	(ii)	0	0	0	0	0	0	0
JOHN J LIST	(i)	403,407	88,727	51,250	86,858	26,874	657,116	0
	(ii)	0	0	0	0	0	0	0
STEVEN L LILLY	(i)	490,697	80,727	6,265	87,835	28,166	693,690	0
	(ii)	0	0	0	0	0	0	0
LAWRENCE ZAWALICK	(i)	617,805	61,300	39,010	106,557	12,792	837,464	0
	(ii)	0	0	0	0	0	0	0
JONATHON ANDREW DON	(i)	331,456	58,890	16,527	119,723	26,345	552,941	0
	(ii)	0	0	0	0	0	0	0
JOHN M BORAK	(i)	216,591	56,947	46,815	74,144	22,080	416,577	0
	(ii)	0	0	0	0	0	0	0
JOHN F SUTER	(i)	196,498	36,680	23,200	100,787	26,566	383,731	0
	(ii)	0	0	0	0	0	0	0
STEVEN M KETTLER	(i)	199,623	33,360	23,688	71,947	25,827	354,445	0
	(ii)	0	0	0	0	0	0	0
LAWRENCE SAUNDERS	(i)	198,800	9,000	153,520	0	23,675	384,995	0
	(ii)	0	0	0	0	0	0	0
AMY S LUONGO	(i)	151,748	23,080	17,322	28,644	2,513	223,307	0
	(ii)	0	0	0	0	0	0	0
JOEL ALLEN	(i)	203,393	33,640	17,793	89,803	27,381	372,010	0
	(ii)	0	0	0	0	0	0	0
KRISHNA MURTHY	(i)	188,425	42,209	42,988	130,361	26,230	430,213	0
	(ii)	0	0	0	0	0	0	0
ROBERTA B BARONSON	(i)	268,285	47,319	24,047	102,030	20,271	461,952	0
	(ii)	0	0	0	0	0	0	0
MICHAEL H CARR	(i)	220,873	49,720	24,498	64,252	26,967	386,310	0
	(ii)	0	0	0	0	0	0	0
ROBERT E GEIER JR	(i)	208,647	36,416	17,729	123,077	11,214	397,083	0
	(ii)	0	0	0	0	0	0	0
ALLYN J AMATO	(i)	202,152	34,975	24,094	80,255	13,329	354,805	0
	(ii)	0	0	0	0	0	0	0

Schedule L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons

▶ Complete if the organization answered
"Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c,
or Form 990-EZ, Part V, line 38a or 40b.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORPORATION	Employer identification number 52-0891669
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Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1	(a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected?	
				Yes	No

2 Enter the amount of tax incurred by organization managers or disqualified persons during the year under section 4958 ▶ \$

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ \$

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a, or Form 990, Part IV, line 26, or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization?		(e) Original principal amount	(f) Balance due	(g) In default?		(h) Approved by board or committee?	(i) Written agreement?	
			To	From			Yes	No		Yes	No
Total ▶ \$											

Part III Grants or Assistance Benefitting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) NATIONAL COOPERATIVE SERVICES CORPORATION	MEMBER/BORROWER W/ CFC'S CEO AS BOARD MEMBER	184,198	INTEREST EARNED ON INVESTMENTS/ CERTIFICATES		No
(2) NATIONAL COOPERATIVE SERVICES CORPORATION	MEMBER/BORROWER W/ CFC'S CEO AS BOARD MEMBER	35,656	GUARANTEE FEES		No
(3) NATIONAL COOPERATIVE SERVICES CORPORATION	MEMBER/BORROWER W/ CFC'S CEO AS BOARD MEMBER	3,210,000	MANAGEMENT FEES		No
(4) NATIONAL COOPERATIVE SERVICES CORPORATION	MEMBER/BORROWER W/ CFC'S CEO AS BOARD MEMBER	16,712,851	INTEREST EARNED ON LOANS		No

Part V Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule L (see instructions)

Identifier	Return Reference	Explanation
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SCHEDULE O
(Form 990 or 990-EZ)Department of the Treasury
Internal Revenue Service**Supplemental Information to Form 990 or 990-EZ****Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.**
► **Attach to Form 990 or 990-EZ.**

OMB No 1545-0047

2012**Open to Public
Inspection**Name of the organization
NATIONAL RURAL UTILITIES COOPERATIVE
FINANCE CORPORATION**Employer identification number**

52-0891669

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 6	NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORPORATION IS A NON-STOCK, MEMBERSHIP ORGANIZATION AS OF MAY 31, 2013, THERE WERE 1,025 MEMBERS AND ASSOCIATES MEMBERSHIP INCLUDED CLASS A THERE WERE 837 CLASS A MEMBERS - COOPERATIVE OR NONPROFIT CORPORATIONS, PUBLIC CORPORATIONS, UTILITY DISTRICTS, AND OTHER PUBLIC BODIES, WHICH HAVE RECEIVED OR ARE ELIGIBLE TO RECEIVE A LOAN OR COMMITMENT FOR A LOAN FROM THE RURAL UTILITIES SERVICE OR ANY SUCCESSOR AGENCY, AND WHICH ARE ENGAGED OR PLANNING TO ENGAGE IN THE FURNISHING OF UTILITY SERVICES TO THEIR MEMBERS AND PATRONS FOR THEIR USE AS ULTIMATE CONSUMERS CLASS B THERE WERE 71 CLASS B MEMBERS - COOPERATIVE OR NONPROFIT CORPORATIONS WHICH ARE FEDERATIONS OF CLASS A MEMBERS OR OF OTHER CLASS B MEMBERS, OR BOTH, OR WHICH ARE OWNED AND CONTROLLED BY CLASS A MEMBERS OR BY OTHER CLASS B MEMBERS, OR BOTH, AND WHICH ARE ENGAGED OR PLANNING TO ENGAGE IN THE FURNISHING OF UTILITY SERVICES PRIMARILY TO CLASS A MEMBERS OR OTHER CLASS B MEMBERS CLASS C THERE WERE 65 CLASS C MEMBERS - STATEWIDE AND REGIONAL ASSOCIATIONS WHICH ARE WHOLLY-OWNED OR CONTROLLED BY CLASS A MEMBERS OR CLASS B MEMBERS, OR BOTH, OR WHICH ARE WHOLLY-OWNED SUBSIDIARIES OF A CFC MEMBER, AND WHICH DO NOT FURNISH UTILITY SERVICES BUT WHICH SUPPLY OTHER FORMS OF SERVICE TO THEIR MEMBERS CLASS D THERE WAS 1 CLASS D MEMBER CLASS D MEMBERS ARE NATIONAL ASSOCIATIONS OF COOPERATIVES COMPRISED OF CLASS A, CLASS B AND CLASS C MEMBERS IN ORDER TO BE ELIGIBLE FOR MEMBERSHIP TO CFC, A NATIONAL ASSOCIATION MUST HAVE, AT THE TIME OF ADMISSION TO CFC, MEMBER COOPERATIVES DOMICILED IN AT LEAST 80% OF THE STATES OF THE UNITED STATES IN ADDITION TO MEMBERS, ASSOCIATES (NUMBERING 51) ARE NOT-FOR-PROFIT ENTITIES ORGANIZED ON A COOPERATIVE BASIS WHICH ARE OWNED, CONTROLLED OR OPERATED BY CLASS A, B OR C MEMBERS AND WHICH PROVIDE NON-ELECTRIC SERVICES PRIMARILY FOR THE BENEFIT OF CONSUMERS ASSOCIATES ARE NOT ENTITLED TO VOTE AT ANY MEETING OF THE MEMBERS AND ARE NOT ELIGIBLE TO BE REPRESENTED ON OUR BOARD OF DIRECTORS

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 7A	THE DIRECTORS THAT COMPRISE CFC'S BOARD OF DIRECTORS ARE DIVIDED INTO THREE CLASSES, TWO CONSISTING OF SEVEN DIRECTORS EACH AND THE THIRD OF EIGHT DIRECTORS IF THE BOARD OF DIRECTORS IN ITS DISCRETION SO DETERMINES, THEN THERE MAY BE ONE ADDITIONAL AT-LARGE DIRECTOR ELECTED TO SERVE ON THE BOARD OF DIRECTORS OF CFC FROM TIME TO TIME. DIRECTORS IN EACH CLASS SERVE FOR TERMS OF THREE YEARS AND THE EXPIRATION OF EACH CLASS OF DIRECTORS' TERMS OCCUR IN DIFFERENT YEARS. UPON EXPIRATION OF THE TERM OF A DIRECTOR, MEMBERS FROM THAT DIRECTOR'S REGION ELECT A DIRECTOR TO REPRESENT THEM ON CFC'S BOARD. ELECTIONS FOR THOSE DIRECTORS WHOSE TERMS ARE EXPIRING ARE HELD ANNUALLY. A DIRECTOR MAY NOT BE ELECTED TO SERVE MORE THAN TWO CONSECUTIVE TERMS ON THE CFC BOARD.

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 11	THE BOARD OF DIRECTORS OF NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORPORATION ("CFC") REVIEWED THE 2012 FORM 990 FOR FISCAL YEAR ENDED MAY 31, 2013 AT A REGULARLY SCHEDULED BOARD MEETING PRIOR TO FILING THE FORM 990 WITH THE INTERNAL REVENUE SERVICE. A DRAFT OF THE FORM 990 WAS PREPARED BY CFC STAFF, REVIEWED BY INTERNAL COUNSEL AND SENIOR MANAGEMENT, REVIEWED BY EXTERNAL TAX ADVISORS, KPMG LLP, AND PRESENTED TO THE BOARD FOR REVIEW. A DETAILED PRESENTATION ABOUT THE FORM 990 WAS MADE BY CFC STAFF TO THE BOARD AT A REGULARLY SCHEDULED BOARD MEETING.

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 12C	CONFLICTS OF INTERESTS ARE ADDRESSED BY CFC THROUGH ITS RELATED PERSON TRANSACTIONS AND RELATED CREDITS POLICY (THE "POLICY") CFC ESTABLISHED THE POLICY IN MAY 2007, AS AMENDED FROM TIME TO TIME, TO FACILITATE DISCLOSURE WITH RESPECT TO TRANSACTIONS IN WHICH ITS EXECUTIVE OFFICERS, DIRECTORS AND KEY EMPLOYEES HAVE A SUBSTANTIAL INTEREST A RELATED PERSON TRANSACTION IS DEFINED AS ANY TRANSACTION IN WHICH (I) CFC WAS, IS, OR PROPOSES TO BE A PARTICIPANT, (II) THE AMOUNT INVOLVED EXCEEDS \$120,000 AND (III) A RELATED PERSON HAS OR WILL HAVE A DIRECT OR INDIRECT MATERIAL INTEREST IN QUESTION THE POLICY APPLIES TO ALL EXECUTIVE OFFICERS, DIRECTORS AND KEY EMPLOYEES OF CFC ("COVERED EMPLOYEES") AND REQUIRES SIMILAR DISCLOSURE TO THAT REQUIRED BY ITEM 404 OF REGULATION S-K OF THE SECURITIES ACT OF 1933, AS AMENDED THE POLICY IS CONSISTENTLY MONITORED AND ENFORCED AT EACH REGULARLY SCHEDULED MEETING OF CFC'S BOARD PURSUANT TO THE POLICY, EACH COVERED EMPLOYEE THAT IS AWARE OF A POTENTIAL CONFLICT OF INTEREST BETWEEN THEMSELVES AND CFC IS REQUIRED TO COMPLETE A RELATED PERSON DISCLOSURE NOTICE AT EACH BOARD MEETING DESCRIBING SUCH CONFLICT OUTSIDE OF REGULARLY SCHEDULED BOARD MEETINGS, COVERED EMPLOYEES ARE REQUIRED TO COMPLETE RELATED PERSON DISCLOSURE NOTICES WHENEVER THEY BECOME AWARE OF A POTENTIAL CONFLICT OF INTEREST THE RELATED PERSON DISCLOSURE NOTICE REQUIRES A DESCRIPTION OF THE PARTIES INVOLVED IN THE TRANSACTION, THE APPROXIMATE DOLLAR AMOUNT OF THE TRANSACTION, AS WELL AS AN UPDATE WITH RESPECT TO THE TIMING AND STATUS OF THE TRANSACTION UPON RECEIPT OF A RELATED PERSON DISCLOSURE NOTICE, CFC'S GENERAL COUNSEL IS RESPONSIBLE FOR THE REVIEW, APPROVAL AND RATIFICATION OF ANY RELATED PERSON TRANSACTION THOSE RELATED PERSON TRANSACTIONS INVOLVING A SUBSTANTIAL INTEREST OF CFC'S GENERAL COUNSEL ARE REQUIRED TO BE REFERRED TO THE BOARD FOR REVIEW, APPROVAL AND RATIFICATION IN REVIEWING AND APPROVING RELATED PERSON TRANSACTIONS, THE GENERAL COUNSEL, AND WHEN APPLICABLE, THE BOARD, MUST TAKE INTO ACCOUNT THE BUSINESS PURPOSE OF THE TRANSACTION, WHETHER THE TRANSACTION IS ENTERED INTO ON AN ARMS-LENGTH BASIS ON TERMS FAIR TO CFC AND WHETHER SUCH TRANSACTION WOULD VIOLATE CFC'S CODE OF ETHICS DIRECTOR COMPENSATION ARRANGEMENTS, EXECUTIVE OFFICER COMPENSATION ARRANGEMENTS AND KEY EMPLOYEE COMPENSATION ARRANGEMENTS ARE EACH EXCLUDED FROM THE DEFINITION OF RELATED PERSON TRANSACTIONS, AS WELL AS TRANSACTIONS IN WHICH THE RELATED PERSON'S INTEREST ARISES ONLY FROM THE PERSON'S POSITION AS A DIRECTOR OF ANOTHER ENTITY THAT IS A PARTY TO THE TRANSACTIONS FINALLY, RELATED CREDITS ARE ALSO EXCLUDED FROM THE DEFINITION OF A RELATED PERSON TRANSACTION A RELATED CREDIT IS DEFINED AS THE EXTENSION OF CREDIT TO OR FOR THE BENEFIT OF COVERED EMPLOYEES (DEFINED AS RELATED PERSONS UNDER THE POLICY) OR RELATED ENTITIES THAT ARE MADE ON SUBSTANTIALLY THE SAME TERMS AND FOLLOW THE UNDERWRITING PROCEDURES THAT ARE NO LESS STRINGENT THAN THOSE PREVAILING AT THE TIME FOR COMPARABLE TRANSACTIONS GENERALLY OFFERED BY CFC THE POLICY PROHIBITS CFC FROM EXTENDING CREDIT IN THE FORM OF A PERSONAL LOAN TO A RELATED PERSON RELATED ENTITIES INCLUDE CFC'S MEMBER COOPERATIVES AS WELL AS ANY COOPERATIVE, PARTNERSHIP, CORPORATION, LIMITED LIABILITY COMPANY OR TRUST FOR WHICH A RELATED PERSON SERVES AS AN OFFICER, DIRECTOR, EMPLOYEE OR IN ANY OTHER FIDUCIARY CAPACITY OR WHICH IS CONTROLLED BY A RELATED PERSON THE BOARD HAS DELEGATED TO THE CEO, WITH AUTHORITY TO REDELEGATE TO SUCH OFFICER OF CFC AS THE CEO DEEMS APPROPRIATE, THE AUTHORITY TO APPROVE ALL RELATED CREDITS IN AN AMOUNT EQUAL TO OR LESS THAN \$250,000 AND EMERGENCY AND CERTAIN OTHER LINES OF CREDIT RELATED CREDITS IN EXCESS OF \$250,000 MUST BE APPROVED BY THE BOARD ALL RELATED PERSONS ARE REQUIRED TO ABSTAIN FROM PARTICIPATING, DIRECTLY OR INDIRECTLY, IN THE CREDIT APPROVAL PROCESS INVOLVING A RELATED CREDIT ADDITIONALLY, ALL RELATED PERSON ARE REQUIRED TO LEAVE THE BOARD MEETING WHILE THE RELATED CREDIT IS BEING CONSIDERED AND DISCUSSED AND RELATED PERSONS ARE NOT PROVIDED WITH ANY WRITTEN MATERIALS PERTAINING TO SUCH RELATED CREDIT

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 15A	CFC'S EXECUTIVE COMPENSATION COMMITTEE (THE "COMMITTEE"), WHICH IS COMPRISED OF CFC EXECUT IVE COMMITTEE BOARD MEMBERS, DETERMINES AND APPROVES THE COMPENSATION OF CFC'S GOVERNOR AN D CHIEF EXECUTIVE OFFICER (THE "CEO") THE COMMITTEE ANNUALLY REVIEWS AND APPROVES APPROPRI ATE CORPORATE GOALS AND OBJECTIVES RELATED TO THE CEO'S COMPENSATION AND EVALUATES PERFOR MANCE IN LIGHT OF THOSE GOALS AND OBJECTIVES THE CEO'S COMPENSATION IS COMPRISED OF BASE PAY , SHORT AND LONG TERM INCENTIVE COMPENSATION AND PERQUISITES IN FISCAL YEAR 2013, AN I NDEPENDENT COMPENSATION CONSULTANT WAS ENGAGED BY THE COMPENSATION COMMITTEE TO CONDUCT A COMPENSATION SURVEY AND PROVIDE COMPENSATION DATA FOR THE CEO POSITION USING PEER ORGANIZA TIONS IDENTIFIED BY THE INDEPENDENT CONSULTANT THROUGH DISCUSSION WITH THE COMPENSATION CO MMITTEE THE INDEPENDENT CONSULTANT INCLUDED COMPANIES IN THE COMPENSATION COMPARISON GROU P THAT WERE SIMILAR TO CFC IN ASSET SIZE, INDUSTRY AND BUSINESS DESCRIPTION THE GROUP INC LUDDED FINANCIAL INSTITUTIONS THAT ARE PRIVATE MARKET, COMMERCIAL AND/OR MISSION-DRIVEN LEN DERS, OFFERING FULL SERVICE FINANCING, INVESTMENT AND RELATED SERVICES THE COMPANIES TARG ETED AS PEER COMPANIES INCLUDED TWO MEMBERS OF THE FARM CREDIT SY STEM AND 12 REGIONAL BANK S OR FINANCIAL SERVICES COMPANIES THESE COMPANIES WERE CHOSEN BECAUSE THEIR BUSINESSES AR E SIMILAR TO CFC'S ALTHOUGH CFC IS NOT FOCUSED ON PROFITS LIKE THE INSTITUTIONS IN THE PE ER GROUP, THE COMPENSATION COMMITTEE BELIEVES THAT THESE COMPANIES EMPLOY EXECUTIVES THAT HAVE SKILLS AND EXPERTISE CONSISTENT WITH WHAT CFC WOULD SEEK IF IT HAD TO REPLACE THE CEO THE TARGETED COMPANIES HAD ASSETS RANGING FROM APPROXIMATELY 50 PERCENT TO 200 PERCENT O F CFC'S DECEMBER 2011 TOTAL ASSETS OF \$20,430 MILLION, AND INCLUDED SIX COMPANIES WITH GRE ATER TOTAL ASSETS THAN CFC'S THE COMPARATOR GROUP CONSISTED OF FINANCIAL SERVICES ORGANIZ ATIONS NEW YORK COMMUNITY BANCORP, INC , ASTORIA FINANCIAL CORP , NELNET, INC , WEBSTER FI NANCIAL CORP , FLAGSTAR BANCORP, PEOPLE'S UNITED FINANCIAL CORP , WASHINGTON FEDERAL INC , HUDSON CITY BANCORP INC , FIRST NIAGARA FINANCIAL GROUP, TFS FINANCIAL CORPORATION, EVERB ANK FINANCIAL CORPORATION AND FEDERAL AGRICULTURAL MORTGAGE CORPORATION, AS WELL AS TWO FA RM CREDIT SY STEM PEERS HUDSON CITY BANCORP INC 'S 2011 ASSETS ARE OUTSIDE OF THE NORMAL T ARGETED ASSET RANGE, AND THEY HAVE AGREED TO A MERGER BY M&T BANK CORP MERCER US RECOMMEN DED THAT THIS COMPANY REMAIN IN THE PEER GROUP FOR THIS YEAR AND WILL REEVALUATE THE PEER GROUP FOR NEXT YEAR'S ANALY SIS MERCER US ALSO RECOMMENDED ADDING EVERBANK FINANCIAL CORPO RATION TO THE PEER GROUP THIS YEAR DUE TO THEIR CLOSE FIT WITH THE CRITERIA FOR PEER GROUP INCLUSION THE INDEPENDENT CONSULTANT LED THE COMPENSATION COMMITTEE THROUGH AN ASSESMEN T OF CEO COMPENSATION DATA AT THE COMPARISON GROUP COMPANIES USING BOTH A ONE-YEAR AND A T HREE-YEAR COMPENSATION ANALY SIS THE INDEPENDENT CONSULTANT'S DATA INCLUDED BOTH ACTUAL CO MPENSATION AND TARGET COMPENSATION BASED ON INFORMATION OBTAINED FROM EACH COMPARATOR GROU P COMPANY'S MOST RECENT ANNUAL REPORT OR PROXY STATEMENT THE ELEMENTS OF COMPENSATION REV IEWED INCLUDE CURRENT BASE SALARY AS WELL AS ANY ADDITIONAL BONUS, INCENTIVES OR SPECIAL AWARDS THE COMPENSATION COMMITTEE REVIEWED TOTAL COMPENSATION DATA FOR THE COMPARATOR GRO UP FOR INFORMATIONAL PURPOSES AND USED THIS DATA SOLELY TO DETERMINE THE COMPETITIVENESS O F OUR CEO BASE PAY AFTER REVIEWING THE PERFORMANCE OF THE ORGANIZATION AND THE EVALUATION OF THE CEO'S PERFORMANCE BY EACH BOARD MEMBER, IT WAS THE ASSESSMENT OF THE COMMITTEE THA T THE CEO AND THE ORGANIZATION PERFORMED EXTREMELY WELL DURING ANOTHER CHALLENGING BUSINES S YEAR IN FACT, THE BUSINESS RESULTS EXCEEDED COMPANY TARGETS FOR NEARLY ALL KEY METRICS OF PERFORMANCE AND THE CEO CONTINUED TO DEMONSTRATE OUTSTANDING LEADERSHIP HOWEVER, AT TH E REQUEST OF THE CEO, GIVEN THE CONTINUED ECONOMIC AND COMPETITIVE BUSINESS CHALLENGES FAC ING THE ORGANIZATION, THE COMMITTEE DID NOT INCREASE THE CEO'S COMPENSATION FOR CALENDAR Y EAR 2013 CFC'S SHORT-TERM CASH INCENTIVE PROGRAM IS A ONE-YEAR CASH INCENTIVE THAT IS TIE D TO THE ANNUAL PERFORMANCE OF THE ORGANIZATION AS A WHOLE CORPORATE PERFORMANCE IS MEASU RED USING A BALANCED SCORECARD APPROVED BY THE BOARD OF DIRECTORS PRIOR TO THE START OF TH E FISCAL YEAR THE BALANCED SCORECARD IS A PERFORMANCE MANAGEMENT TOOL THAT ARTICULATES TH E CORPORATE STRATEGY INTO SPECIFIC, QUANTIFIABLE, MEASURABLE GOALS THE SCORECARD IS DIVID ED INTO FOUR QUADRANTS, REFLECTING CRUCIAL AREAS OF BUSINESS PERFORMANCE SPECIFIC GOALS A RE ESTABLISHED WITHIN THOSE QUADRANTS TO FOCUS ALL EMPLOYEES ON THE TARGET RESULTS AND MEA SURES THAT MUST BE ACHIEVED IF WE ARE TO SUCCEED AT REALIZING OUR STRATEGIC PLAN THE INTE NT IS TO ALIGN ORGANIZATIONAL, DEPARTMENTAL AND INDIVIDUAL INITIATIVES TO ACHIEVE A COMMON SET OF GOALS EVERY EMPLOYEE PARTICIPATES IN THE SHORT-TERM INCENTIVE PROGRAM, AND THE CO RPORATE STRATEGIC GOALS ARE THE SAME FOR ALL EMPLO

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 15A	YEEES, INCLUDING THE NAMED EXECUTIVE OFFICERS THE BOARD OF DIRECTORS ESTABLISHES CORPORATE GOALS AND MEASURES THAT THEY BELIEVE ARE ACHIEVABLE ONLY IF EACH INDIVIDUAL PERFORMS WELL IN HIS OR HER ROLE AND CFC MEETS ITS INTERNAL BUSINESS PLAN GOALS THE SHORT-TERM INCENTIVE PROGRAM PROVIDES ANNUAL CASH INCENTIVE OPPORTUNITIES BASED UPON THE LEVEL OF THE POSITION WITHIN CFC'S BASE PAY STRUCTURE, RANGING FROM 15% - 25% OF BASE PAY THE CEO IS ELIGIBLE FOR AN ANNUAL INCENTIVE OPPORTUNITY AT 25% OF HIS BASE PAY THE LONG-TERM INCENTIVE PROGRAM IS A THREE-YEAR PLAN THAT IS TIED TO CFC'S LONG-TERM STRATEGIC OBJECTIVES THE MEASURE FOR ALL ACTIVE LONG-TERM INCENTIVE PLANS IS THE ACHIEVEMENT OF BOND RATING TARGETS FOR CFC'S SENIOR SECURED DEBT BY RATING AGENCIES STANDARD & POOR'S CORPORATION AND MOODY'S INVESTORS SERVICE ELIGIBLE PARTICIPANTS IN THE PLAN CYCLE WILL RECEIVE PERFORMANCE UNITS THAT ARE CALCULATED AT 15% - 25% OF BASE PAY, DIVIDED BY THE TARGET OBJECTIVE, CURRENTLY \$100 THE CEO'S PERFORMANCE UNITS ARE CALCULATED AT 25% OF HIS BASE PAY DIVIDED BY THE TARGET OBJECTIVE THE COMMITTEE ALSO CONSIDERS PERQUISITES FOR THE CEO IN CONNECTION WITH ITS ANNUAL REVIEW OF THE CEO'S TOTAL COMPENSATION PACKAGE DESCRIBED ABOVE THE PERQUISITES PROVIDED TO CFC'S CEO ARE LIMITED TO AN ANNUAL AUTOMOBILE ALLOWANCE AS WELL AS AN ANNUAL SPOUSAL AIR TRAVEL ALLOWANCE TO PROVIDE THESE PERQUISITES IN AN EFFICIENT FASHION, THE BOARD AUTHORIZES AN ANNUAL ALLOWANCE RATHER THAN PROVIDING UNLIMITED REIMBURSEMENT OR USE OF A COMPANY-OWNED VEHICLE THE AMOUNT OF EACH ALLOWANCE IS AUTHORIZED ANNUALLY BY THE BOARD AND IS DETERMINED BASED ON THE ESTIMATED COST FOR OPERATION AND MAINTENANCE OF AN AUTOMOBILE AND THE ANTICIPATED COST OF AIR TRAVEL BY THE CEO'S SPOUSE ADDITIONALLY, CFC'S CEO RECEIVES AN ANNUAL EXECUTIVE PHYSICAL PAID FOR BY CFC THE COMMITTEE DESIGNATES THE POWER TO REVIEW AND APPROVE ALL EMPLOYEE COMPENSATION TO THE CEO, WHO EXERCISES HIS JUDGMENT TO SET THE ANNUAL BASE PAY FOR THE OTHER NAMED EXECUTIVE OFFICERS AND KEY EMPLOYEES, AS WELL AS EACH EMPLOYEE BASED ON GENERAL MARKET DATA, OVERALL PERFORMANCE AND LEADERSHIP ACCOMPLISHMENTS IN DETERMINING THE BASE COMPENSATION PAID TO CFC'S EXECUTIVE OFFICERS AND KEY EMPLOYEES, THE CEO REVIEWED NATIONAL, CREDIBLE COMPENSATION SURVEYS FOR FINANCIAL SERVICES ORGANIZATIONS OF SIMILAR ASSET SIZE TO OBTAIN A GENERAL UNDERSTANDING OF CURRENT COMPENSATION PRACTICES AND TO ENSURE THAT THE BASE PAY COMPONENT IS COMPETITIVE, MEANING GENERALLY WITHIN THE 50TH PERCENTILE OF COMPARATIVE PAY FOR SIMILAR POSITIONS THE CEO DID NOT REVIEW OR CONSIDER THE UNDERLYING ORGANIZATIONS COMPRISING THE SURVEY INFORMATION, BUT INSTEAD CONSIDERED ONLY THE AGGREGATE COMPENSATION DATA EACH EXECUTIVE OFFICER AND KEY EMPLOYEE IS ELIGIBLE TO PARTICIPATE IN CFC'S SHORT TERM AND LONG TERM INCENTIVE PLANS AS DESCRIBED ABOVE WITH RESPECT TO CFC'S CEO CFC DOES NOT PROVIDE SIGNIFICANT PERQUISITES OR PERSONAL BENEFITS TO ITS EXECUTIVE OFFICERS OR KEY EMPLOYEES

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION C, LINE 19	CFC'S BYLAWS, AS AMENDED, AND ANNUAL AND PERIODIC FINANCIAL STATEMENTS ARE AVAILABLE TO THE PUBLIC THROUGH THE SECURITIES AND EXCHANGE COMMISSION'S ("SEC") WEBSITE. CFC'S ARTICLES OF INCORPORATION AND BYLAWS, AS AMENDED, ARE ALSO AVAILABLE ON CFC'S WEBSITE AT WWW.NRUCFC.COOP. CFC'S CONFLICT OF INTEREST POLICY, TITLED THE RELATED PERSONS TRANSACTIONS AND RELATED CREDITS POLICY, IS AVAILABLE ON CFC'S WEBSITE AT WWW.NRUCFC.COOP. CFC'S BYLAWS ARE FILED AS EXHIBIT 3.2 TO THE FORM 10-Q FOR THE QUARTER ENDED FEBRUARY 28, 2011, FILED ON APRIL 13, 2011. CFC'S ANNUAL AND PERIODIC FINANCIAL STATEMENTS ARE PERIODICALLY FILED WITH THE SEC ON FORM 10-K AND FORM 10-Q. CFC'S ARTICLES OF INCORPORATION ARE FILED AS EXHIBIT 3.1 TO REGISTRATION STATEMENT NO. 2-46018, FILED ON OCTOBER 12, 1972, HOWEVER, THIS FILING IS NOT CURRENTLY PUBLICLY AVAILABLE.

Identifier	Return Reference	Explanation
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 9	PATRONAGE CAPITAL DISTRIBUTION -35,805,354 MEMBERSHIP FEES -22,400 OTHER COMPREHENSIVE INCOME -817,613 EDUCATION FUND -14,000 DERIVATIVE FORWARD VALUE 133,694,254 INTEGRITY FUND 498,334 ROUNDING DIFFERENCE -36

Identifier	Return Reference	Explanation
ORGANIZATION'S FINANCIAL STATEMENTS AUDITED BY INDEPENDENT ACCOUNTANTS	FORM 990, PART XI, LINE 2C	WHILE THERE IS NO A SEPARATE AUDIT PERFORMED OF THE CFC FINANCIAL STATEMENTS, THE CFC FINANCIAL STATEMENTS ARE CONSOLIDATED WITH THE STATEMENTS OF NATIONAL COOPERATIVE SERVICES CORPORATION AND RURAL TELEPHONE FINANCE COOPERATIVE. THE CONSOLIDATED FINANCIAL STATEMENTS ARE AUDITED. CFC'S AUDIT COMMITTEE IS SOLELY RESPONSIBLE FOR THE NOMINATION, APPROVAL, COMPENSATION, EVALUATION AND DISCHARGE OF THE INDEPENDENT PUBLIC ACCOUNTANTS. THE INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS REPORT DIRECTLY TO THE AUDIT COMMITTEE AND THE AUDIT COMMITTEE IS RESPONSIBLE FOR THE RESOLUTION OF DISAGREEMENTS BETWEEN MANAGEMENT AND THE INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS. CONSISTENT WITH SECURITIES AND EXCHANGE COMMISSION REQUIREMENTS, THE AUDIT COMMITTEE HAS ADOPTED A POLICY TO PRE-APPROVE ALL AUDIT AND PERMISSIBLE NON-AUDIT SERVICES PROVIDED BY THE INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS. THE POLICY PROVIDES THAT PRE-APPROVAL IS NOT REQUIRED FOR CERTAIN PERMISSIBLE NON-AUDIT SERVICES OF A DE MINIMIS AMOUNT. THE COMMITTEE MEETS WITH OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, INTERNAL AUDITORS, CHIEF EXECUTIVE OFFICER AND FINANCIAL MANAGEMENT EXECUTIVES TO REVIEW THE SCOPE AND RESULTS OF AUDITS AND RECOMMENDATIONS MADE BY THOSE PERSONS WITH RESPECT TO INTERNAL AND EXTERNAL ACCOUNTING CONTROLS AND SPECIFIC ACCOUNTING AND FINANCIAL REPORTING ISSUES AND TO ASSESS CORPORATE RISK. THE BOARD HAS ADOPTED A WRITTEN CHARTER FOR THE AUDIT COMMITTEE WHICH MAY BE FOUND ON OUR WEBSITE, WWW.NRUCFC.COOP. THE PROCESS HAS NOT CHANGED FROM THE PRIOR PERIOD.

Identifier	Return Reference	Explanation
POLICY OR PROCEDURE REGARDING JOINT VENTURE ARRANGEMENTS	FORM 990, PART VI, QUESTION 16B	AS A LENDER, CFC, FROM TIME TO TIME, MAY HAVE TO FORECLOSE ON THE ASSETS OF A BORROWER. AS PART OF SUCH ACTIONS, THE COMPANY MAY RECEIVE INTERESTS IN JOINT VENTURES WITH TAXABLE ENTITIES. CFC TAKES SUCH INTERESTS ONLY IN THE INTEREST OF MAXIMIZING ITS RECOVERY ON THE LOAN RECEIVABLE. CFC DOES NOT ENTER INTO JOINT VENTURES WITH TAXABLE ENTITIES AS PART OF ITS CORE LENDING BUSINESS. TO DATE, THE COMPANY'S INVESTMENT IN THESE JOINT VENTURES HAS BEEN NOMINAL. CFC HAS DEVELOPED A WRITTEN POLICY THAT REQUIRES THE COMPANY TO EVALUATE ITS PARTICIPATION IN JOINT VENTURE ARRANGEMENTS AND TAKE STEPS TO SAFEGUARD THE COMPANY'S 501(C)(4) TAX EXEMPT STATUS.

SCHEDULE R
(Form 990)

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
NATIONAL RURAL UTILITIES COOPERATIVE
FINANCE CORPORATION

Employer identification number
52-0891669

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

Part I

Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) CFC ADVANTAGE LLC C/O NRUCFC 20701 COOPERATIVE WAY DULLES, VA 20166 20-5755206	BUY AND SELL LOANS	VA	0	27,433	N/A
(2) DENTON REALTY PARTNERS LP C/O NRUCFC 20701 COOPERATIVE WAY DULLES, VA 20166 06-2967876	HOLDING COMPANY	DE	0	13,538,515	DENTON REALTY HOLDINGS LLC AND DENTON REALTY INVESTORS LLC
(3) DENTON REALTY HOLDINGS LLC C/O NRUCFC 20701 COOPERATIVE WAY DULLES, VA 20166 06-1673239	HOLDING COMPANY	DE			N/A
(4) DENTON REALTY INVESTORS LLC C/O NRUCFC 20701 COOPERATIVE WAY DULLES, VA 20166	HOLDING COMPANY	DE			N/A
(5) CARIBBEAN ASSET HOLDINGS LLC C/O NRUCFC 20701 COOPERATIVE WAY DULLES, VA 20166 26-4752447	HOLDING COMPANY	DE	0	306,086,000	N/A
(6) DRP COUNTRY LAKES LLC C/O NRUCFC 20701 COOPERATIVE WAY DULLES, VA 20166 27-2847626	OWN OPERATE MANAGE AND SELL IMPROVE REAL PROPERTY	TX	0	4,538,461	N/A

Part II

Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No

Part III

Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

Part IV

Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end- of-year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No
See Additional Data Table									

Part V

Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity

b Gift, grant, or capital contribution to related organization(s)

c Gift, grant, or capital contribution from related organization(s)

d Loans or loan guarantees to or for related organization(s)

e Loans or loan guarantees by related organization(s)

f Dividends from related organization(s)

g Sale of assets to related organization(s)

h Purchase of assets from related organization(s)

i Exchange of assets with related organization(s)

j Lease of facilities, equipment, or other assets to related organization(s)

k Lease of facilities, equipment, or other assets from related organization(s)

l Performance of services or membership or fundraising solicitations for related organization(s)

m Performance of services or membership or fundraising solicitations by related organization(s)

n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

o Sharing of paid employees with related organization(s)

p Reimbursement paid to related organization(s) for expenses

q Reimbursement paid by related organization(s) for expenses

r Other transfer of cash or property to related organization(s)

s Other transfer of cash or property from related organization(s)

Yes

No

1a Yes

1b No

1c No

1d Yes

1e No

1f No

1g No

1h No

1i No

1j No

1k No

1l No

1m No

1n No

1o No

1p No

1q No

1r No

1s No

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) DTR HOLDINGS LLC	A	4,373,000	ACCRUAL
(2) DTR HOLDINGS LLC	D	45,984,000	NET VALUE
(3) BVI ASSETS HOLDINGS LLC	A	123,000	ACCRUAL
(4) STM ASSET HOLDINGS LLC	A	152,000	ACCRUAL

Schedule R (Form 990) 2012

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

[illegible]

Software ID:
Software Version:
EIN: 52-0891669
Name: NATIONAL RURAL UTILITIES COOPERATIVE
FINANCE CORPORATION

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

Identifier	Return Reference	Explanation	
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Form 990, Schedule R, Part I - Identification of Disregarded Entities

(a) Name, address, and EIN of disregarded entity	(b) Primary Activity	(c) Legal Domicile (State or Foreign Country)	(d) Total income	(e) End-of-year assets	(f) Direct Controlling Entity
CFC ADVANTAGE LLC C/O NRUCFC 20701 COOPERATIVE WAY DULLES, VA 20166 20-5755206	BUY AND SELL LOANS	VA	0	27,433	N/A
DENTON REALTY PARTNERS LP C/O NRUCFC 20701 COOPERATIVE WAY DULLES, VA 20166 06-2967876	HOLDING COMPANY	DE	0	13,538,515	DENTON REALTY HOLDINGS LLC AND DENTON REALTY INVESTORS LLC
DENTON REALTY HOLDINGS LLC C/O NRUCFC 20701 COOPERATIVE WAY DULLES, VA 20166 06-1673239	HOLDING COMPANY	DE			N/A
DENTON REALTY INVESTORS LLC C/O NRUCFC 20701 COOPERATIVE WAY DULLES, VA 20166	HOLDING COMPANY	DE			N/A
CARIBBEAN ASSET HOLDINGS LLC C/O NRUCFC 20701 COOPERATIVE WAY DULLES, VA 20166 26-4752447	HOLDING COMPANY	DE	0	306,086,000	N/A
DRP COUNTRY LAKES LLC C/O NRUCFC 20701 COOPERATIVE WAY DULLES, VA 20166 27-2847626	OWN OPERATE MANAGE AND SELL IMPROVE REAL PROPERTY	TX	0	4,538,461	N/A

Form 990, Schedule R, Part IV - Identification of Related Organizations Taxable as a Corporation or Trust

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end- of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
DTR HOLDINGS LLC C/O CAH 20701 COOPERATIVE WAY DULLES, VA 20166 66-0728522	HOLDING COMPANY	VQ	CARIBBEAN ASSET HOLDINGS LLC	C		247,053,000	100 000 %	Yes	
VI POWERNET LLC C/O DTR HOLDINGS LLC 20701 COOPERAT DULLES, VA 20166 66-0728523	INTERNET SERVICE	VQ	DTR HOLDINGS LLC	C		21,714,681	100 000 %	Yes	
BVI ASSET HOLDINGS LLC C/O CAH 20701 COOPERATIVE WAY DULLES, VA 20166 26-4752636	HOLDING COMPANY	DE	CARIBBEAN ASSET HOLDINGS LLC	C		6,660	100 000 %	Yes	
STM ASSET HOLDINGS LLC C/O CAH 20701 COOPERATIVE WAY DULLES, VA 20166 26-4752724	HOLDING COMPANY	DE	CARIBBEAN ASSET HOLDINGS LLC	C		13,906	100 000 %	Yes	
CARIBBEAN COMMUNICATION CORP C/O DTR HOLDINGS LLC 20701 COOPERAT DULLES, VA 20166 67-0253554	CABLE NETWORKS	VQ	DTR HOLDINGS LLC	C	1,136,241	33,818,680	99 500 %	Yes	
ST CROIX CABLE TV INC C/O DTR HOLDINGS LLC 20701 COOPERAT DULLES, VA 20166 66-0380487	CABLE NETWORKS	VQ	DTR HOLDINGS LLC	C		20,578,232	99 500 %	Yes	
ICC TV INC C/O DTR HOLDINGS LLC 20701 COOPERAT DULLES, VA 20166 66-9572552	TELEVISION	VQ	DTR HOLDINGS LLC	C		1,252,567	99 500 %	Yes	
VITELCOM CELLULAR INC C/O DTR HOLDINGS LLC 20701 COOPERAT DULLES, VA 20166 66-0449394	WIRELESS SERVICE	VQ	DTR HOLDINGS LLC	C		11,859,971	99 500 %	Yes	
VIRGIN ISLANDS TELEPHONE CORPORATION C/O DTR HOLDINGS LLC 20701 COOPERAT DULLES, VA 20166 67-0251357	TELECOMMUNICATION	VQ	DTR HOLDINGS LLC	C	1,677,057	187,674,954	100 000 %	Yes	
INNOVATIVE LONG DISTANCE INC C/O DTR HOLDINGS LLC 20701 COOPERAT DULLES, VA 20166 66-0591568	TELECOMMUNICATION	VQ	DTR HOLDINGS LLC	C	1,175,964	9,005,975	100 000 %	Yes	
GROUP B-200 INC C/O DTR HOLDINGS LLC 20701 COOPERAT DULLES, VA 20166 66-0732664	AIRPLANE HOLDING CO	VQ	DTR HOLDINGS LLC	C		1,659,795	100 000 %	Yes	
BVI CABLE TV LTD C/O BVI ASSETS HOLDINGS LLS 20701 C DULLES, VA 20166 99-9999999	CABLE NETWORKS	VI	BVI ASSETS HOLDINGS LLC			6,215,000	100 000 %	Yes	
CARRIBEAN TELEVIEW SERVICES NV C/O STM ASSETS HOLDINGS LLS 20701 C DULLES, VA 20166 99-9999999	CABLE NETWORKS	VI	STM ASSETS HOLDINGS LLC			13,588,000	100 000 %	Yes	