

FEDERAL AGRICULTURAL MORTGAGE CORP  
Form 10-Q  
November 09, 2010

As filed with the Securities and Exchange Commission on November 9, 2010  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2010

Commission File Number 001-14951

FEDERAL AGRICULTURAL MORTGAGE CORPORATION  
(Exact name of registrant as specified in its charter)

Federally chartered instrumentality  
of the United States  
(State or other jurisdiction of  
incorporation or organization)

52-1578738  
(I.R.S. employer identification number)

1133 Twenty-First Street, N.W., Suite 600  
Washington, D.C.  
(Address of principal executive offices)

20036  
(Zip code)

(202) 872-7700  
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

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

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Large accelerated Accelerated filer   
filer

Non-accelerated Smaller reporting  
filer  company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

As of November 1, 2010 the registrant had 1,030,780 shares of Class A Voting Common Stock, 500,301 shares of Class B Voting Common Stock and 8,750,869 shares of Class C Non-Voting Common Stock outstanding.

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PART I - FINANCIAL INFORMATION

Item 1. Condensed Consolidated Financial Statements

The following information concerning Farmer Mac's interim unaudited condensed consolidated financial statements is included in this report beginning on the pages listed below:

|   |   |
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FEDERAL AGRICULTURAL MORTGAGE CORPORATION AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS  
(unaudited)

|   | September 30,<br>2010 | December 31,<br>2009 |
|---|-----------------------|----------------------|
|   | (in thousands)        |                      |
| <b>Assets:</b>  |                       |                      |
| Cash and cash equivalents   | \$ 453,273            | \$ 654,794           |
| <b>Investment securities:</b>                                       |                       |                      |
| Available-for-sale, at fair value                                   | 1,375,518             | 1,041,923            |
| Trading, at fair value  | 81,913                | 89,972               |
| Total investment securities   | 1,457,431             | 1,131,895            |
| <b>Farmer Mac Guaranteed Securities:</b>                            |                       |                      |
| Available-for-sale, at fair value                                   | 2,434,467             | 2,524,867            |
| Trading, at fair value  | -                     | 874,129              |
| Total Farmer Mac Guaranteed Securities                              | 2,434,467             | 3,398,996            |
| <b>USDA Guaranteed Securities:</b>                                  |                       |                      |
| Available-for-sale, at fair value                                   | 970,901               | -                    |
| Trading, at fair value  | 354,539               | -                    |
| Total USDA Guaranteed Securities                                    | 1,325,440             | -                    |
| <b>Loans:</b>   |                       |                      |
| Loans held for sale, at lower of cost or fair value                 | 981,985               | 666,534              |
| Loans held for investment, at amortized cost                        | 88,498                | 93,478               |
| Loans held for investment in consolidated trusts, at amortized cost | 1,292,716             | -                    |
| Allowance for loan losses   | (9,442)               | (6,292)              |
| Total loans, net of allowance                                       | 2,353,757             | 753,720              |
| Real estate owned, at lower of cost or fair value                   | 3,434                 | 739                  |
| Financial derivatives, at fair value                                | 52,471                | 15,040               |
| Interest receivable   | 67,424                | 67,178               |
| Guarantee and commitment fees receivable                            | 34,058                | 55,016               |
| Deferred tax asset, net   | -                     | 24,146               |
| Prepaid expenses and other assets                                   | 40,987                | 37,289               |
| <b>Total Assets</b>   | <b>\$ 8,222,742</b>   | <b>\$ 6,138,813</b>  |
| <b>Liabilities, Mezzanine Equity and Equity:</b>                    |                       |                      |
| <b>Liabilities:</b>   |                       |                      |
| <b>Notes payable:</b>   |                       |                      |
| Due within one year   | \$ 3,645,811          | \$ 3,662,898         |
| Due after one year  | 2,979,147             | 1,908,713            |
| Total notes payable   | 6,624,958             | 5,571,611            |
| Debt securities of consolidated trusts held by third parties        | 849,430               | -                    |
| Financial derivatives, at fair value                                | 144,715               | 107,367              |
| Accrued interest payable  | 45,094                | 39,562               |
| Guarantee and commitment obligation                                 | 30,922                | 48,526               |
| Accounts payable and accrued expenses                               | 20,239                | 23,445               |
| Deferred tax liability, net   | 2,441                 | -                    |
| Reserve for losses  | 9,575                 | 7,895                |
| <b>Total Liabilities</b>  | <b>7,727,374</b>      | <b>5,798,406</b>     |

## Commitments and Contingencies (Note 5)

## Mezzanine Equity:

|  |   |         |
|--|---|---------|
| Series B redeemable preferred stock, par value \$1,000 per share, 150,000 shares authorized, issued and outstanding as of December 31, 2009 (redemption value \$150,000,000) | - | 144,216 |
|--|---|---------|

## Stockholders' Equity:

## Preferred stock:

|  |        |        |
|--|--------|--------|
| Series C, par value \$1,000 per share, 100,000 shares authorized, 57,578 shares issued and outstanding | 57,578 | 57,578 |
|--|--------|--------|

## Common stock:

|   |       |       |
|---|-------|-------|
| Class A Voting, \$1 par value, no maximum authorization, 1,030,780 shares outstanding | 1,031 | 1,031 |
|---|-------|-------|

|   |     |     |
|---|-----|-----|
| Class B Voting, \$1 par value, no maximum authorization, 500,301 shares outstanding | 500 | 500 |
|---|-----|-----|

|   |       |       |
|---|-------|-------|
| Class C Non-Voting, \$1 par value, no maximum authorization, 8,746,123 shares outstanding as of September 30, 2010 and 8,610,918 shares outstanding as of December 31, 2009 | 8,746 | 8,611 |
|---|-------|-------|

|                            |        |        |
|----------------------------|--------|--------|
| Additional paid-in capital | 99,468 | 97,090 |
|----------------------------|--------|--------|

|  |        |       |
|--|--------|-------|
| Accumulated other comprehensive income | 47,332 | 3,254 |
|--|--------|-------|

|                   |        |        |
|-------------------|--------|--------|
| Retained earnings | 38,860 | 28,127 |
|-------------------|--------|--------|

|                            |         |         |
|----------------------------|---------|---------|
| Total Stockholders' Equity | 253,515 | 196,191 |
|----------------------------|---------|---------|

|  |         |   |
|--|---------|---|
| Non-controlling interest - preferred stock | 241,853 | - |
|--|---------|---|

|              |         |         |
|--------------|---------|---------|
| Total Equity | 495,368 | 196,191 |
|--------------|---------|---------|

|  |              |              |
|--|--------------|--------------|
| Total Liabilities, Mezzanine Equity and Equity | \$ 8,222,742 | \$ 6,138,813 |
|--|--------------|--------------|

See accompanying notes to condensed consolidated financial statements.

FEDERAL AGRICULTURAL MORTGAGE CORPORATION AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS  
(unaudited)

For the Three Months Ended    For the Nine Months Ended  
September 30, September 30, September 30, September 30,  
2010                                  2009                                  2010                                  2009  
(in thousands, except per share amounts)

|   |          |           |           |           |
|---|----------|-----------|-----------|-----------|
| <b>Interest income:</b>                                       |          |           |           |           |
| Investments and cash equivalents                              | \$ 6,430 | \$ 6,345  | \$ 19,303 | \$ 22,303 |
| Farmer Mac and USDA Guaranteed Securities                     | 22,971   | 27,668    | 62,597    | 81,232    |
| Loans   | 29,174   | 8,815     | 94,734    | 28,196    |
| Total interest income   | 58,575   | 42,828    | 176,634   | 131,731   |
| Total interest expense  | 33,526   | 23,031    | 106,360   | 68,593    |
| Net interest income   | 25,049   | 19,797    | 70,274    | 63,138    |
| Provision for loan losses                                     | (412)    | (3,098)   | (1,392)   | (939)     |
| Net interest income after provision for loan losses           | 24,637   | 16,699    | 68,882    | 62,199    |
| <b>Non-interest (loss)/income:</b>                            |          |           |           |           |
| Guarantee and commitment fees                                 | 5,977    | 8,168     | 17,606    | 23,486    |
| (Losses)/gains on financial derivatives                       | (6,864)  | (7,733)   | (28,508)  | 15,506    |
| (Losses)/gains on trading assets                              | (1,722)  | 25,047    | 6,703     | 56,707    |
| Other-than-temporary impairment losses                        | -        | (1,621)   | -         | (3,994)   |
| Gains on sale of available-for-sale investment securities     | 24       | 63        | 264       | 2,913     |
| Gains on sale of loans and Farmer Mac Guaranteed Securities   | -        | -         | -         | 1,581     |
| Lower of cost or fair value adjustment on loans held for sale | (906)    | -         | (3,090)   | -         |
| Other income  | 140      | 874       | 1,180     | 1,209     |
| Non-interest (loss)/income                                    | (3,351)  | 24,798    | (5,845)   | 97,408    |
| <b>Non-interest expense:</b>                                  |          |           |           |           |
| Compensation and employee benefits                            | 4,501    | 2,896     | 11,919    | 10,493    |
| General and administrative                                    | 1,775    | 2,432     | 6,329     | 8,332     |
| Regulatory fees   | 568      | 512       | 1,693     | 1,537     |
| Real estate owned operating costs, net                        | 1,189    | 203       | 1,497     | 208       |
| Provision for losses  | 105      | 89        | 1,680     | 2,079     |
| Non-interest expense  | 8,138    | 6,132     | 23,118    | 22,649    |
| Income before income taxes                                    | 13,148   | 35,365    | 39,919    | 136,958   |
| Income tax expense  | 885      | 13,097    | 5,977     | 47,721    |
| Net income  | 12,263   | 22,268    | 33,942    | 89,237    |
| Less: Net income attributable to non-controlling interest     |          |           |           |           |
| - preferred stock dividends                                   | (5,546)  | -         | (15,160)  | -         |
| Net income attributable to Farmer Mac                         | 6,717    | 22,268    | 18,782    | 89,237    |
| Preferred stock dividends                                     | (720)    | (4,368)   | (3,410)   | (12,434)  |
| Loss on retirement of preferred stock                         | -        | -         | (5,784)   | -         |
| Net income available to common stockholders                   | \$ 5,997 | \$ 17,900 | \$ 9,588  | \$ 76,803 |

Earnings per common share and dividends:

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|   |    |      |    |      |    |      |    |      |
|---|----|------|----|------|----|------|----|------|
| Basic earnings per common share         | \$ | 0.58 | \$ | 1.77 | \$ | 0.94 | \$ | 7.58 |
| Diluted earnings per common share       | \$ | 0.56 | \$ | 1.74 | \$ | 0.91 | \$ | 7.54 |
| Common stock dividends per common share | \$ | 0.05 | \$ | 0.05 | \$ | 0.15 | \$ | 0.15 |

See accompanying notes to condensed consolidated financial statements.

FEDERAL AGRICULTURAL MORTGAGE CORPORATION AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF EQUITY  
(unaudited)

|  | For the Nine Months Ended |            |                    |             |
|--|---------------------------|------------|--------------------|-------------|
|  | September 30, 2010        |            | September 30, 2009 |             |
|  | Shares                    | Amount     | Shares             | Amount      |
|  | (in thousands)            |            |                    |             |
| <b>Preferred stock:</b>  |                           |            |                    |             |
| Balance, beginning of period   | 58                        | \$ 57,578  | 9                  | \$ 9,200    |
| Issuance of Series C preferred stock   | -                         | -          | 48                 | 47,800      |
| Balance, end of period   | 58                        | \$ 57,578  | 57                 | \$ 57,000   |
| <b>Common stock:</b>   |                           |            |                    |             |
| Balance, beginning of period   | 10,142                    | \$ 10,142  | 10,132             | \$ 10,132   |
| Issuance of Class C common stock   | 122                       | 122        | 8                  | 8           |
| Exercise of stock options and SARs   | 13                        | 13         | -                  | -           |
| Balance, end of period   | 10,277                    | \$ 10,277  | 10,140             | \$ 10,140   |
| <b>Additional paid-in capital:</b>   |                           |            |                    |             |
| Balance, beginning of period   |                           | \$ 97,090  |                    | \$ 95,572   |
| Stock-based compensation expense   |                           | 2,187      |                    | 2,160       |
| Issuance of Class C common stock   |                           | 33         |                    | 21          |
| Exercise, vesting and cancellation of stock options<br>SARs and restricted stock                           |                           | 158        |                    | (1,206)     |
| Balance, end of period   |                           | \$ 99,468  |                    | \$ 96,547   |
| <b>Retained earnings/(accumulated deficit):</b>  |                           |            |                    |             |
| Balance, beginning of period   |                           | \$ 28,127  |                    | \$ (52,144) |
| Net income attributable to Farmer Mac  |                           | 18,782     |                    | 89,237      |
| <b>Cash dividends:</b>   |                           |            |                    |             |
| Preferred stock, Series B (\$8.33 per share in 2010 and<br>\$75.00 per share in 2009)                      |                           | (1,250)    |                    | (11,250)    |
| Preferred stock, Series C (\$37.50 per share)  |                           | (2,160)    |                    | (1,184)     |
| Common stock (\$0.15 per share)  |                           | (1,534)    |                    | (1,520)     |
| Loss on retirement of preferred stock  |                           | (5,784)    |                    | -           |
| Cumulative effect of adoption of new accounting standard,<br>net of tax                                    |                           | 2,679      |                    | -           |
| Balance, end of period   |                           | \$ 38,860  |                    | \$ 23,139   |
| <b>Accumulated other comprehensive income/(loss):</b>  |                           |            |                    |             |
| Balance, beginning of period   |                           | \$ 3,254   |                    | \$ (47,412) |
| Change in unrealized gain on available-for-sale securities,<br>net of tax and reclassification adjustments |                           | 44,000     |                    | 65,427      |
| Change in unrealized gain on financial derivatives, net of tax<br>and reclassification adjustments         |                           | 78         |                    | 124         |
| Balance, end of period   |                           | \$ 47,332  |                    | \$ 18,139   |
| Total Stockholders' Equity   |                           | \$ 253,515 |                    | \$ 204,965  |
| <b>Non-controlling interest:</b>   |                           |            |                    |             |
| Balance, beginning of period   |                           | \$ -       |                    | \$ -        |
| Preferred stock - Farmer Mac II LLC  |                           | 241,853    |                    | -           |
| Balance, end of period   |                           | \$ 241,853 |                    | \$ -        |
| Total Equity   |                           | \$ 495,368 |                    | \$ 204,965  |



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|   |           |            |
|---|-----------|------------|
| <b>Comprehensive income:</b>  |           |            |
| Net income  | \$ 33,942 | \$ 89,237  |
| Change in accumulated other comprehensive income, net of tax        | 44,078    | 65,551     |
| Comprehensive income  | 78,020    | 154,788    |
| Less: Comprehensive income attributable to non-controlling interest | 15,160    | -          |
| Total comprehensive income  | \$ 62,860 | \$ 154,788 |

See accompanying notes to condensed consolidated financial statements.

FEDERAL AGRICULTURAL MORTGAGE CORPORATION AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
(unaudited)

For the Nine Months Ended  
September 30, 2010 September 30, 2009  
(in thousands)

|   |             |             |
|---|-------------|-------------|
| Cash flows from operating activities:   |             |             |
| Net income  | \$ 33,942   | \$ 89,237   |
| Adjustments to reconcile net income to net cash (used in)/provided by operating activities:                     |             |             |
| Net amortization of premiums and discounts on loans, investments, and Farmer Mac and USDA Guaranteed Securities | 8,421       | 3,123       |
| Amortization of debt premiums, discounts and issuance costs   | 5,057       | 10,982      |
| Net change in fair value of trading securities, financial derivatives and loans held for sale                   | (5,970)     | (104,312)   |
| Amortization of transition adjustment on financial derivatives  | 120         | 124         |
| Other-than-temporary impairment losses  | -           | 3,994       |
| Gains on sale of loans and Farmer Mac Guaranteed Securities   | -           | (1,581)     |
| Gains on the sale of available-for-sale investment securities   | (264)       | (2,913)     |
| Total provision for losses  | 3,072       | 3,018       |
| Deferred income taxes   | 809         | 73,629      |
| Stock-based compensation expense  | 2,188       | 2,159       |
| Proceeds from repayment and sale of trading investment securities   | 586         | 644         |
| Purchases of loans held for sale  | (404,072)   | (122,421)   |
| Proceeds from repayment of loans held for sale  | 82,988      | 51,896      |
| Net change in:  |             |             |
| (Increase)/decrease in interest receivable  | (246)       | 16,852      |
| Decrease in guarantee and commitment fees receivable  | 20,958      | 6,637       |
| Decrease in other assets  | 522         | 24,287      |
| Increase/(decrease) in accrued interest payable   | 5,532       | (3,082)     |
| (Decrease)/increase in other liabilities  | (17,865)    | 11,725      |
| Net cash (used in)/provided by operating activities   | (264,222)   | 63,998      |
| Cash flows from investing activities:   |             |             |
| Purchases of available-for-sale investment securities   | (626,678)   | (41,721)    |
| Purchases of Farmer Mac Guaranteed Securities   | (1,151,375) | (1,952,704) |
| Purchases of loans held for investment  | (26,367)    | (48,147)    |
| Purchases of defaulted loans  | (5,317)     | (19,631)    |
| Proceeds from repayment of available-for-sale investment securities   | 213,315     | 148,544     |
| Proceeds from repayment of Farmer Mac Guaranteed Securities   | 372,862     | 690,741     |
| Proceeds from repayment of loans held for investment  | 196,424     | 37,308      |
| Proceeds from sale of available-for-sale investment securities  | 92,767      | 207,879     |
| Proceeds from sale of trading securities - fair value option  | 5,013       | -           |
| Proceeds from sale of Farmer Mac Guaranteed Securities  | 18,860      | 24,232      |
| Proceeds from sale of real estate owned   | -           | 31,056      |
| Proceeds from sale of loans   | -           | 358,953     |
| Net cash used in investing activities   | (910,496)   | (563,490)   |
| Cash flows from financing activities:   |             |             |
| Proceeds from issuance of discount notes  | 50,774,678  | 40,680,191  |
| Proceeds from issuance of medium-term notes   | 1,977,609   | 2,962,189   |

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|  |              |              |
|--|--------------|--------------|
| Payments to redeem discount notes  | (50,262,407) | (41,077,281) |
| Payments to redeem medium-term notes                                     | (1,441,590)  | (2,103,000)  |
| Tax benefit from tax deduction in excess of compensation cost recognized | 747          | -            |
| Payments to third parties on debt securities of consolidated trusts      | (147,832)    | -            |
| Proceeds from common stock issuance                                      | 180          | 29           |
| Issuance costs on retirement of preferred stock                          | (5,784)      | -            |
| Proceeds from preferred stock issuance - Farmer Mac II LLC               | 241,853      | -            |
| Proceeds from preferred stock issuance                                   | -            | 47,800       |
| Retirement of Series B Preferred stock                                   | (144,216)    | -            |
| Dividends paid - Non-controlling interest - preferred stock              | (15,097)     | -            |
| Dividends paid on common and preferred stock                             | (4,944)      | (13,954)     |
| Net cash provided by financing activities                                | 973,197      | 495,974      |
| Net decrease in cash and cash equivalents                                | (201,521)    | (3,518)      |
| Cash and cash equivalents at beginning of period                         | 654,794      | 278,412      |
| Cash and cash equivalents at end of period                               | \$ 453,273   | \$ 274,894   |

See accompanying notes to condensed consolidated financial statements.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(unaudited)

Note 1.

Accounting Policies

The interim unaudited condensed consolidated financial statements of the Federal Agricultural Mortgage Corporation (“Farmer Mac” or the “Corporation”) and subsidiaries have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (the “SEC”). These interim unaudited condensed consolidated financial statements reflect all normal and recurring adjustments that are, in the opinion of management, necessary to present a fair statement of the financial position and the results of operations and cash flows of Farmer Mac and subsidiaries for the interim periods presented. Certain information and footnote disclosures normally included in the annual consolidated financial statements have been condensed or omitted as permitted by SEC rules and regulations. The December 31, 2009 condensed consolidated balance sheet presented in this report has been derived from the Corporation’s audited 2009 consolidated financial statements. Management believes that the disclosures are adequate to present fairly the condensed consolidated financial statements as of the dates and for the periods presented. These interim unaudited condensed consolidated financial statements should be read in conjunction with the audited 2009 consolidated financial statements of Farmer Mac and subsidiaries included in the Corporation’s Annual Report on Form 10-K for the year ended December 31, 2009 filed with the SEC on March 16, 2010 (as updated by the Current Report on Form 8-K filed with the SEC on August 4, 2010). Results for interim periods are not necessarily indicative of those that may be expected for the fiscal year. Below is a summary of Farmer Mac’s significant accounting policies.

## (a) Cash and Cash Equivalents and Statements of Cash Flows

Farmer Mac considers highly liquid investment securities with maturities at the time of purchase of three months or less to be cash equivalents. The carrying value of cash and cash equivalents is a reasonable estimate of their fair value. Changes in the balance of cash and cash equivalents are reported in the condensed consolidated statements of cash flows. The following table sets forth information regarding certain cash and non-cash transactions for the nine months ended September 30, 2010 and 2009.

|  | For the Nine Months Ended |                    |
|--|---------------------------|--------------------|
|  | September 30, 2010        | September 30, 2009 |
|  | (in thousands)            |                    |
| Cash paid during the period for:   |                           |                    |
| Interest   | \$ 57,746                 | \$ 58,994          |
| Income taxes   | 12,500                    | 10,500             |
| Non-cash activity:   |                           |                    |
| Real estate owned acquired through foreclosure   | 4,643                     | 41,086             |
| Loans acquired and securitized as Farmer Mac Guaranteed Securities   | 2,185                     | 17,224             |
| Consolidation of Farmer Mac I Guaranteed Securities from off-balance sheet to loans held for investment in consolidated trusts   | 1,402,556                 | -                  |
| Consolidation of Farmer Mac I Guaranteed Securities from off-balance sheet to debt securities of consolidated trusts held by third parties                                   | 1,402,556                 | -                  |
| Transfers of available-for-sale Farmer Mac I Guaranteed Securities to loans held for investment in consolidated trusts, upon the adoption of new consolidation guidance      | 5,385                     | -                  |
| Transfers of trading Farmer Mac Guaranteed Securities - Rural Utilities to loans held for investment in consolidated trusts, upon the adoption of new consolidation guidance | 451,448                   | -                  |
| Deconsolidation of loans held for investment in consolidated trusts - transferred to off-balance sheet   |                           |                    |
| Farmer Mac I Guaranteed Securities   | 414,462                   | -                  |
| Deconsolidation of debt securities of consolidated trusts held by third parties - transferred to off-balance sheet   |                           |                    |
| Farmer Mac I Guaranteed Securities   | 414,462                   | -                  |
| Transfers of Farmer Mac I Guaranteed Securities to loans held for sale   | -                         | 288,012            |
| Transfers of loans held for investment to loans held for sale  | -                         | 617,072            |
| Exchange of GSE preferred stock - transfer from trading to available-for-sale  | -                         | 90,657             |

## (b) Allowance for Losses

As of September 30, 2010, Farmer Mac maintained an allowance for losses to cover estimated probable losses on loans held and loans underlying Long Term Standby Purchase Commitments ("LTSPCs"), Farmer Mac I Guaranteed Securities and Farmer Mac Guaranteed Securities – Rural Utilities.

The allowance for losses is increased through periodic provisions for loan losses that are charged against net interest income and provisions for losses that are charged to non-interest expense and is reduced by charge-offs for actual losses, net of recoveries. Negative provisions, or releases of allowance for losses, are recorded in the event that the estimate of probable losses as of the end of a period is lower than the estimate at the beginning of the period.



Farmer Mac's methodology for determining its allowance for losses incorporates the Corporation's automated loan classification system. That system scores loans based on criteria such as historical repayment performance, indicators of current financial condition, loan seasoning, loan size and loan-to-value ratio. For the purposes of the loss allowance methodology, the loans in the Farmer Mac I portfolio and loans underlying Farmer Mac I Guaranteed Securities and LTSPCs have been scored and classified for each calendar quarter since first quarter 2000. The allowance methodology captures the migration of loan scores across concurrent and overlapping three-year time horizons and calculates loss rates separately within each loan classification for (1) loans underlying LTSPCs and (2) loans held and loans underlying Farmer Mac I Guaranteed Securities. The calculated loss rates are applied to the current classification distribution of unimpaired loans in Farmer Mac's portfolio to estimate inherent losses, on the assumption that the historical credit losses and trends used to calculate loss rates will continue in the future. Management evaluates this assumption by taking into consideration factors, including:

- economic conditions;
- geographic and agricultural commodity/product concentrations in the portfolio;
- the credit profile of the portfolio;
- delinquency trends of the portfolio;
- historical charge-off and recovery activities of the portfolio; and
- other factors to capture current portfolio trends and characteristics that differ from historical experience.

Management believes that its use of this methodology produces a reliable estimate of probable losses, as of the balance sheet date, for all loans held in the Farmer Mac I portfolio and loans underlying Farmer Mac I Guaranteed Securities and LTSPCs, in accordance with the standard on accounting for contingencies issued by the Financial Accounting Standards Board ("FASB").

Farmer Mac separately evaluates the rural utilities loans it owns, as well as the lender obligations and loans underlying or securing its Farmer Mac Guaranteed Securities – Rural Utilities, to determine if there are probable losses inherent in those assets. As of September 30, 2010, there were no delinquencies and no probable losses inherent in Farmer Mac's rural utilities loans held or in any Farmer Mac Guaranteed Securities – Rural Utilities.

Farmer Mac also analyzes assets in its portfolio for impairment in accordance with the FASB standard on measuring individual impairment of a loan. Farmer Mac's impaired assets include:

- non-performing assets (loans 90 days or more past due, in foreclosure, restructured, in bankruptcy – including loans performing under either their original loan terms or a court-approved bankruptcy plan – and real estate owned ("REO"));
- loans for which Farmer Mac has adjusted the timing of borrowers' payment schedules, but still expects to collect all amounts due and has not made economic concessions; and
- additional performing loans that have previously been delinquent or are secured by real estate that produces agricultural commodities or products currently under stress.

For loans with an updated appraised value, other updated collateral valuation or management's estimate of discounted collateral value, this analysis includes the measurement of the fair value of the underlying collateral for individual loans relative to the total recorded investment, including principal, interest and advances. In the event that the collateral value does not support the total recorded investment, Farmer Mac provides a specific allowance for the difference between the recorded investment and its fair value, less estimated costs to liquidate the collateral. For the remaining impaired assets without updated valuations, this analysis is performed in the aggregate in consideration of the similar risk characteristics of the assets and historical statistics.

As of September 30, 2010, Farmer Mac individually analyzed \$57.7 million of its \$103.4 million of impaired assets for collateral shortfalls against updated appraised values, other updated collateral valuations or discounted values. Farmer Mac evaluated the remaining \$45.7 million of impaired assets for which updated valuations were not available in the aggregate in consideration of their similar risk characteristics and historical statistics. Farmer Mac's specific allowance for under-collateralized assets was \$2.9 million as of September 30, 2010 and \$0.6 million as of December 31, 2009. Farmer Mac's non-specific or general allowances were \$16.1 million as of September 30, 2010 and \$13.6 million as of December 31, 2009.

Farmer Mac recognized interest income of approximately \$0.6 million and \$1.5 million on impaired loans during the three and nine months ended September 30, 2010, respectively, compared to \$0.4 million and \$2.0 million, respectively, during the same periods in 2009. During the three and nine months ended September 30, 2010, Farmer Mac's average investment in impaired loans was \$125.4 million and \$109.0 million, respectively, compared to \$184.6 million and \$168.0 million, respectively, for the same periods in 2009.

The table below summarizes the components of Farmer Mac's allowance for losses as of September 30, 2010 and December 31, 2009:

|  | September 30,<br>2010 | December 31,<br>2009 |
|--|-----------------------|----------------------|
|  | (in thousands)        |                      |
| Allowance for loan losses                            | \$ 9,442              | \$ 6,292             |
| Reserve for losses:                                  |                       |                      |
| Off-balance sheet Farmer Mac I Guaranteed Securities | 984                   | 2,033                |
| LTSPCs   | 8,591                 | 5,862                |
| Total allowance for losses                           | \$ 19,017             | \$ 14,187            |



The following table summarizes the changes in the components of Farmer Mac's allowance for losses for the three and nine months ended September 30, 2010 and 2009:

|                                    | September 30, 2010              |                       |                                  | September 30, 2009              |                       |                                  |
|------------------------------------|---------------------------------|-----------------------|----------------------------------|---------------------------------|-----------------------|----------------------------------|
|                                    | Allowance<br>for Loan<br>Losses | Reserve<br>for Losses | Total<br>Allowance<br>for Losses | Allowance<br>for Loan<br>Losses | Reserve<br>for Losses | Total<br>Allowance<br>for Losses |
| (in thousands)                     |                                 |                       |                                  |                                 |                       |                                  |
| <b>For the Three Months Ended:</b> |                                 |                       |                                  |                                 |                       |                                  |
| Beginning balance                  | \$ 9,495                        | \$ 9,470              | \$ 18,965                        | \$ 1,810                        | \$ 7,496              | \$ 9,306                         |
| Provision for losses               | 412                             | 105                   | 517                              | 3,098                           | 89                    | 3,187                            |
| Charge-offs                        | (465)                           | -                     | (465)                            | (16)                            | -                     | (16)                             |
| Recoveries                         | -                               | -                     | -                                | -                               | -                     | -                                |
| Ending balance                     | \$ 9,442                        | \$ 9,575              | \$ 19,017                        | \$ 4,892                        | \$ 7,585              | \$ 12,477                        |
| <b>For the Nine Months Ended:</b>  |                                 |                       |                                  |                                 |                       |                                  |
| Beginning balance                  | \$ 6,292                        | \$ 7,895              | \$ 14,187                        | \$ 10,929                       | \$ 5,506              | \$ 16,435                        |
| Provision for losses               | 1,392                           | 1,680                 | 3,072                            | 939                             | 2,079                 | 3,018                            |
| Charge-offs                        | (465)                           | -                     | (465)                            | (7,741)                         | -                     | (7,741)                          |
| Recoveries                         | 2,223                           | -                     | 2,223                            | 765                             | -                     | 765                              |
| Ending balance                     | \$ 9,442                        | \$ 9,575              | \$ 19,017                        | \$ 4,892                        | \$ 7,585              | \$ 12,477                        |

Upon the adoption of new consolidation guidance on January 1, 2010, Farmer Mac reclassified \$2.0 million from the reserve for losses to the allowance for loan losses as a result of Farmer Mac being determined the primary beneficiary of certain variable interest entities ("VIEs") with beneficial interests owned by third party investors. In June 2010, Farmer Mac deconsolidated certain VIEs with beneficial interests owned by third party investors because Farmer Mac was no longer determined to be the primary beneficiary. This deconsolidation did not result in a material reclassification from the allowance for loan losses to the reserve for losses during second quarter 2010. Consolidated interests in VIEs with beneficial interests owned by third party investors are presented as "Loans held for investment in consolidated trusts" on Farmer Mac's condensed consolidated balance sheets. Upon deconsolidation, Farmer Mac classifies these interests as off-balance sheet Farmer Mac Guaranteed Securities.

No allowance for losses has been provided for AgVantage securities, securities issued under the Farmer Mac II program ("Farmer Mac II Guaranteed Securities"), or USDA Guaranteed Securities. Each AgVantage security is a general obligation of an issuing institution approved by Farmer Mac and is collateralized by eligible loans in an amount at least equal to the outstanding principal amount of the security. Farmer Mac excludes the loans that secure AgVantage securities from the credit risk metrics it discloses because of the credit quality of the issuing institutions, the collateralization level for the securities, and because delinquent loans are required to be removed from the pool of pledged loans and replaced with current eligible loans. As of September 30, 2010, there were no probable losses inherent in Farmer Mac's AgVantage securities due to the credit quality of the obligors, as well as the underlying collateral. As of September 30, 2010, Farmer Mac had not experienced any credit losses on any AgVantage securities. The guaranteed portions ("USDA-guaranteed portions") of certain agricultural, rural development, business & industry and community facilities loans presented as "USDA Guaranteed Securities," as well as those USDA-guaranteed portions that collateralize Farmer Mac II Guaranteed Securities, are guaranteed by the United States Department of Agriculture ("USDA"). Each USDA guarantee is an obligation backed by the full faith and credit of the United States. As of September 30, 2010, neither Farmer Mac nor Farmer Mac II LLC had experienced any credit losses on any USDA Guaranteed Securities held or on any Farmer Mac II Guaranteed Securities.



(c) Financial Derivatives

Farmer Mac enters into transactions involving financial derivatives principally to protect against risk from the effects of market price or interest rate movements on the value of certain assets, future cash flows or debt issuance, not for trading or speculative purposes. Farmer Mac enters into interest rate swap contracts to adjust the characteristics of its short-term debt to match more closely the cash flow and duration characteristics of its longer-term loans and other assets, and also to adjust the characteristics of its long-term debt to match more closely the cash flow and duration characteristics of its short-term assets, thereby reducing interest rate risk and often times deriving an overall lower effective cost of borrowing than would otherwise be available to Farmer Mac in the conventional debt market. Farmer Mac also recognizes certain contracts and commitments as derivatives when the characteristics of those contracts and commitments meet the definition of a derivative.

Farmer Mac manages the interest rate risk related to loans it has committed to acquire, but has not yet purchased and permanently funded, through the use of forward sale contracts on the debt of other government-sponsored enterprises (“GSEs”), futures contracts involving U.S. Treasury securities and interest rate swap contracts. Farmer Mac uses forward sale contracts on GSE securities to reduce its interest rate exposure to changes in both U.S. Treasury rates and spreads on Farmer Mac debt. The notional amounts of these contracts are determined based on a duration-matched hedge ratio between the hedged item and the hedge instrument. Gains or losses generated by these hedge transactions should offset changes in funding costs.

All financial derivatives are recorded on the balance sheet at fair value as a freestanding asset or liability. Farmer Mac does not designate its financial derivatives as fair value hedges or cash flow hedges; therefore, the changes in the fair values of financial derivatives are reported as gains or losses on financial derivatives in the condensed consolidated statements of operations without any corresponding changes in the fair values of the hedged items.

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The following tables summarize information related to Farmer Mac's financial derivatives as of September 30, 2010 and December 31, 2009:

|                                    | September 30, 2010     |                  |                        |                           |                               |                                |  |
|------------------------------------|------------------------|------------------|------------------------|---------------------------|-------------------------------|--------------------------------|--|
|                                    | Notional Amount        | Fair Value Asset | Fair Value (Liability) | Weighted-Average Pay Rate | Weighted-Average Receive Rate | Weighted-Average Forward Price | Weighted-Average Remaining Life (in years) |
|                                    | (dollars in thousands) |                  |                        |                           |                               |                                |  |
| <b>Interest rate swaps:</b>        |                        |                  |                        |                           |                               |                                |  |
| Pay fixed callable                 | \$ 26,235              | \$ -             | \$ (291)               | 5.42%                     | 0.42%                         |                                | 7.24                                       |
| Pay fixed non-callable             | 1,215,137              | 26               | (140,806)              | 4.80%                     | 0.40%                         |                                | 3.82                                       |
| Receive fixed callable             | 40,000                 | 14               | -                      | 0.29%                     | 0.57%                         |                                | 0.87                                       |
| Receive fixed non-callable         | 2,358,083              | 53,387           | (29)                   | 0.55%                     | 1.56%                         |                                | 1.74                                       |
| Basis swaps                        | 229,991                | 71               | (3,666)                | 1.52%                     | 0.46%                         |                                | 2.00                                       |
| Credit default swaps               | 30,000                 | 25               | (3)                    | 1.00%                     | 0.00%                         |                                | 1.30                                       |
| Agency forwards                    | 117,254                | -                | (866)                  |                           |                               | 104.85                         |  |
| Treasury futures                   | 1,700                  | -                | 1                      |                           |                               | 126.12                         |  |
| Credit valuation adjustment        | -                      | (1,052)          | 945                    |                           |                               |                                |  |
| <b>Total financial derivatives</b> | <b>\$ 4,018,400</b>    | <b>\$ 52,471</b> | <b>\$ (144,715)</b>    |                           |                               |                                |  |

|                                    | December 31, 2009      |                  |                        |                           |                               |                                |  |
|------------------------------------|------------------------|------------------|------------------------|---------------------------|-------------------------------|--------------------------------|--|
|                                    | Notional Amount        | Fair Value Asset | Fair Value (Liability) | Weighted-Average Pay Rate | Weighted-Average Receive Rate | Weighted-Average Forward Price | Weighted-Average Remaining Life (in years) |
|                                    | (dollars in thousands) |                  |                        |                           |                               |                                |  |
| <b>Interest rate swaps:</b>        |                        |                  |                        |                           |                               |                                |  |
| Pay fixed callable                 | \$ 65,686              | \$ -             | \$ (1,725)             | 5.70%                     | 0.27%                         |                                | 7.78                                       |
| Pay fixed non-callable             | 1,236,156              | 5                | (99,913)               | 4.95%                     | 0.26%                         |                                | 4.62                                       |
| Receive fixed callable             | 300,000                | 236              | -                      | 0.09%                     | 0.54%                         |                                | 0.76                                       |
| Receive fixed non-callable         | 2,262,714              | 14,298           | (2,815)                | 0.41%                     | 1.80%                         |                                | 2.25                                       |
| Basis swaps                        | 262,177                | 294              | (3,673)                | 1.63%                     | 0.61%                         |                                | 2.39                                       |
| Credit default swaps               | 30,000                 | -                | (214)                  | 1.00%                     | 0.00%                         |                                | 2.14                                       |
| Agency forwards                    | 75,511                 | 453              | -                      |                           |                               | 101.22                         |  |
| Treasury futures                   | 20,500                 | 3                | -                      |                           |                               | 115.47                         |  |
| Credit valuation adjustment        | -                      | (249)            | 973                    |                           |                               |                                |  |
| <b>Total financial derivatives</b> | <b>\$ 4,252,744</b>    | <b>\$ 15,040</b> | <b>\$ (107,367)</b>    |                           |                               |                                |  |

In the normal course of business, collateral requirements contained in Farmer Mac's derivative contracts are enforced by Farmer Mac and its counterparties. Upon enforcement of the collateral requirements, the amount of collateral

posted is typically based on the net fair value of all derivative contracts with the counterparty, i.e., derivative assets net of derivative liabilities at the counterparty level. If Farmer Mac were to be in violation of certain provisions of the derivative contracts, the related counterparty could request payment or full collateralization on the derivative contracts. As of September 30, 2010, the fair value of Farmer Mac's derivatives in a net liability position at the counterparty level, which includes accrued interest but excludes any adjustment for nonperformance risk, was \$109.6 million. As of September 30, 2010, Farmer Mac posted assets with a fair value of \$31.2 million as collateral for its derivatives in net liability positions. If Farmer Mac had breached certain provisions of the derivative contracts as of September 30, 2010, it could have been required to settle its obligations under the agreements or post additional collateral of \$78.4 million.

The following table summarizes the effects of Farmer Mac's financial derivatives on the condensed consolidated statements of operations for the three and nine months ended September 30, 2010 and 2009:

|   | (Losses)/Gains on Financial Derivatives |                    |                           |                    |
|---|---|--------------------|---------------------------|--------------------|
|   | For the Three Months Ended              |                    | For the Nine Months Ended |                    |
|   | September 30, 2010                      | September 30, 2009 | September 30, 2010        | September 30, 2009 |
|   | (in thousands)                          |                    |                           |                    |
| Interest rate swaps                               | \$ (5,243)                              | \$ (6,409)         | \$ (24,634)               | \$ 17,971          |
| Agency forwards                                   | (1,089)                                 | (1,223)            | (3,026)                   | (2,301)            |
| Treasury futures                                  | (96)                                    | (47)               | (737)                     | 28                 |
| Credit default swaps                              | (396)                                   | -                  | 9                         | -                  |
|   | (6,824)                                 | (7,679)            | (28,388)                  | 15,698             |
| Amortization of derivatives transition adjustment | (40)                                    | (54)               | (120)                     | (192)              |
| <b>Total</b>                                      | <b>\$ (6,864)</b>                       | <b>\$ (7,733)</b>  | <b>\$ (28,508)</b>        | <b>\$ 15,506</b>   |

As of September 30, 2010 and December 31, 2009, Farmer Mac had approximately \$32,000 of net after-tax unrealized gains and \$0.1 million of net after-tax unrealized losses on financial derivatives, respectively, included in accumulated other comprehensive income related to the financial derivatives transition adjustment. These amounts will be reclassified into earnings in the same period or periods during which the hedged forecasted transactions (either the payment of interest or the issuance of discount notes) affect earnings or immediately when it becomes probable that the original hedged forecasted transaction will not occur within two months of the originally specified date. Over the next 12 months, Farmer Mac estimates that \$39,000 of unrealized losses currently reported in accumulated other comprehensive income will be reclassified into earnings.

As of September 30, 2010, Farmer Mac had outstanding basis swaps with Zions First National Bank, a related party, with a total notional amount of \$85.0 million and a fair value of \$(3.6) million, compared to \$105.2 million and \$(3.7) million, respectively, as of December 31, 2009. Under the terms of those basis swaps, Farmer Mac pays Constant Maturity Treasury-based rates and receives LIBOR. Those swaps economically hedge most of the interest rate basis risk related to loans Farmer Mac purchases that pay a Constant Maturity Treasury based-rate and the discount notes Farmer Mac issues to fund the loan purchases (the pricing of discount notes is closely correlated to LIBOR rates). Farmer Mac recorded unrealized gains on those outstanding basis swaps for the three and nine months ended September 30, 2010 of \$0.1 million and \$32,000 respectively, compared to unrealized losses of \$0.6 million and \$0.2 million, respectively, for the same periods in 2009.

## (d) Earnings Per Common Share

Basic earnings per common share is based on the weighted-average number of shares of common stock outstanding. Diluted earnings per common share is based on the weighted-average number of shares of common stock outstanding adjusted to include all potentially dilutive common stock options, stock appreciation rights ("SARs") and nonvested restricted stock awards. The following schedule reconciles basic and diluted earnings per common share ("EPS") for the three and nine months ended September 30, 2010 and 2009:

|  | For the Three Months Ended |               |                 |                    |               |                 |
|--|----------------------------|---------------|-----------------|--------------------|---------------|-----------------|
|  | September 30, 2010         |               |                 | September 30, 2009 |               |                 |
|  | Net<br>Income              | Shares        | \$ per<br>Share | Net<br>Income      | Shares        | \$ per<br>Share |
| (in thousands, except per share amounts)     |                            |               |                 |                    |               |                 |
| <b>Basic EPS</b>                             |                            |               |                 |                    |               |                 |
| Net income available to common stockholders  | \$ 5,997                   | 10,277        | \$ 0.58         | \$ 17,900          | 10,140        | \$ 1.77         |
| <b>Effect of dilutive securities:</b>        |                            |               |                 |                    |               |                 |
| Stock options, SARs and restricted stock (1) |                            | 388           | (0.02)          |                    | 146           | (0.03)          |
| <b>Diluted EPS</b>                           | <b>\$ 5,997</b>            | <b>10,665</b> | <b>\$ 0.56</b>  | <b>\$ 17,900</b>   | <b>10,286</b> | <b>\$ 1.74</b>  |

(1) For the three months ended September 30, 2010 and 2009, stock options and SARs of 1,354,800 and 1,590,965, respectively, were outstanding but not included in the computation of diluted earnings per share of common stock because they were anti-dilutive. For the three months ended September 30, 2010, 126,000 contingent shares of nonvested restricted stock were outstanding but not included in the computation of diluted earnings per share because the performance conditions were not met.

|  | For the Nine Months Ended                |               |                |                    |               |                |
|--|--|---------------|----------------|--------------------|---------------|----------------|
|  | September 30, 2010                       |               |                | September 30, 2009 |               |                |
|  | Net                                      | Shares        | \$ per         | Net                | Shares        | \$ per         |
|  | Income                                   |               | Share          | Income             |               | Share          |
|  | (in thousands, except per share amounts) |               |                |                    |               |                |
| <b>Basic EPS</b>                             |  |               |                |                    |               |                |
| Net income available to common stockholders  | \$ 9,588                                 | 10,211        | \$ 0.94        | \$ 76,803          | 10,138        | \$ 7.58        |
| <b>Effect of dilutive securities:</b>        |  |               |                |                    |               |                |
| Stock options, SARs and restricted stock (1) |  | 365           | (0.03)         |                    | 49            | (0.04)         |
| <b>Diluted EPS</b>                           | <b>\$ 9,588</b>                          | <b>10,576</b> | <b>\$ 0.91</b> | <b>\$ 76,803</b>   | <b>10,187</b> | <b>\$ 7.54</b> |

(1) For the nine months ended September 30, 2010 and 2009, stock options and SARs of 1,528,938 and 1,784,912, respectively, were outstanding but not included in the computation of diluted earnings per share of common stock because they were anti-dilutive. For the nine months ended September 30, 2010, 111,500 contingent shares of nonvested restricted stock were outstanding but not included in the computation of diluted earnings per share because the performance conditions were not met.

(e) Stock-Based Compensation

Farmer Mac's 2008 Omnibus Incentive Compensation Plan authorizes the grants of restricted stock, stock options and SARs, among other alternative forms of equity-based compensation, to directors, officers and other employees. SARs awarded to officers and employees vest annually in thirds. No SARs to directors are outstanding. If not exercised or terminated earlier due to the termination of employment, SARs granted to officers or employees expire after ten years. For all SARs granted, the exercise price is equal to the closing price of Farmer Mac's Class C Non-Voting Common Stock on the date of grant. SARs granted to officers during 2010 have exercise prices of \$12.20 per share. As of September 30, 2010, there are no outstanding SARs awarded to directors. Restricted stock awarded to directors during 2010 vests fully after approximately one year. Restricted stock awarded to officers during 2010 vests after approximately three years and only vests if certain performance conditions are met. Restricted stock awards granted to both directors and officers are not issued until full vesting occurs.

For the three and nine months ended September 30, 2010, Farmer Mac recognized \$0.7 million and \$2.2 million, respectively, of compensation expense related to stock options, SARs and restricted stock, compared to \$0.6 million and \$2.2 million, respectively, for the same periods in 2009.



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The following tables summarize activity related to stock options, SARs and nonvested restricted stock awards for the three and nine months ended September 30, 2010 and 2009:

|  | September 30, 2010              |   | September 30, 2009              |   |
|--|---------------------------------|---|---------------------------------|---|
|  | Stock<br>Options<br>and<br>SARs | Weighted-<br>Average<br>Exercise<br>Price | Stock<br>Options<br>and<br>SARs | Weighted-<br>Average<br>Exercise<br>Price |
| <b>For the Three Months Ended:</b>                             |                                 |   |                                 |   |
| Outstanding, beginning of period                               | 1,923,050                       | \$ 21.53                                  | 1,755,965                       | \$ 23.06                                  |
| Granted  | -                               | -   | -                               | -   |
| Exercised  | -                               | -   | -                               | -   |
| Canceled   | (48,250)                        | 25.43                                     | (1,500)                         | 22.94                                     |
| Outstanding, end of period                                     | 1,874,800                       | \$ 21.43                                  | 1,754,465                       | \$ 23.06                                  |
| <b>For the Nine Months Ended:</b>                              |                                 |   |                                 |   |
| Outstanding, beginning of period                               | 1,799,465                       | \$ 22.68                                  | 2,237,711                       | \$ 25.54                                  |
| Granted  | 247,000                         | 12.20                                     | 165,000                         | 5.93                                      |
| Exercised  | (21,331)                        | 13.15                                     | -                               | -   |
| Canceled   | (150,334)                       | 22.34                                     | (648,246)                       | 27.27                                     |
| Outstanding, end of period                                     | 1,874,800                       | \$ 21.43                                  | 1,754,465                       | \$ 23.06                                  |
| Stock options and SARs<br>exercisable at the end of the period | 1,440,211                       | \$ 24.53                                  | 1,398,262                       | \$ 25.17                                  |

|                                    | September 30, 2010               |  | September 30, 2009               |  |
|------------------------------------|----------------------------------|--|----------------------------------|--|
|                                    | Nonvested<br>Restricted<br>Stock | Weighted-<br>Average<br>Grant-date<br>Fair Value | Nonvested<br>Restricted<br>Stock | Weighted-<br>Average<br>Grant-date<br>Fair Value |
| <b>For the Three Months Ended:</b> |                                  |  |                                  |  |
| Outstanding, beginning of period   | 181,986                          | \$ 9.66  | 200,548                          | \$ 5.93  |
| Granted                            | -                                | -  | -                                | -  |
| Canceled                           | -                                | -  | -                                | -  |
| Vested and issued                  | -                                | -  | -                                | -  |
| Outstanding, end of period         | 181,986                          | \$ 9.66  | 200,548                          | \$ 5.93  |
| <b>For the Nine Months Ended:</b>  |                                  |  |                                  |  |
| Outstanding, beginning of period   | 200,548                          | \$ 5.93  | -                                | \$ -   |
| Granted                            | 111,085                          | 12.28  | 200,548                          | 5.93   |
| Canceled                           | (11,599)                         | 8.15   | -                                | -  |
| Vested and issued                  | (118,048)                        | 5.93   | -                                | -  |
| Outstanding, end of period         | 181,986                          | \$ 9.66  | 200,548                          | \$ 5.93  |

The cancellations of stock options, SARs and nonvested restricted stock during the first nine months of 2010 were due to unvested SARs and nonvested restricted stock terminating in accordance with the provisions of the applicable plans upon directors' or officers' departures from Farmer Mac and vested options terminating unexercised on their expiration date. The cancellations of stock options and SARs during the first nine months of 2009 were due to unvested options or SARs terminating and the cancellation of a portion of vested options upon employees' and officers' departures from

Farmer Mac.

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For the three and nine months ended September 30, 2010, adjustments to additional paid-in capital from exercises or expiration of stock options and SARs and the vesting or expiration of restricted stock was \$(0.1) million and \$0.2 million, respectively. The reduction of income taxes to be paid as a result of the deduction for exercises of stock options and SARs and the vesting or accelerated tax elections of restricted stock was \$0.9 million for the nine months ended September 30, 2010. There were no exercises of stock options or SARS during the comparable periods in 2009.

The following tables summarize information regarding stock options, SARs and nonvested restricted stock outstanding as of September 30, 2010:

| Range of Exercise Prices | Outstanding            |   | Exercisable            |   | Vested or Expected to Vest |   |
|--------------------------|------------------------|---|------------------------|---|----------------------------|---|
|                          | Stock Options and SARs | Weighted-Average Remaining Contractual Life | Stock Options and SARs | Weighted-Average Remaining Contractual Life | Stock Options and SARs     | Weighted-Average Remaining Contractual Life |
| \$5.00 - \$ 9.99         | 273,000                | 8.5 years                                   | 113,003                | 8.4 years                                   | 245,001                    | 8.5 years                                   |
| 10.00 - 14.99            | 247,000                | 9.5 years                                   | -                      | -   | 222,300                    | 9.5 years                                   |
| 15.00 - 19.99            | 73,291                 | 3.9 years                                   | 73,291                 | 3.9 years                                   | 73,291                     | 3.9 years                                   |
| 20.00 - 24.99            | 483,457                | 3.9 years                                   | 483,457                | 3.9 years                                   | 483,457                    | 3.9 years                                   |
| 25.00 - 29.99            | 584,384                | 4.0 years                                   | 556,792                | 3.8 years                                   | 581,424                    | 4.0 years                                   |
| 30.00 - 34.99            | 213,668                | 1.4 years                                   | 213,668                | 1.4 years                                   | 213,668                    | 1.4 years                                   |
|                          | 1,874,800              |   | 1,440,211              |   | 1,819,141                  |   |

| Weighted-Average Grant-Date Fair Value | Outstanding                |   | Expected to Vest           |   |
|--|----------------------------|---|----------------------------|---|
|  | Nonvested Restricted Stock | Weighted-Average Remaining Contractual Life | Nonvested Restricted Stock | Weighted-Average Remaining Contractual Life |
| \$5.00 - \$ 9.99                       | 75,000                     | 1.5 years                                   | 67,500                     | 1.5 years                                   |
| 10.00 - 14.99                          | 104,287                    | 1.5 years                                   | 93,858                     | 1.5 years                                   |
| 15.00 - 19.99                          | 2,699                      | 0.5 years                                   | 2,426                      | 0.5 years                                   |
|  | 181,986                    |   | 163,784                    |   |

The weighted-average grant date fair value of SARs granted during the nine months ended September 30, 2010 and 2009 were \$8.31 and \$4.12 per share, respectively. The weighted-average grant date fair value of nonvested shares granted during the nine months ended September 30, 2010 and 2009 were \$12.28 and \$5.93 per share, respectively. The fair values for SARs were estimated using the Black-Scholes option pricing model based on the following assumptions:

|                               | 2010    | 2009    |
|-------------------------------|---------|---------|
| Risk-free interest rate       | 3.3%    | 1.5%    |
| Expected years until exercise | 7 years | 7 years |
| Expected stock volatility     | 88.3%   | 104.3%  |
| Dividend yield                | 1.8%    | 3.4%    |



(f) Fair Value Measurement

Effective January 1, 2008, Farmer Mac adopted new accounting guidance for fair value measurements. The guidance defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date and establishes a fair value hierarchy that ranks the quality and reliability of the inputs to valuation techniques used to measure fair value. The hierarchy gives highest rank to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest rank to unobservable inputs (level 3 measurements).

Farmer Mac's assessment of the significance of the input to the fair value measurement requires judgment, and considers factors specific to the financial instrument. Both observable and unobservable inputs may be used to determine the fair value of positions that Farmer Mac has classified within the level 3 category. As a result, the unrealized gains and losses for assets and liabilities within the level 3 category may include changes in fair value that were attributable to both observable inputs (e.g., changes in market interest rates) and unobservable inputs (e.g., changes in long-dated volatilities).

See Note 7 for more information regarding fair value measurement.

(g) Consolidation of Variable Interest Entities

Farmer Mac has interests in various entities that are considered to be VIEs. These interests include investments in securities issued by VIEs, such as Farmer Mac agricultural mortgage-backed securities created pursuant to Farmer Mac's securitization transactions and mortgage and asset-backed trusts that Farmer Mac did not create. Effective January 1, 2010, Farmer Mac adopted two new accounting standards that eliminated the concept of qualifying special purpose entities ("QSPEs") and amended the accounting for transfers of financial assets and the consolidation model for VIEs. All formerly designated QSPEs were evaluated for consolidation in accordance with the new consolidation model, which changed the method of analyzing which party to a VIE should consolidate the VIE. The new consolidation model uses a qualitative evaluation that requires consolidation of an entity when the reporting enterprise both (1) has the power to direct matters which significantly impact the activities and success of the entity, and (2) has exposure to benefits and/or losses that could potentially be significant to the entity. The reporting enterprise that meets both these conditions is deemed the primary beneficiary of the VIE.

The new consolidation standard requires the incremental assets and liabilities consolidated upon adoption to initially be reported at their carrying amounts. Carrying amount refers to the amount at which the assets and liabilities would have been carried in the consolidated financial statements if the new guidance had been effective when Farmer Mac first met the conditions to be the primary beneficiary of the VIE. If determining the carrying amounts is not practicable, the assets and liabilities of the VIE shall be measured at fair value at the date the new standards first apply. For the outstanding trusts consolidated effective January 1, 2010, Farmer Mac initially recorded the assets and liabilities on the consolidated balance sheet at their carrying amounts, adjusted, where applicable, for fair value option elections that had been made previously. Accrued interest and allowance for losses have also been recognized as appropriate.

Although these new accounting standards did not change the economic risk to Farmer Mac's business, specifically Farmer Mac's liquidity, credit and interest rate risks, the adoption of these new accounting standards had a significant impact on the presentation of Farmer Mac's consolidated financial statements. On the consolidated balance sheet, there was an increase in loans held for investment, interest receivable, debt and accrued interest payable, and a decrease in available-for-sale and trading Farmer Mac Guaranteed Securities, the reclassification of a portion of the reserve for losses to allowance for loan losses, and the elimination of the guarantee and commitment fees receivable and guarantee and commitment obligations related to the consolidated trusts. On the income statement, there was an increase in interest income and interest expense attributable to the assets and liabilities of the consolidated trusts and a reclassification of a portion of guarantee fee income to interest income.

The VIEs in which Farmer Mac has a variable interest are limited to securitization trusts. The major judgment in determining if Farmer Mac is the primary beneficiary was whether Farmer Mac had the power to direct the activities of the trust that potentially had the most significant impact on the economic performance of the trust. Generally, the ability to make decisions regarding default mitigation was evidence of that power. Farmer Mac determined that it was the primary beneficiary for the securitization trusts related to most Farmer Mac I and all Rural Utilities securitization transactions because of its rights as guarantor under both programs to control the default mitigation activities of the trusts. For certain securitization trusts created when loans subject to LTSPCs were converted to Farmer Mac I Guaranteed Securities, Farmer Mac determined that it was not the primary beneficiary since the power to make decisions regarding default mitigation was shared among unrelated parties. For similar securitization transactions where the power to make decisions regarding default mitigation was shared with a related party, Farmer Mac determined that it was the primary beneficiary because the applicable accounting guidance does not permit parties within a related party group to conclude that the power is shared.

For those trusts that Farmer Mac is the primary beneficiary, the assets and liabilities are presented on the condensed consolidated balance sheet as "Loans held for investment in consolidated trusts" and "Debt securities of consolidated trusts held by third parties," respectively. These assets can only be used to satisfy the obligations of the related trust.

For those trusts where Farmer Mac has a variable interest but has not been determined to be the primary beneficiary, Farmer Mac's interests are presented as either "Farmer Mac Guaranteed Securities" or "Investment securities" on the condensed consolidated balance sheets. Farmer Mac's involvement in on-balance sheet VIEs classified as Farmer Mac Guaranteed Securities include securitization trusts under the Farmer Mac II program and trusts related to AgVantage securities. In the case of Farmer Mac II trusts, Farmer Mac was not determined to be the primary beneficiary because it does not have the decision-making power over default mitigation activities. For the AgVantage trusts, Farmer Mac currently does not have the power to direct the activities that have the most significant economic impact to the trust unless, as guarantor, there is a default by the issuer of the trust securities. Should there be a default, Farmer Mac would reassess whether it is the primary beneficiary of those trusts. For VIEs classified as investment securities, which include auction-rate certificates, asset-backed securities and GSE-guaranteed mortgage-backed securities, Farmer Mac was determined not to be the primary beneficiary because of the lack of voting rights or other powers to direct the activities of the trust. As of September 30, 2010, the Farmer Mac Guaranteed Securities trusts and investment securities trusts have carrying amounts on the condensed consolidated balance sheet totaling \$639.3 million and \$517.7 million, respectively, which is Farmer Mac's maximum exposure to loss. In addition, Farmer Mac has a variable interest in off-balance sheet VIEs, which include a guarantee of timely payment of principal and interest, totaling \$3.3 billion as of September 30, 2010.

(h) New Accounting Standards

Accounting for Transfers of Financial Assets

On December 23, 2009, the FASB issued an Accounting Standards Update (“ASU”), which codifies recent accounting guidance related to transfers of financial assets. The new guidance eliminates the concept of a QSPE, changes the requirements for derecognizing financial assets and enhances information reported to financial statement users by increasing the transparency or disclosures about transfers of financial assets and an entity’s continuing involvement with transferred financial assets. Farmer Mac adopted the ASU on January 1, 2010 and the impact of adoption was not material to Farmer Mac’s financial position, results of operations or cash flows.

Variable Interest Entities

On December 23, 2009, the FASB issued an ASU, which codifies recent accounting guidance on consolidation of VIEs. The new guidance replaces the quantitative-based risks-and-rewards calculation for determining which reporting entity, if any, has a controlling financial interest in a VIE with an approach focused on identifying which reporting entity has (1) the power to direct the activities of a VIE that most significantly affect the entity’s economic performance and (2) the obligation to absorb losses of, or the right to receive benefits from, the entity. The ASU requires additional disclosures about a reporting entity’s involvement with VIEs and about any significant changes in risk exposure as a result of that involvement. Farmer Mac adopted this ASU on January 1, 2010, which resulted in the consolidation of assets and liabilities onto Farmer Mac’s balance sheet in connection with trusts that previously qualified for the QSPE exception. Additionally, interest income and interest expense related to the consolidated assets and liabilities of the trusts are reflected in the statement of operations.

As of December 31, 2009, Farmer Mac disclosed the impact of adopting the new consolidation standard as an increase in consolidated assets of \$292.8 million, requiring incremental regulatory capital of \$5.9 million, and an increase in retained earnings of \$2.6 million. Upon adoption, Farmer Mac reassessed its securitization trusts created when loans subject to LTSPCs were converted to Farmer Mac I Guaranteed Securities in consideration of the related party relationship with certain counterparties to these transactions and concluded that additional trusts required consolidation. The actual impact upon adoption was an increase in consolidated assets of \$1.5 billion, which resulted in an incremental capital requirement of \$30.4 million. The transition adjustment upon adoption did not change significantly from the reported amount, increasing retained earnings by \$2.7 million, which is presented in the Condensed Consolidated Statements of Equity as “Cumulative effect of adoption of new accounting standard, net of tax.”

#### Accounting Standards Update on Fair Value Measurements and Disclosures

On January 21, 2010, the FASB issued a new accounting standard, which amends FASB guidance on fair value measurements and disclosures to add new requirements for disclosures about transfers into and out of levels 1 and 2 and separate disclosures about purchases, sales, issuance, and settlements relating to level 3 measurements. The new standard also clarifies existing fair value disclosures about the level of disaggregation and about inputs and valuation techniques used to measure fair value. The ASU is effective for first quarter 2010 reporting except for the level 3 activity disclosures, which are effective in first quarter 2011. Adoption of the new accounting guidance did not have a significant impact on Farmer Mac's fair value disclosures or on its financial position, results of operations or cash flows.

#### Effect of a Loan Modification When the Loan Is Part of a Pool That Is Accounted for as a Single Asset

On April 29, 2010, the FASB issued ASU 2010-18, Effect of a Loan Modification When the Loan Is Part of a Pool That Is Accounted for as a Single Asset, which established that modifications of loans that are accounted for within a pool under the guidance for acquisitions of credit-impaired loans do not result in the removal of those loans from the pool, even if the modification of those loans would otherwise be considered a troubled debt restructuring. Loans accounted for individually under the guidance for acquisitions of credit-impaired loans continue to be subject to the accounting provisions for troubled debt restructurings. The ASU is effective for third quarter 2010 reporting. Adoption of ASU 2010-18 did not have a material effect on Farmer Mac's financial position, results of operations or cash flows.

#### Embedded Credit Derivatives

On March 5, 2010, the FASB issued ASU 2010-11, Scope Exception Related to Embedded Credit Derivatives, which amends and clarifies the accounting for credit derivatives embedded in interests in securitized financial assets. The new guidance addresses situations where an embedded credit derivative requires bifurcation and separate measurement. The ASU was effective for third quarter 2010. Adoption of ASU 2010-11 did not have a material effect on Farmer Mac's financial position, results of operations or cash flows.

#### Credit Quality of Financing Receivables and the Allowance for Credit Losses

On July 21, 2010, the FASB issued ASU 2010-20, Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses, which requires more robust and disaggregated disclosures to assist financial statement users in understanding more clearly an entity's credit risk exposures to finance receivables and the related allowance for credit losses. The new and amended disclosure requirements focus on five areas: nonaccrual and past due loans; allowance for credit losses; impaired loans; credit quality information; and modifications. The disclosures that relate to information as of the end of a reporting period will be effective for periods ending on or after December 15, 2010 and information related to activity that occurs during a reporting period will be effective for the first interim or annual period beginning after December 15, 2010. Since ASU 2010-20 only requires additional disclosures, it will not have an impact on Farmer Mac's financial position, results of operations or cash flows.



(i) Reclassifications

Certain reclassifications of prior period information were made to conform to the current period presentation.

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## Note 2.

## Investment Securities

The following tables present the amortized cost and estimated fair values of Farmer Mac's investments as of September 30, 2010 and December 31, 2009.

|   | Amortized<br>Cost | September 30, 2010  |                      | Fair Value       |
|---|-------------------|---------------------|----------------------|------------------|
|   |                   | Unrealized<br>Gains | Unrealized<br>Losses |                  |
| (in thousands)  |                   |                     |                      |                  |
| <b>Available-for-sale:</b>  |                   |                     |                      |                  |
| Floating rate auction-rate certificates backed by Government guaranteed student loans | \$ 74,100         | \$ -                | \$ (8,414)           | \$ 65,686        |
| Floating rate asset-backed securities   | 11,714            | 7                   | (4)                  | 11,717           |
| Floating rate corporate debt securities   | 154,385           | 521                 | (495)                | 154,411          |
| Floating rate Government/GSE guaranteed mortgage-backed securities                    | 428,863           | 5,373               | (329)                | 433,907          |
| Fixed rate GSE guaranteed mortgage-backed securities                                  | 4,714             | 314                 | -                    | 5,028            |
| Floating rate GSE subordinated debt   | 70,000            | -                   | (15,544)             | 54,456           |
| Fixed rate GSE preferred stock  | 80,082            | 5,876               | -                    | 85,958           |
| Fixed rate senior agency debt   | 5,495             | 3                   | -                    | 5,498            |
| Fixed rate U.S. Treasuries  | 558,519           | 338                 | -                    | 558,857          |
| <b>Total available-for-sale</b>   | <b>1,387,872</b>  | <b>12,432</b>       | <b>(24,786)</b>      | <b>1,375,518</b> |

| <b>Trading:</b>                       |                     |                  |                    |                     |
|---------------------------------------|---------------------|------------------|--------------------|---------------------|
| Floating rate asset-backed securities | 6,122               | -                | (4,753)            | 1,369               |
| Fixed rate GSE preferred stock        | 83,999              | -                | (3,455)            | 80,544              |
| <b>Total trading</b>                  | <b>90,121</b>       | <b>-</b>         | <b>(8,208)</b>     | <b>81,913</b>       |
| <b>Total investment securities</b>    | <b>\$ 1,477,993</b> | <b>\$ 12,432</b> | <b>\$ (32,994)</b> | <b>\$ 1,457,431</b> |

|   | Amortized<br>Cost | December 31, 2009   |                      | Fair Value       |
|---|-------------------|---------------------|----------------------|------------------|
|   |                   | Unrealized<br>Gains | Unrealized<br>Losses |                  |
| (in thousands)  |                   |                     |                      |                  |
| <b>Available-for-sale:</b>  |                   |                     |                      |                  |
| Floating rate auction-rate certificates backed by Government guaranteed student loans | \$ 74,100         | \$ -                | \$ (1,216)           | \$ 72,884        |
| Floating rate asset-backed securities   | 58,157            | 26                  | (40)                 | 58,143           |
| Floating rate corporate debt securities   | 246,758           | 267                 | (1,420)              | 245,605          |
| Floating rate Government/GSE guaranteed mortgage-backed securities                    | 404,452           | 1,188               | (1,419)              | 404,221          |
| Fixed rate GSE guaranteed mortgage-backed securities                                  | 6,248             | 289                 | -                    | 6,537            |
| Floating rate GSE subordinated debt   | 70,000            | -                   | (22,438)             | 47,562           |
| Fixed rate GSE preferred stock  | 90,543            | -                   | (1,332)              | 89,211           |
| Fixed rate U.S. Treasuries  | 117,810           | -                   | (50)                 | 117,760          |
| <b>Total available-for-sale</b>   | <b>1,068,068</b>  | <b>1,770</b>        | <b>(27,915)</b>      | <b>1,041,923</b> |

| <b>Trading:</b>                       |        |   |         |        |
|---------------------------------------|--------|---|---------|--------|
| Floating rate asset-backed securities | 6,708  | - | (4,884) | 1,824  |
| Fixed rate GSE preferred stock        | 89,637 | - | (1,489) | 88,148 |

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|                             |              |          |             |              |
|-----------------------------|--------------|----------|-------------|--------------|
| Total trading               | 96,345       | -        | (6,373)     | 89,972       |
| Total investment securities | \$ 1,164,413 | \$ 1,770 | \$ (34,288) | \$ 1,131,895 |

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During the three and nine months ended September 30, 2010, Farmer Mac did not recognize in earnings any other-than-temporary impairment charges, compared to charges of \$1.6 million and \$2.7 million, respectively, for the same periods in 2009. The other-than-temporary impairment charges in 2009 were related to investments in HSBC Finance and CIT Group, Inc. corporate debt securities and Fannie Mae floating rate preferred stock.

During the three months ended September 30, 2010, Farmer Mac received \$23.6 million from the sale of securities from its available-for-sale investment portfolio, resulting in gross realized gains of \$26,000 and gross realized losses of \$2,000, compared to proceeds of \$54.8 million for the same period in 2009, resulting in gross realized gains of \$1.0 million and gross realized losses of \$0.9 million. During the nine months ended September 30, 2010, Farmer Mac received proceeds of \$92.8 million from the sale of securities from its available-for-sale investment portfolio, resulting in gross realized gains of \$0.5 million and gross realized losses of \$0.2 million, compared to proceeds of \$207.9 million for the same period in 2009, resulting in gross realized gains of \$4.1 million and gross realized losses of \$1.2 million.

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As of September 30, 2010 and December 31, 2009, unrealized losses on available-for-sale investment securities were as follows:

|   | September 30, 2010                               |                 |  |                 |
|---|--|-----------------|--|-----------------|
|   | Available-for-Sale Securities                    |                 |  |                 |
|   | Unrealized loss position for less than 12 months |                 | Unrealized loss position for more than 12 months |                 |
|   | Fair Value                                       | Unrealized Loss | Fair Value                                       | Unrealized Loss |
| (in thousands)  |  |                 |  |                 |
| Floating rate corporate debt securities   | \$ -   | \$ -            | \$ 99,503  | \$ (495)        |
| Floating rate asset-backed securities   | -  | -               | 3,913  | (4)             |
| Floating rate auction-rate certificates backed by Government guaranteed student loans | -  | -               | 65,686   | (8,414)         |
| Floating rate Government/GSE guaranteed mortgage-backed securities                    | 34,040   | (269)           | 15,157   | (60)            |
| Floating rate GSE subordinated debt   | -  | -               | 54,456   | (15,544)        |
| Total   | \$ 34,040  | \$ (269)        | \$ 238,715                                       | \$ (24,517)     |

|   | December 31, 2009                                |                 |  |                 |
|---|--|-----------------|--|-----------------|
|   | Available-for-Sale Securities                    |                 |  |                 |
|   | Unrealized loss position for less than 12 months |                 | Unrealized loss position for more than 12 months |                 |
|   | Fair Value                                       | Unrealized Loss | Fair Value                                       | Unrealized Loss |
| (in thousands)  |  |                 |  |                 |
| Floating rate corporate debt securities   | \$ -   | \$ -            | \$ 182,745                                       | \$ (1,420)      |
| Floating rate asset-backed securities   | -  | -               | 17,319   | (40)            |
| Floating rate auction-rate certificates backed by Government guaranteed student loans | -  | -               | 72,884   | (1,216)         |
| Floating rate Government/GSE guaranteed mortgage-backed securities                    | 116,754  | (645)           | 121,877  | (774)           |
| Floating rate GSE subordinated debt   | -  | -               | 47,562   | (22,438)        |
| Fixed rate GSE preferred stock  | 89,211   | (1,332)         | -  | -               |
| Fixed rate U.S. Treasuries  | 117,760  | (50)            | -  | -               |
| Total   | \$ 323,725                                       | \$ (2,027)      | \$ 442,387                                       | \$ (25,888)     |

The temporary unrealized losses presented above are principally due to a general widening of credit spreads from the dates of acquisition to September 30, 2010 and December 31, 2009, as applicable. The resulting decreases in fair values reflect an increase in the perceived risk by the financial markets related to those securities. As of September 30, 2010, all of the investment securities in an unrealized loss position were rated at least "A" by a nationally recognized statistical rating organization. As of December 31, 2009, all of the investment securities in an unrealized loss position were rated at least "A," except one that was not rated. The unrealized losses were on 37 and 86 individual investment securities as of September 30, 2010 and December 31, 2009, respectively.



As of September 30, 2010, 33 of the securities in loss positions had been in loss positions for more than 12 months and had a total unrealized loss of \$24.5 million. As of December 31, 2009, 73 of the securities in loss positions had been in loss positions for more than 12 months and had a total unrealized loss of \$25.9 million. Securities in unrealized loss positions 12 months or more have a fair value as of September 30, 2010 that is, on average, approximately 91 percent of their amortized cost basis. Farmer Mac believes that all these unrealized losses are recoverable within a reasonable period of time through changes in credit spreads or maturity and expects to recover the amortized cost basis of these securities. Accordingly, Farmer Mac has concluded that none of the unrealized losses on these available-for-sale investment securities represent other-than-temporary impairment as of September 30, 2010. Farmer Mac does not intend to sell these securities and it is not more likely than not that Farmer Mac will be required to sell the securities before recovery of the amortized cost basis.

Farmer Mac did not own any held-to-maturity investments as of September 30, 2010 and 2009. As of September 30, 2010, Farmer Mac owned trading investments with an amortized cost of \$90.1 million, a fair value of \$81.9 million, and a weighted-average yield of 8.12 percent. The amortized cost, fair value and weighted-average yield of investments by remaining contractual maturity for available-for-sale investment securities as of September 30, 2010 are set forth below. Asset-backed and mortgage-backed securities are included based on their final maturities, although the actual maturities may differ due to prepayments of the underlying assets or mortgages.

Investment Securities Available-for-Sale  
as of September 30, 2010

| Amortized<br>Cost | Fair Value | Weighted-<br>Average Yield |
|-------------------|------------|----------------------------|
|-------------------|------------|----------------------------|

(dollars in thousands)

|  |                     |                     |              |
|--|---------------------|---------------------|--------------|
| Due within one year                    | \$ 588,416          | \$ 589,005          | 0.05%        |
| Due after one year through five years  | 140,915             | 140,678             | 0.64%        |
| Due after five years through ten years | 94,607              | 96,392              | 2.82%        |
| Due after ten years                    | 563,934             | 549,443             | 2.67%        |
| <b>Total</b>                           | <b>\$ 1,387,872</b> | <b>\$ 1,375,518</b> | <b>1.37%</b> |

## Note 3. Farmer Mac Guaranteed Securities and USDA Guaranteed Securities

The following table sets forth information about on-balance sheet Farmer Mac Guaranteed Securities and USDA Guaranteed Securities as of September 30, 2010 and December 31, 2009.

|                                  | September 30, 2010     |                           |              |
|----------------------------------|------------------------|---------------------------|--------------|
|                                  | Available-<br>for-Sale | Trading<br>(in thousands) | Total        |
| Farmer Mac I                     | \$ 608,794             | \$ -                      | \$ 608,794   |
| Farmer Mac II                    | 41,980                 | -                         | 41,980       |
| Rural Utilities                  | 1,783,693              | -                         | 1,783,693    |
| Farmer Mac Guaranteed Securities | 2,434,467              | -                         | 2,434,467    |
| USDA Guaranteed Securities       | 970,901                | 354,539                   | 1,325,440    |
| Total                            | \$ 3,405,368           | \$ 354,539                | \$ 3,759,907 |
| Amortized cost                   | \$ 3,331,151           | \$ 352,467                | \$ 3,683,618 |
| Unrealized gains                 | 74,702                 | 2,072                     | 76,774       |
| Unrealized losses                | (485)                  | -                         | (485)        |
| Fair value                       | \$ 3,405,368           | \$ 354,539                | \$ 3,759,907 |

|                   | December 31, 2009      |                           |              |
|-------------------|------------------------|---------------------------|--------------|
|                   | Available-<br>for-Sale | Trading<br>(in thousands) | Total        |
| Farmer Mac I      | \$ 56,864              | \$ -                      | \$ 56,864    |
| Farmer Mac II     | 764,792                | 422,681                   | 1,187,473    |
| Rural Utilities   | 1,703,211              | 451,448                   | 2,154,659    |
| Total             | \$ 2,524,867           | \$ 874,129                | \$ 3,398,996 |
| Amortized cost    | \$ 2,493,644           | \$ 817,631                | \$ 3,311,275 |
| Unrealized gains  | 39,657                 | 56,569                    | 96,226       |
| Unrealized losses | (8,434)                | (71)                      | (8,505)      |
| Fair value        | \$ 2,524,867           | \$ 874,129                | \$ 3,398,996 |

The temporary unrealized losses presented above are principally due to changes in interest rates from the date of acquisition to September 30, 2010 and December 31, 2009, as applicable. As of September 30, 2010 and December 31, 2009, the unrealized losses presented above are related to Farmer Mac II and USDA Guaranteed Securities, which are backed by the full faith and credit of the United States. Therefore, Farmer Mac has concluded that none of the unrealized losses on its available-for-sale Farmer Mac II and USDA Guaranteed Securities represent other-than-temporary impairment as of September 30, 2010 and December 31, 2009. Farmer Mac does not intend to sell these securities and it is not more likely than not that Farmer Mac will be required to sell the securities before recovery of the amortized cost basis.



Upon the adoption of new consolidation guidance on January 1, 2010, Farmer Mac determined itself to be the primary beneficiary of certain VIEs where Farmer Mac held beneficial interests in trusts used as vehicles for the securitization of agricultural real estate mortgage loans or rural utilities loans. Prior to 2010, Farmer Mac presented these beneficial interests as “Farmer Mac Guaranteed Securities” on the condensed consolidated balance sheets. Upon consolidation, Farmer Mac transferred these assets from “Farmer Mac Guaranteed Securities” to “Loans held for investment in consolidated trusts.” The transferred assets on January 1, 2010 included Farmer Mac Guaranteed Securities – Rural Utilities with an unpaid principal balance of \$412.9 million and a fair value of \$455.6 million and Farmer Mac I Guaranteed Securities with an unpaid principal balance of \$5.3 million and a fair value of \$5.6 million.

On January 25, 2010, Farmer Mac contributed substantially all of the assets comprising the Farmer Mac II program, in excess of \$1.1 billion, to Farmer Mac’s subsidiary, Farmer Mac II LLC. The assets that Farmer Mac contributed to Farmer Mac II LLC consisted primarily of USDA-guaranteed portions that had not been securitized by Farmer Mac (i.e., transferred to a trust from which Farmer Mac II Guaranteed Securities were issued) but also included \$35.0 million of Farmer Mac II Guaranteed Securities. Farmer Mac did not guarantee the timely payment of principal and interest on the \$1.1 billion of contributed USDA-guaranteed portions. The contributed USDA-guaranteed portions had previously been presented as Farmer Mac II Guaranteed Securities on the condensed consolidated financial statements of Farmer Mac and are now presented as USDA Guaranteed Securities on the condensed consolidated balance sheets. The assets of Farmer Mac II LLC would be available to creditors of Farmer Mac only after all obligations owed to creditors of and equity holders in Farmer Mac II LLC had been satisfied.

Farmer Mac realized no gains or losses from the sale of Farmer Mac and USDA Guaranteed Securities for the three and nine months ended September 30, 2010 and 2009.

The table below presents a sensitivity analysis for the Corporation’s on-balance sheet Farmer Mac and USDA Guaranteed Securities as of September 30, 2010 and December 31, 2009.

|  | September 30,<br>2010  | December 31,<br>2009 |
|--|------------------------|----------------------|
|  | (dollars in thousands) |                      |
| Fair value of beneficial interests retained in Farmer Mac and USDA Guaranteed Securities | \$ 3,759,907           | \$ 3,398,996         |
| Weighted-average remaining life (in years)   | 3.2                    | 3.7                  |
| Weighted-average prepayment speed (annual rate)  | 5.2%                   | 3.8%                 |
| Effect on fair value of a 10% adverse change   | \$ (1,385)             | \$ (18)              |
| Effect on fair value of a 20% adverse change   | \$ (2,658)             | \$ (36)              |
| Weighted-average discount rate   | 2.4%                   | 2.8%                 |
| Effect on fair value of a 10% adverse change   | \$ (20,115)            | \$ (22,081)          |
| Effect on fair value of a 20% adverse change   | \$ (40,424)            | \$ (44,531)          |

These sensitivities are hypothetical. Changes in fair value based on 10 percent or 20 percent variations in assumptions generally cannot be extrapolated because the relationship of the change in assumptions to the change in fair value may not be linear. Also, the effect of a variation in a particular assumption on the fair values is calculated without changing any other assumption. In fact, changes in one factor may result in changes in another (for example, increases in market interest rates may result in lower prepayments), which might amplify or counteract the sensitivities.



The table below presents the outstanding principal balances for Farmer Mac loans, LTSPCs and Farmer Mac and USDA Guaranteed Securities as of September 30, 2010 and December 31, 2009.

| Outstanding Balance of Farmer Mac Loans and Loans Underlying<br>Farmer Mac and USDA Guaranteed Securities and LTSPCs |                       |                      |
|--|-----------------------|----------------------|
|  | September 30,<br>2010 | December 31,<br>2009 |
| (in thousands)   |                       |                      |
| <b>On-balance sheet:</b>   |                       |                      |
| <b>Farmer Mac I:</b>   |                       |                      |
| Loans  | \$ 875,709            | \$ 733,422           |
| <b>Loans held in trusts:</b>   |                       |                      |
| Beneficial interests owned by Farmer Mac   | 3,781                 | 5,307                |
| Beneficial interests owned by third party investors  | 847,794               | -                    |
| Farmer Mac Guaranteed Securities - AgVantage   | 591,500               | 48,800               |
| <b>Farmer Mac II:</b>  |                       |                      |
| USDA Guaranteed Securities   | 1,278,814             | -                    |
| Farmer Mac Guaranteed Securities   | 42,921                | 1,164,996            |
| <b>Rural Utilities:</b>  |                       |                      |
| Loans  | 198,921               | 28,644               |
| <b>Loans held in trusts:</b>   |                       |                      |
| Beneficial interests owned by Farmer Mac   | 400,228               | 412,948              |
| Farmer Mac Guaranteed Securities - AgVantage   | 1,737,200             | 1,675,000            |
| <b>Total on-balance sheet</b>  | <b>\$ 5,976,868</b>   | <b>\$ 4,069,117</b>  |
| <b>Off-balance sheet:</b>  |                       |                      |
| <b>Farmer Mac I:</b>   |                       |                      |
| AgVantage  | \$ 2,945,000          | \$ 2,945,000         |
| LTSPCs   | 1,697,578             | 2,165,706            |
| Farmer Mac Guaranteed Securities   | 795,400               | 1,492,239            |
| <b>Farmer Mac II:</b>  |                       |                      |
| Farmer Mac Guaranteed Securities   | 44,258                | 34,802               |
| <b>Rural Utilities:</b>  |                       |                      |
| AgVantage  | 17,104                | 14,240               |
| <b>Total off-balance sheet</b>   | <b>\$ 5,499,340</b>   | <b>\$ 6,651,987</b>  |
| <b>Total</b>   | <b>\$ 11,476,208</b>  | <b>\$ 10,721,104</b> |

When particular criteria are met, such as the default of the borrower, Farmer Mac becomes entitled to purchase the defaulted loans underlying Farmer Mac Guaranteed Securities (commonly referred to as "removal-of-account" provisions). Farmer Mac records all such defaulted loans at their unpaid principal balance during the period in which Farmer Mac becomes entitled to purchase the loans and therefore gains effective control over the transferred loans. Considering the low loan-to-value ratios in its portfolio, Farmer Mac believes that it is probable at the acquisition of these loans that it will be able to collect all contractually required payments receivable. Subsequent to the purchase, such defaulted loans are treated as nonaccrual loans and, therefore, interest is accounted for on the cash basis. Any decreases in expected cash flows are recognized as impairment. The following table presents information related to Farmer Mac's acquisition of defaulted loans for the three and nine months ended September 30, 2010 and 2009 and the

outstanding balances and carrying amounts of all such loans as of September 30, 2010 and December 31, 2009, respectively.

-30-

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For the Three Months Ended    For the Nine Months Ended  
 September 30, 2010    September 30, 2009    September 30, 2010    September 30, 2009  
 (in thousands)

|   |    |       |    |        |    |       |    |        |
|---|----|-------|----|--------|----|-------|----|--------|
| Unpaid principal balance at acquisition date      | \$ | 1,914 | \$ | 14,029 | \$ | 5,317 | \$ | 19,666 |
| Contractually required payments receivable        |    | 1,965 |    | 14,029 |    | 5,435 |    | 19,675 |
| Impairment recognized subsequent to acquisition   |    | 376   |    | 16     |    | 2,116 |    | 7,741  |
| Recovery/release of allowance for defaulted loans |    | 10    |    | -      |    | 2,934 |    | -      |

September 30,    December 31,  
 2010    2009  
 (in thousands)

|                     |    |        |    |        |
|---------------------|----|--------|----|--------|
| Outstanding balance | \$ | 34,619 | \$ | 50,409 |
| Carrying amount     |    | 30,502 |    | 29,994 |

Net credit losses and 90-day delinquencies as of and for the periods indicated for Farmer Mac I Guaranteed Securities, loans and LTSPCs are presented in the table below. Information is not presented for loans underlying AgVantage securities, USDA Guaranteed Securities, Farmer Mac II Guaranteed Securities, or rural utilities loans held or underlying Farmer Mac Guaranteed Securities – Rural Utilities. Each AgVantage security is a general obligation of an issuing institution approved by Farmer Mac and is secured by eligible loans in an amount at least equal to the outstanding principal amount of the security. Farmer Mac excludes the loans that secure AgVantage securities from the credit risk metrics it discloses because of the credit quality of the issuing institutions, the collateralization level for the securities, and because delinquent loans are required to be removed from the pool of pledged loans and replaced with current eligible loans. As of September 30, 2010, there were no probable losses inherent in Farmer Mac’s AgVantage securities due to the credit quality of the obligors, as well as the underlying collateral. As of September 30, 2010, Farmer Mac had not experienced any credit losses on any AgVantage securities. The USDA-guaranteed portions presented as USDA Guaranteed Securities, as well as those that collateralize Farmer Mac II Guaranteed Securities, are guaranteed by the USDA. Each USDA guarantee is an obligation backed by the full faith and credit of the United States. As of September 30, 2010, neither Farmer Mac nor Farmer Mac II LLC had experienced any credit losses on any USDA Guaranteed Securities or Farmer Mac II Guaranteed Securities. As of September 30, 2010, there were no delinquencies and no probable losses inherent in Farmer Mac’s rural utilities loans held or in any Farmer Mac Guaranteed Securities – Rural Utilities. As of September 30, 2010, Farmer Mac had not experienced any credit losses on any of those loans or securities.

|                                  | 90-Day<br>Delinquencies (1)    |                               |                                | Net Credit<br>(Recoveries)/Losses (2)                      |          |
|----------------------------------|--------------------------------|-------------------------------|--------------------------------|--|----------|
|                                  | As of<br>September 30,<br>2010 | As of<br>December 31,<br>2009 | As of<br>September 30,<br>2009 | For the Nine Months Ended<br>September 30,<br>2010<br>2009 |          |
|                                  | (in thousands)                 |                               |                                |  |          |
| <b>On-balance sheet assets:</b>  |                                |                               |                                |  |          |
| <b>Farmer Mac I:</b>             |                                |                               |                                |  |          |
| Loans                            | \$ 40,846                      | \$ 35,470                     | \$ 47,288                      | \$ (275)   | \$ 6,976 |
| Total on-balance sheet           | \$ 40,846                      | \$ 35,470                     | \$ 47,288                      | \$ (275)   | \$ 6,976 |
| <b>Off-balance sheet assets:</b> |                                |                               |                                |  |          |
| <b>Farmer Mac I:</b>             |                                |                               |                                |  |          |
| LTSPCs                           | \$ 23,954                      | \$ 14,056                     | \$ 12,150                      | \$ -   | \$ -     |
| Guaranteed Securities            | -                              | -                             | -                              | -  | -        |
| Total off-balance sheet          | \$ 23,954                      | \$ 14,056                     | \$ 12,150                      | \$ -   | \$ -     |
| Total                            | \$ 64,800                      | \$ 49,526                     | \$ 59,438                      | \$ (275)   | \$ 6,976 |

(1) Includes loans and loans underlying Farmer Mac I Guaranteed Securities and LTSPCs that are 90 days or more past due, in foreclosure, restructured after delinquency, and in bankruptcy, excluding loans performing under either their original loan terms or a court-approved bankruptcy plan.

(2) Includes loans and loans underlying Farmer Mac I Guaranteed Securities, LTSPCs and REO.

## Note 4. Comprehensive Income

Comprehensive income represents all changes in stockholders' equity except those resulting from investments by or distributions to stockholders, and is comprised primarily of net income and unrealized gains and losses on securities available-for-sale, net of related taxes. The following table sets forth Farmer Mac's comprehensive income for the three and nine months ended September 30, 2010 and 2009:

|  | For the Three Months Ended |                       | For the Nine Months Ended |                       |
|--|----------------------------|-----------------------|---------------------------|-----------------------|
|  | September 30,<br>2010      | September 30,<br>2009 | September 30,<br>2010     | September 30,<br>2009 |
|  | (in thousands)             |                       |                           |                       |
| Net income   | \$ 12,263                  | \$ 22,268             | \$ 33,942                 | \$ 89,237             |
| Available-for-sale securities, net of tax:   |                            |                       |                           |                       |
| Net unrealized holding gains   | 15,852                     | 30,237                | 44,206                    | 64,178                |
| Reclassification adjustment for realized (gains)/losses                              | (15)                       | 414                   | (206)                     | 1,249                 |
| Net change from available-for-sale securities (1)                                    | 15,837                     | 30,651                | 44,000                    | 65,427                |
| Financial derivatives, net of tax:   |                            |                       |                           |                       |
| Reclassification for amortization of financial derivatives transition adjustment (2) | 26                         | 34                    | 78                        | 124                   |
| Other comprehensive income, net of tax   | 15,863                     | 30,685                | 44,078                    | 65,551                |
| Comprehensive income   | 28,126                     | 52,953                | 78,020                    | 154,788               |
| Less: Comprehensive income attributable to non-controlling interest                  | 5,546                      | -                     | 15,160                    | -                     |
| Total comprehensive income   | \$ 22,580                  | \$ 52,953             | \$ 62,860                 | \$ 154,788            |

(1) Unrealized gains on available for sale securities is shown net of income tax expense of \$8.5 million and \$16.5 million for the three months ended September 30, 2010 and 2009, respectively, and \$23.7 million and \$35.2 million for the nine months ended September 30, 2010 and 2009, respectively.

(2) Amortization of financial derivatives transition adjustment is shown net of income tax expense of \$14,000 and \$19,000 for the three months ended September 30, 2010 and 2009, respectively, and \$42,000 and \$67,000 for the nine months ended September 30, 2010 and 2009, respectively.

The following table presents Farmer Mac's accumulated other comprehensive income as of September 30, 2010 and December 31, 2009 and changes in the components of accumulated other comprehensive income for the nine months ended September 30, 2010 and the year ended December 31, 2009.

|   | September 30,<br>2010 | December 31,<br>2009 |
|---|-----------------------|----------------------|
|   | (in thousands)        |                      |
| <b>Available-for-sale securities:</b>                                   |                       |                      |
| Beginning balance   | \$ 3,300              | \$ (47,214)          |
| Net unrealized gains, net of tax  | 44,000                | 50,514               |
| Ending balance  | \$ 47,300             | \$ 3,300             |
| <b>Financial derivatives:</b>   |                       |                      |
| Beginning balance   | \$ (46)               | \$ (198)             |
| Amortization of financial derivatives transition adjustment, net of tax | 78                    | 152                  |
| Ending balance  | \$ 32                 | \$ (46)              |
| Accumulated other comprehensive income, net of tax                      | \$ 47,332             | \$ 3,254             |

#### Note 5. Off-Balance Sheet Guarantees and Long Term Standby Purchase Commitments

Farmer Mac offers approved lenders two credit enhancement alternatives to increase their liquidity or lending capacity while retaining the cash flow benefits of their loans: (1) Farmer Mac Guaranteed Securities, which are available through the Farmer Mac I program, the Farmer Mac II program or the Rural Utilities program, and (2) LTSPCs, which are available through the Farmer Mac I program or Rural Utilities program. For securitization trusts where Farmer Mac is the primary beneficiary, as described in Note 1(g), the trust assets and liabilities are included on Farmer Mac's condensed consolidated balance sheet. Upon consolidation, Farmer Mac eliminates the portion of the guarantee and commitment fees receivable and guarantee and commitment obligations related to the consolidated trusts. For the remainder of these transactions, or in the event of deconsolidation, both of these alternatives result in the creation of off-balance sheet obligations for Farmer Mac. Farmer Mac accounts for these transactions and other financial guarantees in accordance with FASB guidance on accounting for guarantees. Farmer Mac records, at the inception of a guarantee, a liability for the fair value of its obligation to stand ready to perform under the terms of each guarantee and an asset that is equal to the fair value of the fees that will be received over the life of each guarantee. The fair values of the guarantee obligation and asset at inception are based on the present value of expected cash flows using management's best estimate of certain key assumptions, which include prepayment speeds, forward yield curves and discount rates commensurate with the risks involved. Because the cash flows of these instruments may be interest rate path dependent, these values and projected discount rates are derived using a Monte Carlo simulation model. The guarantee obligation and corresponding asset are subsequently amortized into guarantee and commitment fee income in relation to the decline in the unpaid principal balance on the underlying agricultural real estate mortgage and rural utilities loans.



## Off-Balance Sheet Farmer Mac Guaranteed Securities

Eligible loans and other eligible assets may be placed into trusts that are used as vehicles for the securitization of the transferred assets and the Farmer Mac-guaranteed beneficial interests in the trusts are sold to investors. Proceeds from new securitizations during the nine months ended September 30, 2010 and 2009 were \$18.9 million and \$17.2 million, respectively. The following table summarizes cash flows received from and paid to trusts used for securitizations:

|                                     | For the Nine Months Ended |                    |
|-------------------------------------|---------------------------|--------------------|
|                                     | September 30, 2010        | September 30, 2009 |
|                                     | (in thousands)            |                    |
| Proceeds from new securitizations   | \$ 18,860                 | \$ 17,224          |
| Guarantee fees received             | 5,610                     | 9,673              |
| Purchases of assets from the trusts | (3,456)                   | (841)              |
| Servicing advances                  | (14)                      | (11)               |
| Repayments of servicing advances    | 22                        | 10                 |

The following table presents the maximum principal amount of potential undiscounted future payments that Farmer Mac could be required to make under all off-balance sheet Farmer Mac Guaranteed Securities as of September 30, 2010 and December 31, 2009, not including offsets provided by any recourse provisions, recoveries from third parties or collateral for the underlying loans.

|   | Outstanding Balance of Off-Balance Sheet<br>Farmer Mac Guaranteed Securities |                      |
|---|--|----------------------|
|   | September 30,<br>2010  | December 31,<br>2009 |
|   | (in thousands)   |                      |
| <b>Farmer Mac I:</b>  |  |                      |
| AgVantage   | \$ 2,945,000   | \$ 2,945,000         |
| Farmer Mac Guaranteed Securities                            | 795,400  | 1,492,239            |
| Farmer Mac II Guaranteed Securities                         | 44,258   | 34,802               |
| Rural Utilities AgVantage                                   | 17,104   | 14,240               |
| Total off-balance sheet Farmer Mac<br>Guaranteed Securities | \$ 3,801,762   | \$ 4,486,281         |

For those securities issued or modified on or after January 1, 2003, Farmer Mac has recorded a liability for its obligation to stand ready under the guarantee in the guarantee and commitment obligation on the condensed consolidated balance sheet. This liability approximated \$19.3 million as of September 30, 2010 and \$33.9 million as of December 31, 2009. Upon adoption of the new consolidation guidance on January 1, 2010, Farmer Mac eliminated \$15.5 million of the guarantee and commitment obligation related to the consolidated trusts. During second quarter 2010, Farmer Mac deconsolidated \$414.5 million of certain securitization trusts created when loans subject to LTSPCs were converted to Farmer Mac I Guaranteed Securities because Farmer Mac was no longer determined to be the primary beneficiary when the counterparty to the transaction ceased being a related party as a result of changes to the membership of Farmer Mac's board of directors. This deconsolidation resulted in an increase to the guarantee and commitment obligation of \$2.7 million as of June 30, 2010. See Note 1(g) for more information. As of September 30, 2010, the weighted-average remaining maturity of all loans underlying off-balance sheet Farmer Mac Guaranteed Securities, excluding AgVantage securities, was 13.9 years. For information on Farmer Mac's methodology for determining the reserve for losses on off-balance sheet Farmer Mac Guaranteed Securities, see Note 1(b).



## LTSPCs

An LTSPC is a commitment by Farmer Mac to purchase eligible loans from a segregated pool of loans under enumerated circumstances, either for cash or in exchange for Farmer Mac Guaranteed Securities, on one or more undetermined future dates. As consideration for its assumption of the credit risk on loans underlying an LTSPC, Farmer Mac receives a commitment fee payable monthly in arrears in an amount approximating what would have been the guarantee fee if the transaction were structured as Farmer Mac Guaranteed Securities.

The maximum principal amount of potential undiscounted future payments that Farmer Mac could be requested to make under all LTSPCs, not including offsets provided by any recourse provisions, recoveries from third parties or collateral for the underlying loans, was \$1.7 billion as of September 30, 2010 and \$2.2 billion as of December 31, 2009.

As of September 30, 2010, the weighted-average remaining maturity of all loans underlying LTSPCs was 14.2 years. For those LTSPCs issued or modified on or after January 1, 2003, Farmer Mac has recorded a liability for its obligation to stand ready under the commitment in the guarantee and commitment obligation on the condensed consolidated balance sheet. This liability approximated \$11.6 million as of September 30, 2010 and \$14.7 million as of December 31, 2009.

## Note 6. Stockholders' Equity and Mezzanine Equity

### Common Stock

Farmer Mac has three classes of common stock outstanding:

- Class A Voting Common Stock, which may be held only by banks, insurance companies and other financial institutions or similar entities that are not institutions of the Farm Credit System. By federal statute, no holder of Class A Voting Common Stock may directly or indirectly be a beneficial owner of more than 33 percent of the outstanding shares of that class of stock;
- Class B Voting Common Stock, which may be held only by institutions of the Farm Credit System. There are no restrictions on the maximum holdings of Class B Voting Common Stock; and
  - Class C Non-Voting Common Stock, which has no ownership restrictions.

From fourth quarter 2004 through fourth quarter 2008, Farmer Mac paid a quarterly dividend of \$0.10 per share on all classes of the Corporation's common stock. From first quarter 2009 through second quarter 2010, Farmer Mac paid a quarterly dividend of \$0.05 per share on all classes of the Corporation's common stock. On August 5, 2010, Farmer Mac's board of directors declared a quarterly dividend of \$0.05 per share on the Corporation's common stock that was paid on September 30, 2010. Farmer Mac's ability to declare and pay a dividend could be restricted if it failed to comply with regulatory capital requirements.

#### Preferred Stock

During 2010 and 2009, Farmer Mac had two series of preferred stock outstanding:

- Series B preferred stock, which was newly issued on September 30, 2008 and on December 15, 2008, was temporary equity and is reported as Mezzanine Equity on the condensed consolidated balance sheets because it contained redemption features that, although remote, were not solely within the control of Farmer Mac, and was repurchased and retired on January 25, 2010 such that none was outstanding on September 30, 2010; and
- Series C preferred stock, which was newly issued during fourth quarter 2008 and during 2009, is a component of Stockholders' Equity on the condensed consolidated balance sheets.

The Series C preferred stock was issued pursuant to an initiative under which any participant who used Farmer Mac for a credit enhancement or purchase transaction in excess of \$20.0 million was required to purchase an equity interest in Farmer Mac in the form of shares of Series C preferred stock, thereby enabling Farmer Mac to raise additional capital to support its mission of providing liquidity and lending capacity to agricultural and rural utilities lenders. Farmer Mac sold 57,578 shares of Series C preferred stock without registration under the Securities Act of 1933, as amended, in reliance upon the exemption provided by Section 3(a)(2), for an aggregate purchase price of \$57.6 million or \$1,000 per share. There were 57,578 shares of Series C preferred stock outstanding as of September 30, 2010, all held by the National Rural Utilities Cooperative Finance Corporation ("CFC"), a related party. This initiative that required participants to purchase Series C preferred stock ended in fourth quarter 2009.

Farmer Mac's ability to declare and pay dividends on its outstanding preferred stock could be restricted if it failed to comply with regulatory capital requirements. All series of Farmer Mac's preferred stock are included as components of core capital for regulatory and statutory capital compliance measurements.

#### Non-Controlling Interest in Subsidiary

On January 25, 2010, Farmer Mac completed a private offering of \$250.0 million aggregate face amount of securities issued by a newly formed Delaware statutory trust. The trust securities represent undivided beneficial ownership interests in 250,000 shares of non-cumulative perpetual preferred stock (the "Company Preferred Stock") of Farmer Mac's subsidiary, Farmer Mac II LLC, a Delaware limited liability company. The Company Preferred Stock has a liquidation preference of \$1,000 per share.

The \$250.0 million of proceeds from the offering were used by the trust to purchase the Company Preferred Stock from Farmer Mac. Farmer Mac II LLC issued its Company Preferred Stock and its common equity interest to Farmer Mac as consideration for the contribution by Farmer Mac to Farmer Mac II LLC of substantially all of the assets, in excess of \$1.1 billion, comprising the Farmer Mac II program business. Farmer Mac used the proceeds from the sale of the Company Preferred Stock to the Trust to repurchase and retire Farmer Mac's outstanding Series B preferred stock, which had an aggregate liquidation preference of \$150.0 million, and for general corporate purposes. The Company Preferred Stock is permanent equity of Farmer Mac II LLC and presented as "Non-controlling interest – preferred stock" within permanent equity on the consolidated balance sheets of Farmer Mac.

#### Statutory and Regulatory Capital Requirements

Farmer Mac is subject to, and as of September 30, 2010 was in compliance with, its three statutory and regulatory capital requirements:

- Minimum capital – Farmer Mac's minimum capital level is equal to the sum of 2.75 percent of Farmer Mac's aggregate on-balance sheet assets, as calculated for regulatory purposes, plus 0.75 percent of the aggregate off-balance sheet obligations of Farmer Mac, including Farmer Mac Guaranteed Securities and LTSPCs;
- Critical capital – Farmer Mac's critical capital level is equal to 50 percent of the minimum capital requirement at that time; and
- Risk-based capital – the Farm Credit Administration ("FCA") has established a risk-based capital stress test for Farmer Mac.

As of September 30, 2010, Farmer Mac's minimum and critical capital requirements were \$264.8 million and \$132.4 million, respectively, and Farmer Mac's core capital level (common and preferred stock outstanding plus non-controlling interest – preferred stock, additional paid-in-capital and retained earnings) was \$448.0 million, \$183.2 million above the minimum capital requirement and \$315.6 million above the critical capital requirement. As of December 31, 2009, Farmer Mac's minimum and critical capital requirements were \$217.0 million and \$108.5 million, respectively, and its actual core capital level was \$337.2 million, \$120.2 million above the minimum capital requirement and \$228.7 million above the critical capital requirement.

Based on the risk-based capital stress test, Farmer Mac's risk-based capital requirement as of September 30, 2010 was \$36.7 million and Farmer Mac's regulatory capital (core capital plus the allowance for losses) of \$467.0 million exceeded that requirement by approximately \$430.3 million. See "Management's Discussion and Analysis of Financial Condition and Results of Operations—Regulatory Matters" for more information about proposed changes to the risk-based capital stress test applicable to Farmer Mac.

#### Note 7. Fair Value Disclosure

##### Fair Value Measurement

Effective January 1, 2008, Farmer Mac adopted FASB guidance on fair value measurements, which defines fair value, establishes a hierarchy for ranking fair value measurements, and expands disclosures about fair value measurements. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (also referred to as an exit price).

In determining fair value, Farmer Mac uses various valuation approaches, including market, income and/or cost approaches. The fair value hierarchy requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. When available, the fair value of Farmer Mac's financial instruments is based on quoted market prices, valuation techniques that use observable market-based inputs or unobservable inputs that are corroborated by market data. Pricing information obtained from third parties is internally validated for reasonableness prior to use in the condensed consolidated financial statements.

When observable market prices are not readily available, Farmer Mac estimates fair value using techniques that rely on alternate market data or internally-developed models using significant inputs that are generally less readily observable. Market data includes prices of financial instruments with similar maturities and characteristics, interest rate yield curves, measures of volatility and prepayment rates. If market data needed to estimate fair value is not available, Farmer Mac estimates fair value using internally-developed models that employ a discounted cash flow approach. Even when market assumptions are not readily available, Farmer Mac's assumptions reflect those that market participants would likely use in pricing the asset or liability at the measurement date.

The fair value hierarchy ranks the quality and reliability of the information used to determine fair values. The hierarchy gives highest priority to unadjusted quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The standard describes the following three levels used to classify fair value measurements:

Level 1 Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 Quoted prices in markets that are not active or financial instruments for which all significant inputs are observable, either directly or indirectly.

Level 3 Prices or valuations that require unobservable inputs that are significant to the fair value measurement.

Farmer Mac performed a detailed analysis of the assets and liabilities carried at fair value to determine the appropriate level based on the transparency of the inputs used in the valuation techniques. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, an instrument's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. Farmer Mac's assessment of the significance of a particular input to the fair value measurement of an instrument requires judgment and consideration of factors specific to the instrument. While Farmer Mac believes its valuation methods are appropriate and consistent with those of other market participants, using different methodologies or assumptions to determine fair value could result in a materially different estimate of the fair value of some financial instruments.

The following is a description of the fair value techniques used for instruments measured at fair value as well as the general classification of such instruments pursuant to the valuation hierarchy described above. Fair value measurements related to financial instruments that are reported at fair value in the consolidated financial statements each period are referred to as recurring fair value measurements. Fair value measurements related to financial instruments that are not reported at fair value each period but are subject to fair value adjustments in certain circumstances are referred to as non-recurring fair value measurements.

#### Recurring Fair Value Measurements and Classification

##### Available-for-Sale and Trading Investment Securities

The fair value of investments in U.S. Treasuries is based on unadjusted quoted prices in active markets. Farmer Mac classifies these fair value measurements as level 1.

For a significant portion of Farmer Mac's investment portfolio, including most asset-backed securities, corporate debt securities, senior agency debt securities, Government/GSE guaranteed mortgage-backed securities and preferred stock issued by GSEs, fair value is primarily determined using a reputable and nationally recognized third party pricing service. The prices obtained are non-binding and generally representative of recent market trades. The fair value of certain asset-backed and Government guaranteed mortgage-backed securities are estimated based on quotations from brokers or dealers. Farmer Mac corroborates its primary valuation source by obtaining a secondary price from another independent third party pricing service. Farmer Mac classifies these fair value measurements as level 2.

For investment securities that are thinly traded or not quoted, Farmer Mac estimates fair value using internally-developed models that employ a discounted cash flow approach. Farmer Mac maximizes the use of observable market data, including prices of financial instruments with similar maturities and characteristics, duration, interest rate yield curves, measures of volatility and prepayment rates. Farmer Mac generally considers a market to be thinly traded or not quoted if the following conditions exist: (1) there are few transactions for the financial instruments; (2) the prices in the market are not current; (3) the price quotes vary significantly either over time or among independent pricing services or dealers; or (4) there is a limited availability of public market information. Farmer Mac classifies these fair value measurements as level 3.

During first quarter 2010, Farmer Mac transferred its investments in the subordinated debt and preferred stock of CoBank, ACB and its investment in the preferred stock of AgFirst Farm Credit Bank, with par values of \$70.0 million, \$88.5 million and \$88.0 million, respectively, as of December 31, 2009, from level 3 measurements to level 2 measurements. Taking into consideration its own recently executed trades during first quarter 2010, along with an increase in observable trading activity for these securities, Farmer Mac determined that the best estimates of fair value for these securities as of March 31, 2010 and continuing through September 30, 2010 were the fair values provided by an independent third party pricing service. Farmer Mac transferred these securities out of level 3 based on their fair values as of the beginning of the first quarter 2010.

#### Available-for-Sale and Trading Farmer Mac and USDA Guaranteed Securities

Farmer Mac estimates the fair value of its Farmer Mac and USDA Guaranteed Securities by discounting the projected cash flows of these instruments at projected interest rates. The fair values are based on the present value of expected cash flows using management's best estimate of certain key assumptions, which include prepayment speeds, forward yield curves and discount rates commensurate with the risks involved. Farmer Mac classifies these measurements as level 3 because there is limited market activity and therefore little or no price transparency. On a sample basis, Farmer Mac corroborates the fair value of its Farmer Mac and USDA Guaranteed Securities by obtaining a secondary valuation from an independent third party service.

Upon the adoption of the new consolidation guidance on January 1, 2010, Farmer Mac was deemed to be the primary beneficiary of certain VIEs where Farmer Mac held beneficial interests in trusts used as vehicles for the securitization of agricultural real estate mortgage loans or rural utilities loans. Prior to 2010, Farmer Mac presented these beneficial interests as "Farmer Mac Guaranteed Securities" on the condensed consolidated balance sheet and reported them at their fair value. Upon consolidation, Farmer Mac transferred these assets from "Farmer Mac Guaranteed Securities" to "Loans held for investment in consolidated trusts." These loans are reported at their amortized cost and are no longer included in recurring fair value measurements. Farmer Mac transferred these securities out of level 3 based on their fair values as of the beginning of the first quarter 2010.

#### Financial Derivatives

The fair value of exchange-traded U.S. Treasury futures is based on unadjusted quoted prices for identical financial instruments. Farmer Mac classifies these fair value measurements as level 1.

Farmer Mac's derivative portfolio consists primarily of interest rate swaps, credit default swaps and forward sales contracts on the debt of other GSEs. Farmer Mac estimates the fair value of these financial instruments based upon the counterparty valuations. Farmer Mac internally values its derivative portfolio using a discounted cash flow valuation technique and obtains a secondary valuation for certain interest rate swaps to corroborate the counterparty valuations. Farmer Mac also regularly reviews the counterparty valuations as part of the collateral exchange process. Farmer Mac classifies these fair value measurements as level 2.

Certain basis swaps are nonstandard interest rate swap structures and are therefore internally modeled using significant assumptions and unobservable inputs, resulting in level 3 classification. Farmer Mac uses a discounted cash flow valuation technique, using management's best estimate of certain key assumptions, which include prepayment speeds, forward yield curves and discounted rates commensurate with the risks involved.

As of September 30, 2010 and December 31, 2009, the consideration of credit risk related to both Farmer Mac and the counterparties resulted in an adjustment to the valuations of Farmer Mac's derivative portfolio of \$(0.1) million and \$0.7 million, respectively. See Note 1(c) for further information regarding Farmer Mac's derivative portfolio.



## Nonrecurring Fair Value Measurements and Classification

### Loans Held for Sale

Loans held for sale are reported at the lower of cost or fair value in the condensed consolidated balance sheets. Farmer Mac internally models the fair value of loans by discounting the projected cash flows of these instruments at projected interest rates. The fair values are based on the present value of expected cash flows using management's best estimate of certain key assumptions, which include prepayment speeds, forward yield curves and discount rates commensurate with the risks involved. The fair values of these instruments are classified as level 3 measurements. As of September 30, 2010, Farmer Mac recorded an adjustment of \$3.2 million to report loans held for sale at the lower of cost or fair value. As of December 31, 2009, Farmer Mac recorded an adjustment of \$0.1 million to report loans held for sale at the lower of cost or fair value.

### Loans Held for Investment

Certain loans in Farmer Mac's held for investment loan portfolio are measured at fair value when they are determined to be impaired. Impaired loans are reported at fair value less estimated cost to sell. The fair value of the loan is generally based on the fair value of the underlying property, which is determined by third-party appraisals when available. When third-party appraisals are not available, fair value is estimated based on factors such as prices for comparable properties in similar geographical areas and/or assessment through observation of such properties. Farmer Mac classifies these fair values as level 3 measurements.

### Real Estate Owned

Farmer Mac initially records REO properties at fair value less costs to sell and subsequently records them at the lower of carrying value or fair value less costs to sell. The fair value of REO is determined by third-party appraisals when available. When third-party appraisals are not available, fair value is estimated based on factors such as prices for comparable properties in similar geographical areas and/or assessment through observation of such properties. Farmer Mac classifies the REO fair values as level 3 measurements.

### Fair Value Classification and Transfers

As of September 30, 2010, Farmer Mac's assets and liabilities recorded at fair value include financial instruments valued at \$4.0 billion whose fair values were estimated by management in the absence of readily determinable fair values (i.e., level 3). These financial instruments measured as level 3 represented 49 percent of the total assets and 72 percent of financial instruments measured at fair value as of September 30, 2010. As of December 31, 2009, Farmer Mac's asset and liabilities recorded at fair value included financial instruments valued at \$3.7 billion whose fair values were estimated by management in the absence of readily determinable fair values (i.e., level 3). These financial instruments measured as level 3 represented 61 percent of the total assets and 80 percent of financial instruments measured at fair value as of December 31, 2009.

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The following tables present information about Farmer Mac's asset and liabilities measured at fair value on a recurring and nonrecurring basis as of September 30, 2010 and December 31, 2009, respectively, and indicate the fair value hierarchy of the valuation techniques used by Farmer Mac to determine such fair value.

Assets and Liabilities Measured at Fair Value as of September 30, 2010

|  | Level 1        | Level 2      | Level 3      | Total        |
|--|----------------|--------------|--------------|--------------|
|  | (in thousands) |              |              |              |
| <b>Recurring:</b>  |                |              |              |              |
| <b>Assets:</b>   |                |              |              |              |
| <b>Investment Securities:</b>                                      |                |              |              |              |
| <b>Available-for-sale:</b>   |                |              |              |              |
| Floating rate auction-rate certificates backed by                  |                |              |              |              |
| Government guaranteed student loans                                | \$ -           | \$ -         | \$ 65,686    | \$ 65,686    |
| Floating rate asset-backed securities                              | -              | 11,717       | -            | 11,717       |
| Floating rate corporate debt securities                            | -              | 154,411      | -            | 154,411      |
| Floating rate Government/GSE guaranteed mortgage-backed securities | -              | 433,907      | -            | 433,907      |
| Fixed rate GSE guaranteed mortgage-backed securities               | -              | 5,028        | -            | 5,028        |
| Floating rate GSE subordinated debt                                | -              | 54,456       | -            | 54,456       |
| Fixed rate GSE preferred stock                                     | -              | 85,958       | -            | 85,958       |
| U.S. Treasuries  | 558,857        | -            | -            | 558,857      |
| Senior agency debt   | -              | 5,498        | -            | 5,498        |
| Total available-for-sale   | 558,857        | 750,975      | 65,686       | 1,375,518    |
| <b>Trading:</b>  |                |              |              |              |
| Floating rate asset-backed securities                              | -              | -            | 1,369        | 1,369        |
| Fixed rate GSE preferred stock                                     | -              | 80,544       | -            | 80,544       |
| Total trading  | -              | 80,544       | 1,369        | 81,913       |
| Total Investment Securities  | 558,857        | 831,519      | 67,055       | 1,457,431    |
| <b>Farmer Mac Guaranteed Securities:</b>                           |                |              |              |              |
| <b>Available-for-sale:</b>   |                |              |              |              |
| Farmer Mac I   | -              | -            | 608,794      | 608,794      |
| Farmer Mac II  | -              | -            | 41,980       | 41,980       |
| Rural Utilities  | -              | -            | 1,783,693    | 1,783,693    |
| Total available-for-sale   | -              | -            | 2,434,467    | 2,434,467    |
| Trading - Farmer Mac II  | -              | -            | -            | -            |
| Total Farmer Mac Guaranteed Securities                             | -              | -            | 2,434,467    | 2,434,467    |
| <b>USDA Guaranteed Securities:</b>                                 |                |              |              |              |
| <b>Available-for-sale</b>  |                |              |              |              |
| Trading  | -              | -            | 354,539      | 354,539      |
| Total USDA Guaranteed Securities                                   | -              | -            | 1,325,440    | 1,325,440    |
| Financial derivatives  | -              | 52,471       | -            | 52,471       |
| Total Assets at fair value   | \$ 558,857     | \$ 883,990   | \$ 3,826,962 | \$ 5,269,809 |
| <b>Liabilities:</b>  |                |              |              |              |
| Financial derivatives  | \$ 1           | \$ (141,095) | \$ (3,621)   | \$ (144,715) |
| Total Liabilities at fair value                                    | \$ 1           | \$ (141,095) | \$ (3,621)   | \$ (144,715) |
| <b>Nonrecurring:</b>   |                |              |              |              |
| <b>Assets:</b>   |                |              |              |              |
| Loans held for sale, at lower of cost or fair value                | \$ -           | \$ -         | \$ 195,692   | \$ 195,692   |

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|  |      |      |            |            |
|--|------|------|------------|------------|
| Loans held for investment, at fair value | -    | -    | 3,476      | 3,476      |
| REO                                      | -    | -    | 3,719      | 3,719      |
| Total Nonrecurring Assets at fair value  | \$ - | \$ - | \$ 202,887 | \$ 202,887 |

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## Assets and Liabilities Measured at Fair Value as of December 31, 2009

|   | Level 1           | Level 2           | Level 3             | Total               |
|---|-------------------|-------------------|---------------------|---------------------|
|   | (in thousands)    |                   |                     |                     |
| <b>Recurring:</b>   |                   |                   |                     |                     |
| <b>Assets:</b>  |                   |                   |                     |                     |
| <b>Investment Securities:</b>   |                   |                   |                     |                     |
| <b>Available-for-sale:</b>  |                   |                   |                     |                     |
| Floating rate auction-rate certificates backed by Government guaranteed student loans | \$ -              | \$ -              | \$ 72,884           | \$ 72,884           |
| Floating rate asset-backed securities   | -                 | 58,143            | -                   | 58,143              |
| Floating rate corporate debt securities   | -                 | 245,605           | -                   | 245,605             |
| Floating rate Government/GSE guaranteed mortgage-backed securities                    | -                 | 404,221           | -                   | 404,221             |
| Fixed rate GSE guaranteed mortgage-backed securities                                  | -                 | 6,537             | -                   | 6,537               |
| Floating rate GSE subordinated debt   | -                 | -                 | 47,562              | 47,562              |
| Fixed rate GSE preferred stock  | -                 | -                 | 89,211              | 89,211              |
| U.S. Treasuries   | 117,760           | -                 | -                   | 117,760             |
| <b>Total available-for-sale</b>   | <b>117,760</b>    | <b>714,506</b>    | <b>209,657</b>      | <b>1,041,923</b>    |
| <b>Trading:</b>   |                   |                   |                     |                     |
| Floating rate asset-backed securities   | -                 | -                 | 1,824               | 1,824               |
| Fixed rate GSE preferred stock  | -                 | -                 | 88,148              | 88,148              |
| <b>Total trading</b>  | <b>-</b>          | <b>-</b>          | <b>89,972</b>       | <b>89,972</b>       |
| <b>Total Investment Securities</b>  | <b>117,760</b>    | <b>714,506</b>    | <b>299,629</b>      | <b>1,131,895</b>    |
| <b>Farmer Mac Guaranteed Securities:</b>  |                   |                   |                     |                     |
| <b>Available-for-sale:</b>  |                   |                   |                     |                     |
| Farmer Mac I  | -                 | -                 | 56,864              | 56,864              |
| Farmer Mac II   | -                 | -                 | 764,792             | 764,792             |
| Rural Utilities   | -                 | -                 | 1,703,211           | 1,703,211           |
| <b>Total available-for-sale</b>   | <b>-</b>          | <b>-</b>          | <b>2,524,867</b>    | <b>2,524,867</b>    |
| <b>Trading:</b>   |                   |                   |                     |                     |
| Farmer Mac II   | -                 | -                 | 422,681             | 422,681             |
| Rural Utilities   | -                 | -                 | 451,448             | 451,448             |
| <b>Total trading</b>  | <b>-</b>          | <b>-</b>          | <b>874,129</b>      | <b>874,129</b>      |
| <b>Total Farmer Mac Guaranteed Securities</b>   | <b>-</b>          | <b>-</b>          | <b>3,398,996</b>    | <b>3,398,996</b>    |
| <b>Financial derivatives</b>  | <b>3</b>          | <b>15,037</b>     | <b>-</b>            | <b>15,040</b>       |
| <b>Total Assets at fair value</b>   | <b>\$ 117,763</b> | <b>\$ 729,543</b> | <b>\$ 3,698,625</b> | <b>\$ 4,545,931</b> |
| <b>Liabilities:</b>   |                   |                   |                     |                     |
| <b>Financial derivatives</b>  | <b>\$ -</b>       | <b>\$ 103,714</b> | <b>\$ 3,653</b>     | <b>\$ 107,367</b>   |
| <b>Total Liabilities at fair value</b>  | <b>\$ -</b>       | <b>\$ 103,714</b> | <b>\$ 3,653</b>     | <b>\$ 107,367</b>   |
| <b>Nonrecurring:</b>  |                   |                   |                     |                     |
| <b>Assets:</b>  |                   |                   |                     |                     |
| Loans held for sale   | \$ -              | \$ -              | \$ 28,505           | \$ 28,505           |
| <b>Total Nonrecurring Assets at fair value</b>  | <b>\$ -</b>       | <b>\$ -</b>       | <b>\$ 28,505</b>    | <b>\$ 28,505</b>    |



The following tables present additional information about assets and liabilities measured at fair value on a recurring and nonrecurring basis classified as level 3 measurements. Net transfers in and/or out of level 3 are based on the fair values of the assets and liabilities as of the beginning of the quarterly reporting period.

Level 3 Assets and Liabilities Measured at Fair Value for the Three Months Ended September 30, 2010

|  | Beginning<br>Balance | Purchases,<br>Sales,<br>Issuances and<br>Settlements,<br>net | Realized and<br>Unrealized<br>Gains/(Losses)<br>included in<br>Income | Unrealized<br>Gains/(Losses)<br>included in Other<br>Comprehensive<br>Income | Net Transfers In<br>and/or Out | Ending<br>Balance |
|--|----------------------|--|---|--|--------------------------------|-------------------|
|  | (in thousands)       |  |   |  |                                |                   |
| <b>Recurring:</b>  |                      |  |   |  |                                |                   |
| <b>Assets:</b>   |                      |  |   |  |                                |                   |
| <b>Investment Securities:</b>  |                      |  |   |  |                                |                   |
| <b>Available-for-sale:</b>   |                      |  |   |  |                                |                   |
| Floating rate auction-rate<br>certificates backed by<br>Government guaranteed<br>student loans | \$ 63,344            | \$ -   | \$ -  | \$ 2,342   | \$ -                           | \$ 65,686         |
| Floating rate GSE<br>subordinated debt   | -                    | -  | -   | -  | -                              | -                 |
| Fixed rate GSE preferred<br>stock  | -                    | -  | -   | -  | -                              | -                 |
| Total available-for-sale<br>investment securities  | 63,344               | -  | -   | 2,342  | -                              | 65,686            |
| <b>Trading:</b>  |                      |  |   |  |                                |                   |
| Floating rate asset-backed<br>securities(1)  | 1,412                | (185)  | 142   | -  | -                              | 1,369             |
| Fixed rate GSE preferred<br>stock  | -                    | -  | -   | -  | -                              | -                 |
| Total trading investment<br>securities   | 1,412                | (185)  | 142   | -  | -                              | 1,369             |
| Total Investment<br>Securities   | 64,756               | (185)  | 142   | 2,342  | -                              | 67,055            |
| <b>Farmer Mac Guaranteed<br/>Securities:</b>   |                      |  |   |  |                                |                   |
| <b>Available-for-sale:</b>   |                      |  |   |  |                                |                   |
| Farmer Mac I   | 47,821               | 547,942  | -   | 13,031   | -                              | 608,794           |
| Farmer Mac II  | 40,436               | 1,214  | -   | 330  | -                              | 41,980            |
| Rural Utilities  | 1,629,883            | 150,000  | -   | 3,810  | -                              | 1,783,693         |
| Total available-for-sale   | 1,718,140            | 699,156  | -   | 17,171   | -                              | 2,434,467         |
| <b>Trading:</b>  |                      |  |   |  |                                |                   |
| Farmer Mac II  | -                    | -  | -   | -  | -                              | -                 |
| Rural Utilities  | -                    | -  | -   | -  | -                              | -                 |
| Total trading  | -                    | -  | -   | -  | -                              | -                 |
| Total Farmer Mac<br>Guaranteed Securities  | 1,718,140            | 699,156  | -   | 17,171   | -                              | 2,434,467         |
| <b>USDA Guaranteed<br/>Securities:</b>   |                      |  |   |  |                                |                   |

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|   |              |            |            |           |           |              |
|---|--------------|------------|------------|-----------|-----------|--------------|
| Available-for-sale                                  | 880,424      | 88,117     | -          | 2,360     | -         | 970,901      |
| Trading(2)  | 386,496      | (29,890)   | (2,067)    | -         | -         | 354,539      |
| Total USDA Guaranteed Securities                    | 1,266,920    | 58,227     | (2,067)    | 2,360     | -         | 1,325,440    |
| Total Assets at fair value                          | \$ 3,049,816 | \$ 757,198 | \$ (1,925) | \$ 21,873 | \$ -      | \$ 3,826,962 |
| Liabilities:  |              |            |            |           |           |              |
| Financial derivatives(3)                            | \$ (3,678)   | \$ -       | \$ 57      | \$ -      | \$ -      | \$ (3,621)   |
| Total Liabilities at fair value                     | \$ (3,678)   | \$ -       | \$ 57      | \$ -      | \$ -      | \$ (3,621)   |
| Nonrecurring:                                       |              |            |            |           |           |              |
| Assets:   |              |            |            |           |           |              |
| Loans held for sale, at lower of cost or fair value | \$ 163,065   | \$ -       | \$ (906)   | \$ -      | \$ 33,533 | \$ 195,692   |
| Loans held for investment, at fair value            | 4,256        | -          | (374)      | -         | (406)     | 3,476        |
| REO   | -            | -          | (1,483)    | -         | 5,202     | 3,719        |
| Total Nonrecurring Assets at fair value             | \$ 167,321   | \$ -       | \$ (2,763) | \$ -      | \$ 38,329 | \$ 202,887   |

- (1) Unrealized gains are attributable to assets still held as of September 30, 2010 and are recorded in (losses)/gains on trading assets.
- (2) Includes unrealized losses of \$3.6 million attributable to assets still held as of September 30, 2010 that are recorded in (losses)/gains on trading assets.
- (3) Unrealized gains are attributable to liabilities still held as of September 30, 2010 and are recorded in (losses)/gains on financial derivatives.

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Level 3 Assets and Liabilities Measured at Fair Value for the Three Months Ended September 30, 2009

|  | Beginning<br>Balance | Purchases,<br>Sales,<br>Issuances and<br>Settlements,<br>net | Realized and<br>Unrealized<br>Gains/(Losses)<br>included in<br>Income | Unrealized<br>Gains/(Losses)<br>included in Other<br>Comprehensive<br>Income | Net Transfers In<br>and/or Out | Ending<br>Balance   |
|--|----------------------|--|---|--|--------------------------------|---------------------|
|  | (in thousands)       |  |   |  |                                |                     |
| <b>Recurring:</b>  |                      |  |   |  |                                |                     |
| <b>Assets:</b>   |                      |  |   |  |                                |                     |
| <b>Investment Securities:</b>  |                      |  |   |  |                                |                     |
| <b>Available-for-sale:</b>   |                      |  |   |  |                                |                     |
| Floating rate auction-rate<br>certificates backed by<br>Government guaranteed<br>student loans | \$ 68,716            | \$ -   | \$ -  | \$ 4,019   | \$ -                           | \$ 72,735           |
| Floating rate GSE<br>subordinated debt   | 54,187               | -  | -   | 6,129  | -                              | 60,316              |
| Fixed rate GSE preferred<br>stock  | -                    | (35)   | -   | 7,904  | 90,657                         | 98,526              |
| <b>Total available-for-sale</b>  | <b>122,903</b>       | <b>(35)</b>  | <b>-</b>  | <b>18,052</b>  | <b>90,657</b>                  | <b>231,577</b>      |
| <b>Trading:</b>  |                      |  |   |  |                                |                     |
| Floating rate asset-backed<br>securities(1)  | 1,937                | (172)  | 83  | -  | -                              | 1,848               |
| Fixed rate GSE preferred<br>stock(2)   | 183,500              | (309)  | 3,056   | -  | (90,657)                       | 95,590              |
| <b>Total trading</b>   | <b>185,437</b>       | <b>(481)</b>   | <b>3,139</b>  | <b>-</b>   | <b>(90,657)</b>                | <b>97,438</b>       |
| <b>Total Investment<br/>Securities</b>   | <b>308,340</b>       | <b>(516)</b>   | <b>3,139</b>  | <b>18,052</b>  | <b>-</b>                       | <b>329,015</b>      |
| <b>Farmer Mac Guaranteed<br/>Securities:</b>   |                      |  |   |  |                                |                     |
| <b>Available-for-sale:</b>   |                      |  |   |  |                                |                     |
| Farmer Mac I   | 55,632               | 1,493  | -   | 686  | -                              | 57,811              |
| Farmer Mac II  | 644,572              | 42,323   | -   | 9,134  | -                              | 696,029             |
| Rural Utilities  | 1,424,077            | 425,000  | -   | 6,268  | -                              | 1,855,345           |
| <b>Total available-for-sale</b>  | <b>2,124,281</b>     | <b>468,816</b>   | <b>-</b>  | <b>16,088</b>  | <b>-</b>                       | <b>2,609,185</b>    |
| <b>Trading:</b>  |                      |  |   |  |                                |                     |
| Farmer Mac II(3)   | 447,957              | (19,978)   | 8,874   | -  | -                              | 436,853             |
| Rural Utilities(1)   | 447,174              | (6,085)  | 13,034  | -  | -                              | 454,123             |
| <b>Total trading</b>   | <b>895,131</b>       | <b>(26,063)</b>  | <b>21,908</b>   | <b>-</b>   | <b>-</b>                       | <b>890,976</b>      |
| <b>Total Farmer Mac<br/>Guaranteed Securities</b>  | <b>3,019,412</b>     | <b>442,753</b>   | <b>21,908</b>   | <b>16,088</b>  | <b>-</b>                       | <b>3,500,161</b>    |
| <b>Total Assets at fair value</b>  | <b>\$ 3,327,752</b>  | <b>\$ 442,237</b>  | <b>\$ 25,047</b>  | <b>\$ 34,140</b>   | <b>\$ -</b>                    | <b>\$ 3,829,176</b> |
| <b>Liabilities:</b>  |                      |  |   |  |                                |                     |
| Financial Derivatives(4)   | \$ (3,350)           | \$ -   | \$ (585)  | \$ -   | \$ -                           | \$ (3,935)          |
| <b>Total Liabilities at fair<br/>value</b>   | <b>\$ (3,350)</b>    | <b>\$ -</b>  | <b>\$ (585)</b>   | <b>\$ -</b>  | <b>\$ -</b>                    | <b>\$ (3,935)</b>   |
| <b>Nonrecurring:</b>   |                      |  |   |  |                                |                     |
| <b>Assets:</b>   |                      |  |   |  |                                |                     |
| Loans held for sale  | \$ -                 | \$ -   | \$ (315)  | \$ -   | \$ 28,644                      | \$ 28,329           |



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|  |           |             |          |      |           |           |
|--|-----------|-------------|----------|------|-----------|-----------|
| REO  | 43,260    | (31,609)    | -        | -    | (1,474)   | 10,177    |
| Total Nonrecurring Assets<br>at fair value | \$ 43,260 | \$ (31,609) | \$ (315) | \$ - | \$ 27,170 | \$ 38,506 |

- (1) Unrealized gains are attributable to assets still held as of September 30, 2009 and are recorded in (losses)/gains on trading assets.
- (2) Includes unrealized gains of approximately \$3.5 million attributable to assets still held as of September 30, 2009 that are recorded in (losses)/gains on trading assets.
- (3) Includes unrealized gains of approximately \$9.5 million attributable to assets still held as of September 30, 2009 that are recorded in (losses)/gains on trading assets.
- (4) Unrealized losses are attributable to liabilities still held as of September 30, 2009 and are recorded in (losses)/gains on financial derivatives.

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Level 3 Assets and Liabilities Measured at Fair Value for the Nine Months Ended September 30, 2010

|  | Beginning<br>Balance | Purchases,<br>Sales,<br>Issuances and<br>Settlements,<br>net | Realized and<br>Unrealized<br>Gains/(Losses)<br>included in<br>Income | Unrealized<br>Gains/(Losses)<br>included in Other<br>Comprehensive<br>Income | Net Transfers In<br>and/or Out | Ending Balance      |
|--|----------------------|--|---|--|--------------------------------|---------------------|
|  |                      |  |   |  |                                | (in thousands)      |
| <b>Recurring:</b>  |                      |  |   |  |                                |                     |
| <b>Assets:</b>   |                      |  |   |  |                                |                     |
| <b>Investment Securities:</b>  |                      |  |   |  |                                |                     |
| <b>Available-for-sale:</b>   |                      |  |   |  |                                |                     |
| Floating rate auction-rate<br>certificates backed by<br>Government guaranteed<br>student loans | \$ 72,884            | \$ -   | \$ -  | \$ (7,198)   | \$ -                           | \$ 65,686           |
| Floating rate GSE<br>subordinated debt   | 47,562               | -  | -   | -  | (47,562)                       | -                   |
| Fixed rate GSE preferred<br>stock  | 89,211               | -  | -   | -  | (89,211)                       | -                   |
| <b>Total available-for-sale</b>  | <b>209,657</b>       | <b>-</b>   | <b>-</b>  | <b>(7,198)</b>   | <b>(136,773)</b>               | <b>65,686</b>       |
| <b>Trading:</b>  |                      |  |   |  |                                |                     |
| Floating rate<br>asset-backed securities(1)  | 1,824                | (587)  | 132   | -  | -                              | 1,369               |
| Fixed rate GSE preferred<br>stock  | 88,148               | -  | -   | -  | (88,148)                       | -                   |
| <b>Total trading</b>   | <b>89,972</b>        | <b>(587)</b>   | <b>132</b>  | <b>-</b>   | <b>(88,148)</b>                | <b>1,369</b>        |
| <b>Total Investment<br/>Securities</b>   | <b>299,629</b>       | <b>(587)</b>   | <b>132</b>  | <b>(7,198)</b>   | <b>(224,921)</b>               | <b>67,055</b>       |
| <b>Farmer Mac Guaranteed<br/>Securities:</b>   |                      |  |   |  |                                |                     |
| <b>Available-for-sale:</b>   |                      |  |   |  |                                |                     |
| Farmer Mac I   | 56,864               | 542,677  | -   | 14,638   | (5,385)                        | 608,794             |
| Farmer Mac II  | 764,792              | 1,411  | -   | (1,039)  | (723,184)                      | 41,980              |
| Rural Utilities  | 1,703,211            | 62,201   | -   | 18,281   | -                              | 1,783,693           |
| <b>Total available-for-sale</b>  | <b>2,524,867</b>     | <b>606,289</b>   | <b>-</b>  | <b>31,880</b>  | <b>(728,569)</b>               | <b>2,434,467</b>    |
| <b>Trading:</b>  |                      |  |   |  |                                |                     |
| Farmer Mac II  | 422,681              | -  | -   | -  | (422,681)                      | -                   |
| Rural Utilities  | 451,448              | -  | -   | -  | (451,448)                      | -                   |
| <b>Total trading</b>   | <b>874,129</b>       | <b>-</b>   | <b>-</b>  | <b>-</b>   | <b>(874,129)</b>               | <b>-</b>            |
| <b>Total Farmer Mac<br/>Guaranteed Securities</b>  | <b>3,398,996</b>     | <b>606,289</b>   | <b>-</b>  | <b>31,880</b>  | <b>(1,602,698)</b>             | <b>2,434,467</b>    |
| <b>USDA Guaranteed<br/>Securities:</b>   |                      |  |   |  |                                |                     |
| Available-for-sale   | -                    | 225,696  | -   | 22,021   | 723,184                        | 970,901             |
| Trading(2)   | -                    | (76,679)   | 8,537   | -  | 422,681                        | 354,539             |
| <b>Total USDA Guaranteed<br/>Securities</b>  | <b>-</b>             | <b>149,017</b>   | <b>8,537</b>  | <b>22,021</b>  | <b>1,145,865</b>               | <b>1,325,440</b>    |
| <b>Total Assets at fair value</b>  | <b>\$ 3,698,625</b>  | <b>\$ 754,719</b>  | <b>\$ 8,669</b>   | <b>\$ 46,703</b>   | <b>\$ (681,754)</b>            | <b>\$ 3,826,962</b> |
| <b>Liabilities:</b>  |                      |  |   |  |                                |                     |

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|   |    |         |    |   |    |         |    |   |    |         |    |         |
|---|----|---------|----|---|----|---------|----|---|----|---------|----|---------|
| Financial derivatives(3)                            | \$ | (3,653) | \$ | - | \$ | 32      | \$ | - | \$ | -       | \$ | (3,621) |
| Total Liabilities at fair value                     | \$ | (3,653) | \$ | - | \$ | 32      | \$ | - | \$ | -       | \$ | (3,621) |
| Nonrecurring:                                       |    |         |    |   |    |         |    |   |    |         |    |         |
| Assets:   |    |         |    |   |    |         |    |   |    |         |    |         |
| Loans held for sale, at lower of cost or fair value | \$ | 28,505  | \$ | - | \$ | (3,090) | \$ | - | \$ | 170,277 | \$ | 195,692 |
| Loans held for investment, at fair value            |    | -       |    | - |    | (1,042) |    | - |    | 4,518   |    | 3,476   |
| REO   |    | -       |    | - |    | (1,483) |    | - |    | 5,202   |    | 3,719   |
| Total Nonrecurring Assets at fair value             | \$ | 28,505  | \$ | - | \$ | (5,615) | \$ | - | \$ | 179,997 | \$ | 202,887 |

- (1) Unrealized gains are attributable to assets still held as of September 30, 2010 and are recorded in (losses)/gains on trading assets.
- (2) Includes unrealized gains of \$4.0 million attributable to assets still held as of September 30, 2010 that are recorded in (losses)/gains on trading assets.
- (3) Unrealized gains are attributable to liabilities still held as of September 30, 2010 and are recorded in (losses)/gains on financial derivatives.

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Level 3 Assets and Liabilities Measured at Fair Value for the Nine Months Ended September 30, 2009

|  | Beginning<br>Balance | Purchases,<br>Sales,<br>Issuances and<br>Settlements,<br>net | Realized and<br>Unrealized<br>Gains/(Losses)<br>included in<br>Income | Unrealized<br>Gains/(Losses)<br>included in Other<br>Comprehensive<br>Income | Net Transfers In<br>and/or Out | Ending Balance      |
|--|----------------------|--|---|--|--------------------------------|---------------------|
|  |                      |  |   |  |                                | (in thousands)      |
| <b>Recurring:</b>  |                      |  |   |  |                                |                     |
| <b>Assets:</b>   |                      |  |   |  |                                |                     |
| <b>Investment Securities:</b>  |                      |  |   |  |                                |                     |
| <b>Available-for-sale:</b>   |                      |  |   |  |                                |                     |
| Floating rate auction-rate<br>certificates backed by<br>Government guaranteed<br>student loans | \$ 178,577           | \$ (119,850)   | \$ -  | \$ 14,008  | \$ -                           | \$ 72,735           |
| Floating rate GSE<br>subordinated debt   | -                    | -  | -   | 11,184   | 49,132                         | 60,316              |
| Fixed rate GSE preferred<br>stock  | -                    | (35)   | -   | 7,904  | 90,657                         | 98,526              |
| <b>Total available-for-sale</b>  | <b>178,577</b>       | <b>(119,885)</b>   | <b>-</b>  | <b>33,096</b>  | <b>139,789</b>                 | <b>231,577</b>      |
| <b>Trading:</b>  |                      |  |   |  |                                |                     |
| Floating rate<br>asset-backed securities(1)  | 2,211                | (645)  | 282   | -  | -                              | 1,848               |
| Fixed rate GSE preferred<br>stock(2)   | 161,552              | (990)  | 25,685  | -  | (90,657)                       | 95,590              |
| <b>Total trading</b>   | <b>163,763</b>       | <b>(1,635)</b>   | <b>25,967</b>   | <b>-</b>   | <b>(90,657)</b>                | <b>97,438</b>       |
| <b>Total Investment<br/>Securities</b>   | <b>342,340</b>       | <b>(121,520)</b>   | <b>25,967</b>   | <b>33,096</b>  | <b>49,132</b>                  | <b>329,015</b>      |
| <b>Farmer Mac Guaranteed<br/>Securities:</b>   |                      |  |   |  |                                |                     |
| <b>Available-for-sale:</b>   |                      |  |   |  |                                |                     |
| Farmer Mac I   | 349,292              | (2,188)  | -   | (1,281)  | (288,012)                      | 57,811              |
| Farmer Mac II  | 522,565              | 160,574  | -   | 12,890   | -                              | 696,029             |
| Rural Utilities  | 639,837              | 1,195,000  | -   | 20,508   | -                              | 1,855,345           |
| <b>Total available-for-sale</b>  | <b>1,511,694</b>     | <b>1,353,386</b>   | <b>-</b>  | <b>32,117</b>  | <b>(288,012)</b>               | <b>2,609,185</b>    |
| <b>Trading:</b>  |                      |  |   |  |                                |                     |
| Farmer Mac II(3)   | 496,863              | (67,320)   | 7,310   | -  | -                              | 436,853             |
| Rural Utilities(1)   | 442,687              | (11,994)   | 23,430  | -  | -                              | 454,123             |
| <b>Total trading</b>   | <b>939,550</b>       | <b>(79,314)</b>  | <b>30,740</b>   | <b>-</b>   | <b>-</b>                       | <b>890,976</b>      |
| <b>Total Farmer Mac<br/>Guaranteed Securities</b>  | <b>2,451,244</b>     | <b>1,274,072</b>   | <b>30,740</b>   | <b>32,117</b>  | <b>(288,012)</b>               | <b>3,500,161</b>    |
| <b>Total Assets at fair value</b>  | <b>\$ 2,793,584</b>  | <b>\$ 1,152,552</b>  | <b>\$ 56,707</b>  | <b>\$ 65,213</b>   | <b>\$ (238,880)</b>            | <b>\$ 3,829,176</b> |
| <b>Liabilities:</b>  |                      |  |   |  |                                |                     |
| Financial Derivatives(4)   | \$ (3,719)           | \$ -   | \$ (216)  | \$ -   | \$ -                           | \$ (3,935)          |
| <b>Total Liabilities at fair<br/>value</b>   | <b>\$ (3,719)</b>    | <b>\$ -</b>  | <b>\$ (216)</b>   | <b>\$ -</b>  | <b>\$ -</b>                    | <b>\$ (3,935)</b>   |
| <b>Nonrecurring:</b>   |                      |  |   |  |                                |                     |
| <b>Assets:</b>   |                      |  |   |  |                                |                     |
| Loans held for sale  | \$ -                 | \$ -   | \$ (315)  | \$ -   | \$ 28,644                      | \$ 28,329           |

|  |      |             |          |      |           |           |
|--|------|-------------|----------|------|-----------|-----------|
| REO  | -    | (31,609)    | -        | -    | 41,786    | 10,177    |
| Total Nonrecurring<br>Assets at fair value | \$ - | \$ (31,609) | \$ (315) | \$ - | \$ 70,430 | \$ 38,506 |

- (1) Unrealized gains are attributable to assets still held as of September 30, 2009 and are recorded in (losses)/gains on trading assets.
- (2) Includes unrealized gains of \$15.6 million for assets still held as of September 30, 2009 that are recorded in (losses)/gains on trading assets.
- (3) Includes unrealized gains of approximately \$8.6 million attributable to assets still held as of September 30, 2009 that are recorded in (losses)/gains on trading assets.
- (4) Unrealized losses are attributable to liabilities still held as of September 30, 2009 and are recorded in (losses)/gains on financial derivatives.

#### Fair Value Option

FASB guidance on the fair value option for financial instruments permits entities to make a one-time irrevocable election to report financial instruments at fair value with changes in fair value recorded in earnings as they occur. One of the FASB's stated objectives of this guidance was to improve financial reporting by providing entities with the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions.

Farmer Mac made no fair value option elections for the three and nine months ended September 30, 2010 and 2009. For the three and nine months ended September 30, 2010, Farmer Mac recorded net losses on trading assets of \$1.9 million and net gains of \$6.6 million, respectively, for changes in fair values of assets selected for the fair value option, compared to net gains of \$25.0 million and \$56.4 million for the same periods ended September 30, 2009. These changes in fair value are presented as “(Losses)/gains on trading assets” in the condensed consolidated statements of operations.

#### Disclosures about Fair Value of Financial Instruments

The following table sets forth the estimated fair values and the carrying amounts for financial assets, liabilities and guarantees and commitments as of September 30, 2010 and December 31, 2009 in accordance with FASB guidance on disclosures about fair value of financial instruments.

|  | September 30, 2010 |                 | December 31, 2009 |                 |
|--|--------------------|-----------------|-------------------|-----------------|
|  | Fair Value         | Carrying Amount | Fair Value        | Carrying Amount |
|  | (in thousands)     |                 |                   |                 |
| <b>Financial assets:</b>                                     |                    |                 |                   |                 |
| Cash and cash equivalents                                    | \$ 453,273         | \$ 453,273      | \$ 654,794        | \$ 654,794      |
| Investment securities  | 1,457,431          | 1,457,431       | 1,131,895         | 1,131,895       |
| Farmer Mac Guaranteed Securities                             | 2,434,467          | 2,434,467       | 3,398,996         | 3,398,996       |
| USDA Guaranteed Securities                                   | 1,325,440          | 1,325,440       | -                 | -               |
| Loans  | 2,463,376          | 2,353,757       | 779,185           | 753,720         |
| Financial derivatives  | 52,471             | 52,471          | 15,040            | 15,040          |
| Interest receivable  | 67,424             | 67,424          | 67,178            | 67,178          |
| <b>Guarantee and commitment fees receivable:</b>             |                    |                 |                   |                 |
| LTSPCs   | 11,093             | 12,558          | 14,591            | 15,896          |
| Farmer Mac Guaranteed Securities                             | 20,101             | 21,500          | 36,135            | 39,120          |
| <b>Financial liabilities:</b>                                |                    |                 |                   |                 |
| <b>Notes payable:</b>  |                    |                 |                   |                 |
| Due within one year  | 3,643,972          | 3,645,811       | 3,665,282         | 3,662,898       |
| Due after one year   | 3,134,578          | 2,979,147       | 1,964,526         | 1,908,713       |
| Debt securities of consolidated trusts held by third parties | 913,697            | 849,430         | -                 | -               |
| Financial derivatives  | 144,715            | 144,715         | 107,367           | 107,367         |
| Accrued interest payable                                     | 45,094             | 45,094          | 39,562            | 39,562          |
| <b>Guarantee and commitment obligations:</b>                 |                    |                 |                   |                 |
| LTSPCs   | 10,153             | 11,617          | 13,370            | 14,676          |
| Farmer Mac Guaranteed Securities                             | 17,906             | 19,305          | 30,865            | 33,850          |

The carrying amount of cash and cash equivalents, certain short-term investment securities, interest receivable and accrued interest payable is a reasonable estimate of their approximate fair value. Farmer Mac estimates the fair value of its loans, guarantee and commitment fees receivable/obligation and notes payable by discounting the projected cash flows of these instruments at projected interest rates. The fair values are based on the present value of expected cash flows using management’s best estimate of certain key assumptions, which include prepayment speeds, forward yield curves and discount rates commensurate with the risks involved. Because the cash flows of these instruments may be interest rate path dependent, these values and projected discount rates are derived using a Monte Carlo simulation model. Different market assumptions and estimation methodologies could significantly affect estimated fair value amounts.



## Note 8. Business Segment Reporting

Farmer Mac accomplishes its congressional mission of providing liquidity and lending capacity to rural lenders through three programs – Farmer Mac I, Farmer Mac II and Rural Utilities. Prior to first quarter 2010, Farmer Mac reported its financial results as a single segment using GAAP-basis income. Beginning in first quarter 2010, Farmer Mac revised its segment financial reporting, by using core earnings, a non-GAAP financial measure, to reflect the manner in which management has begun assessing the Corporation's performance since the contribution of substantially all of the Farmer Mac II program business to a subsidiary, Farmer Mac II LLC. Farmer Mac uses core earnings to measure corporate economic performance and develop financial plans because, in management's view, core earnings more accurately represents Farmer Mac's economic performance, transaction economics and business trends. Core earnings differs from GAAP net income primarily by excluding unrealized gains or losses on financial derivatives and trading assets, lower of cost or fair value adjustments on loans held for sale and other items related to the retirement of preferred stock and the amortization of premiums on assets consolidated at fair value. This non-GAAP financial measure may not be similar to non-GAAP financial measures disclosed by other companies.

The financial information presented below reflects the accounts of Farmer Mac and its subsidiaries on a consolidated basis. Accordingly, the core earnings for Farmer Mac's reportable operating segments will differ from the stand-alone financial statements of Farmer Mac's subsidiaries. These differences will be due to various factors, including the reversal of unrealized gains and losses related to fair value changes of trading assets and financial derivatives, as well as the allocation of certain expenses such as dividends and interest expense related to the issuance of capital and the incurrence of indebtedness managed at the corporate level. The allocation of general and administrative expenses that are not directly attributable to an operating segment may also result in differences. The assets of Farmer Mac's subsidiary Farmer Mac II LLC would be available to creditors of Farmer Mac only after all obligations owed to creditors of and equity holders in Farmer Mac II LLC had been satisfied. As of September 30, 2010, Farmer Mac II LLC held assets with a fair value of \$1.4 billion, had debt outstanding of \$108.0 million, had preferred stock outstanding with a liquidation preference of \$250.0 million, and had \$1.0 billion of common stock outstanding, all of which is held by Farmer Mac.

Management has determined that the Corporation's operations consist of three reportable segments – Farmer Mac I, Farmer Mac II and Rural Utilities. Farmer Mac uses these three segments to generate revenue and manage business risk, and each segment is based on distinct products and distinct business activities. In addition to these three program operating segments, a corporate segment is presented. That segment represents activity in Farmer Mac's non-program investment portfolio and other corporate activities. The segment financial results include directly attributable revenues and expenses. Corporate charges for administrative expenses that are not directly attributable to an operating segment are allocated based on headcount.

Each of the program operating segments generates revenue through purchasing loans or securities, committing to purchase loans, or guaranteeing securities backed by eligible loans. Purchases of both program and non-program assets are funded through debt issuance of various maturities. Management makes decisions about pricing, funding and guarantee and commitment fee levels based on inherent credit risks, resource allocation and target returns on equity separately for each segment.



Under the Farmer Mac I program, Farmer Mac purchases or commits to purchase eligible mortgage loans secured by first liens on agricultural real estate, including through the issuance of LTSPCs. Farmer Mac also guarantees securities representing interests in, or obligations secured by, pools of eligible agricultural real estate mortgage loans, and may purchase those securities.

Under the Farmer Mac II program, Farmer Mac II LLC purchases USDA-guaranteed portions of loans. Farmer Mac currently operates only that part of the Farmer Mac II program that involves the guarantee of Farmer Mac II Guaranteed Securities to investors other than Farmer Mac or Farmer Mac II LLC.

Under the Rural Utilities program, Farmer Mac's business activities include loan purchases, guarantees and purchases of securities with respect to eligible rural utilities loans. To date, all of the business under the Rural Utilities program has been with one lender, CFC, a related party.

The following tables present core earnings for Farmer Mac's reportable operating segments and a reconciliation to GAAP net income for the three and nine months ended September 30, 2010 and 2009. Farmer Mac has presented the financial information and disclosures for the prior periods to reflect the segment disclosures as if they had been in effect for all periods reported.

Core Earnings by Business Segment  
For the Three Months Ended September 30, 2010

|  | Farmer Mac I   | Farmer Mac II | Rural Utilities | Corporate    | Core Earnings | Reconciling Adjustments | GAAP Amounts |
|--|----------------|---------------|-----------------|--------------|---------------|-------------------------|--------------|
|  | (in thousands) |               |                 |              |               |                         |              |
| Interest income (1)  | \$ 24,748      | \$ 14,430     | \$ 14,074       | \$ 6,430     | \$ 59,682     | \$ (1,107)              | \$ 58,575    |
| Interest income related to consolidated trusts owned by third parties reclassified to guarantee fee income | (952)          | -             | -               | -            | (952)         | 952                     | -            |
| Interest expense (2)   | (16,130)       | (11,773)      | (10,959)        | (3,625)      | (42,487)      | 8,961                   | (33,526)     |
| Net effective spread   | 7,666          | 2,657         | 3,115           | 2,805        | 16,243        | 8,806                   | 25,049       |
| Guarantee and commitment fees  | 5,492          | 52            | 1,385           | -            | 6,929         | (952)                   | 5,977        |
| Other income/(expense) (3)   | 1,548          | 295           | 1               | (385)        | 1,459         | (10,787)                | (9,328)      |
| Non-interest income/(loss)   | 7,040          | 347           | 1,386           | (385)        | 8,388         | (11,739)                | (3,351)      |
| Provision for loan losses  | (412)          | -             | -               | -            | (412)         | -                       | (412)        |
| Reserve for losses   | (105)          | -             | -               | -            | (105)         | -                       | (105)        |
| Other non-interest expense   | (4,632)        | (579)         | (1,170)         | (1,652)      | (8,033)       | -                       | (8,033)      |
| Non-interest expense (4)   | (4,737)        | (579)         | (1,170)         | (1,652)      | (8,138)       | -                       | (8,138)      |
| Income before income taxes   | 9,557          | 2,425         | 3,331           | 768          | 16,081        | (2,933)                 | 13,148       |
| Income tax (expense)/benefit   | (3,345)        | (849)         | (1,166)         | 3,448        | (1,912)       | 1,027                   | (885)        |
| Net income before dividends  | 6,212          | 1,576         | 2,165           | 4,216        | 14,169        | (1,906)                 | 12,263       |
| Preferred stock dividends  | -              | -             | -               | (720)        | (720)         | -                       | (720)        |
| Net income   | 6,212          | 1,576         | 2,165           | 3,496        | 13,449        | (1,906)                 | 11,543       |
| Non-controlling interest   | -              | -             | -               | (5,546)      | (5,546)       | -                       | (5,546)      |
| Segment core earnings  | \$ 6,212       | \$ 1,576      | \$ 2,165        | \$ (2,050)   | \$ 7,903      | \$ (1,906)              | \$ 5,997     |
| Total assets at carrying value   | \$ 2,393,213   | \$ 1,388,054  | \$ 2,431,811    | \$ 2,009,664 | \$ -          | \$ -                    | \$ 8,222,742 |

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|   |           |           |           |   |   |   |            |
|---|-----------|-----------|-----------|---|---|---|------------|
| Total on- and off-balance sheet program assets at principal balance | 7,761,847 | 1,365,993 | 2,353,453 | - | - | - | 11,481,293 |
|---|-----------|-----------|-----------|---|---|---|------------|

Core Earnings by Business Segment  
For the Three Months Ended September 30, 2009

|   | Farmer Mac I   | Farmer Mac II | Rural Utilities | Corporate    | Core Earnings | Reconciling Adjustments | GAAP Amounts |
|---|----------------|---------------|-----------------|--------------|---------------|-------------------------|--------------|
|   | (in thousands) |               |                 |              |               |                         |              |
| Interest income (1)   | \$ 9,381       | \$ 12,010     | \$ 15,042       | \$ 6,345     | \$ 42,778     | \$ 50                   | \$ 42,828    |
| Interest expense (2)  | (4,617)        | (10,512)      | (12,445)        | (3,291)      | (30,865)      | 7,834                   | (23,031)     |
| Net effective spread  | 4,764          | 1,498         | 2,597           | 3,054        | 11,913        | 7,884                   | 19,797       |
| Guarantee and commitment fees                                       | 5,679          | 701           | 1,788           | -            | 8,168         | -                       | 8,168        |
| Other (expense)/income (3)  | 873            | 28            | 2               | (1,973)      | (1,070)       | 17,700                  | 16,630       |
| Non-interest income/(loss)  | 6,552          | 729           | 1,790           | (1,973)      | 7,098         | 17,700                  | 24,798       |
| Provision for loan losses   | (3,098)        | -             | -               | -            | (3,098)       | -                       | (3,098)      |
| Reserve for losses  | (89)           | -             | -               | -            | (89)          | -                       | (89)         |
| Other non-interest expense  | (2,890)        | (876)         | (642)           | (1,635)      | (6,043)       | -                       | (6,043)      |
| Non-interest expense (4)  | (2,979)        | (876)         | (642)           | (1,635)      | (6,132)       | -                       | (6,132)      |
| Income before income taxes  | 5,239          | 1,351         | 3,745           | (554)        | 9,781         | 25,584                  | 35,365       |
| Income tax expense  | (1,833)        | (474)         | (1,311)         | (525)        | (4,143)       | (8,954)                 | (13,097)     |
| Net income before dividends   | 3,406          | 877           | 2,434           | (1,079)      | 5,638         | 16,630                  | 22,268       |
| Preferred stock dividends   | -              | -             | -               | (4,368)      | (4,368)       | -                       | (4,368)      |
| Segment core earnings   | \$ 3,406       | \$ 877        | \$ 2,434        | \$ (5,447)   | \$ 1,270      | \$ 16,630               | \$ 17,900    |
| Total assets at carrying value                                      | \$ 828,779     | \$ 1,152,334  | \$ 2,348,213    | \$ 1,404,405 | \$ -          | \$ -                    | \$ 5,733,731 |
| Total on- and off-balance sheet program assets at principal balance | 7,374,021      | 1,141,570     | 2,266,592       | -            | -             | -                       | 10,782,183   |

(1) Includes reconciling adjustments for yield maintenance income and discount amortization on certain prepaid loans, and amortization of premiums on assets consolidated at fair value to reflect core earnings amounts.

(2)

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Based on effective funding cost determined for each operating segment, including the expense related to interest rate swaps, which is included in (Losses)/gains on financial derivatives on the GAAP financial statements.

- (3) Includes reconciling adjustments for the reclassification of yield maintenance, discount amortization of certain prepaid loans and the expense related to interest rate swaps and fair value adjustments on loans held for sale and financial derivatives.
- (4) Includes directly attributable costs and an allocation of indirectly attributable costs based on headcount.

Core Earnings by Business Segment  
For the Nine Months Ended September 30, 2010

|  | Farmer Mac I   | Farmer Mac II | Rural Utilities | Corporate  | Core Earnings | Reconciling Adjustments | GAAP Amounts |
|--|----------------|---------------|-----------------|------------|---------------|-------------------------|--------------|
|  | (in thousands) |               |                 |            |               |                         |              |
| Interest income (1)  | \$ 80,512      | \$ 40,863     | \$ 42,011       | \$ 19,303  | \$ 182,689    | \$ (6,055)              | \$ 176,634   |
| Interest income related to consolidated trusts owned by third parties reclassified to guarantee fee income | (3,701)        | -             | -               | -          | (3,701)       | 3,701                   | -            |
| Interest expense (2)   | (54,461)       | (33,495)      | (33,557)        | (10,876)   | (132,389)     | 26,029                  | (106,360)    |
| Net effective spread   | 22,350         | 7,368         | 8,454           | 8,427      | 46,599        | 23,675                  | 70,274       |
| Guarantee and commitment fees  | 16,527         | 403           | 4,377           | -          | 21,307        | (3,701)                 | 17,606       |
| Other income/(expense) (3)   | 2,823          | 298           | 1               | (1,599)    | 1,523         | (24,974)                | (23,451)     |
| Non-interest income/(loss)   | 19,350         | 701           | 4,378           | (1,599)    | 22,830        | (28,675)                | (5,845)      |
| Provision for loan losses  | (1,392)        | -             | -               | -          | (1,392)       | -                       | (1,392)      |
| Reserve for losses   | (1,680)        | -             | -               | -          | (1,680)       | -                       | (1,680)      |
| Other non-interest expense   | (11,267)       | (2,159)       | (3,322)         | (4,690)    | (21,438)      | -                       | (21,438)     |
| Non-interest expense (4)   | (12,947)       | (2,159)       | (3,322)         | (4,690)    | (23,118)      | -                       | (23,118)     |
| Income before income taxes   | 27,361         | 5,910         | 9,510           | 2,138      | 44,919        | (5,000)                 | 39,919       |
| Income tax (expense)/benefit   | (9,577)        | (2,068)       | (3,329)         | 7,247      | (7,727)       | 1,750                   | (5,977)      |
| Net income before dividends  | 17,784         | 3,842         | 6,181           | 9,385      | 37,192        | (3,250)                 | 33,942       |
| Preferred stock dividends  | -              | -             | -               | (3,410)    | (3,410)       | (5,784)                 | (9,194)      |
| Net income   | 17,784         | 3,842         | 6,181           | 5,975      | 33,782        | (9,034)                 | 24,748       |
| Non-controlling interest   | -              | -             | -               | (15,160)   | (15,160)      | -                       | (15,160)     |
| Segment core earnings  | \$ 17,784      | \$ 3,842      | \$ 6,181        | \$ (9,185) | \$ 18,622     | \$ (9,034)              | \$ 9,588     |

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|   |              |              |              |              |      |      |              |
|---|--------------|--------------|--------------|--------------|------|------|--------------|
| Total assets at carrying value                                      | \$ 2,393,213 | \$ 1,388,054 | \$ 2,431,811 | \$ 2,009,664 | \$ - | \$ - | \$ 8,222,742 |
| Total on- and off-balance sheet program assets at principal balance | 7,761,847    | 1,365,993    | 2,353,453    | -            | -    | -    | 11,481,293   |

Core Earnings by Business Segment  
For the Nine Months Ended September 30, 2009

|   | Farmer Mac I   | Farmer Mac II | Rural Utilities | Corporate    | Core Earnings | Reconciling Adjustments | GAAP Amounts |
|---|----------------|---------------|-----------------|--------------|---------------|-------------------------|--------------|
|   | (in thousands) |               |                 |              |               |                         |              |
| Interest income (1)                     | \$ 33,971      | \$ 35,109     | \$ 39,925       | \$ 22,303    | \$ 131,308    | \$ 423                  | \$ 131,731   |
| Interest expense (2)                    | (18,493)       | (30,752)      | (35,276)        | (12,430)     | (96,951)      | 28,358                  | (68,593)     |
| Net effective spread                    | 15,478         | 4,357         | 4,649           | 9,873        | 34,357        | 28,781                  | 63,138       |
| Guarantee and commitment fees           | 17,439         | 2,044         | 4,003           | -            | 23,486        | -                       | 23,486       |
| Other income/(expense) (3)              | 3,050          | 33            | 8               | (1,967)      | 1,124         | 72,798                  | 73,922       |
| Non-interest income/(loss)              | 20,489         | 2,077         | 4,011           | (1,967)      | 24,610        | 72,798                  | 97,408       |
| Provision for loan losses               | (939)          | -             | -               | -            | (939)         | -                       | (939)        |
| Reserve for losses                      | (2,079)        | -             | -               | -            | (2,079)       | -                       | (2,079)      |
| Other non-interest expense              | (9,576)        | (3,054)       | (2,240)         | (5,700)      | (20,570)      | -                       | (20,570)     |
| Non-interest expense (4)                | (11,655)       | (3,054)       | (2,240)         | (5,700)      | (22,649)      | -                       | (22,649)     |
| Income before income taxes              | 23,373         | 3,380         | 6,420           | 2,206        | 35,379        | 101,579                 | 136,958      |
| Income tax expense                      | (8,180)        | (1,183)       | (2,247)         | (558)        | (12,168)      | (35,553)                | (47,721)     |
| Net income before dividends             | 15,193         | 2,197         | 4,173           | 1,648        | 23,211        | 66,026                  | 89,237       |
| Preferred stock dividends               | -              | -             | -               | (12,434)     | (12,434)      | -                       | (12,434)     |
| Segment core earnings                   | \$ 15,193      | \$ 2,197      | \$ 4,173        | \$ (10,786)  | \$ 10,777     | \$ 66,026               | \$ 76,803    |
| Total assets at carrying value          | \$ 828,779     | \$ 1,152,334  | \$ 2,348,213    | \$ 1,404,405 | \$ -          | \$ -                    | \$ 5,733,731 |
| Total on- and off-balance sheet program | 7,374,021      | 1,141,570     | 2,266,592       | -            | -             | -                       | 10,782,183   |

assets at principal  
balance

- (1) Includes reconciling adjustments for yield maintenance income and discount amortization on certain prepaid loans, and amortization of premiums on assets consolidated at fair value to reflect core earnings amounts.
- (2) Based on effective funding cost determined for each operating segment, including the expense related to interest rate swaps, which is included in (Losses)/gains on financial derivatives on the GAAP financial statements.
- (3) Includes reconciling adjustments for the reclassification of yield maintenance, discount amortization of certain prepaid loans and the expense related to interest rate swaps and fair value adjustments on loans held for sale and financial derivatives.
- (4) Includes directly attributable costs and an allocation of indirectly attributable costs based on headcount.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Financial information is consolidated to include the accounts of Farmer Mac and its subsidiaries, Farmer Mac Mortgage Securities Corporation and Farmer Mac II LLC. Farmer Mac II LLC was formed as a Delaware limited liability company in December 2009 to operate substantially all of the business related to the Farmer Mac II program – primarily the acquisition of USDA-guaranteed portions. The business operations of Farmer Mac II LLC began in January 2010. In the future, Farmer Mac will operate only that part of the Farmer Mac II program that involves the issuance of Farmer Mac II Guaranteed Securities to investors other than Farmer Mac or Farmer Mac II LLC.

This discussion and analysis of financial condition and results of operations should be read together with: (1) the interim unaudited condensed consolidated financial statements and the related notes that appear elsewhere in this report; (2) Farmer Mac's Annual Report on Form 10-K for the fiscal year ended December 31, 2009 filed with the SEC on March 16, 2010; and (3) the Current Report on Form 8-K filed with the SEC on August 4, 2010, which updated the aforementioned Annual Report on Form 10-K.

The discussion below is not necessarily indicative of future results.

Special Note Regarding Forward-Looking Statements

Some statements made in this report are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 pertaining to management's current expectations as to Farmer Mac's future financial results, business prospects and business developments. Forward-looking statements include, without limitation, any statement that may predict, forecast, indicate or imply future results, performance or achievements, and typically are accompanied by, and identified with, such terms as “anticipates,” “believes,” “expects,” “intends,” “should” and similar phrases. The following management's discussion and analysis includes forward-looking statements addressing Farmer Mac's:

- prospects for earnings;
- prospects for growth in loan purchase, guarantee, securitization, and LTSPC volume;
- trends in net interest income;
- trends in portfolio credit quality, delinquencies, and provisions for losses;
- trends in expenses;
- trends in non-program investments;
- prospects for asset impairments and allowance for losses;
- changes in capital position; and
- other business and financial matters.

Management's expectations for Farmer Mac's future necessarily involve a number of assumptions and estimates and the evaluation of risks and uncertainties. Various factors or events could cause Farmer Mac's actual results to differ materially from the expectations as expressed or implied by the forward-looking statements, including the factors discussed under “Risk Factors” in Part I, Item 1A of Farmer Mac's Annual Report on Form 10-K for the year ended December 31, 2009 filed with the SEC on March 16, 2010, as well as uncertainties regarding:



- the availability to Farmer Mac and Farmer Mac II LLC of debt financing on reasonable rates and terms;
  - legislative or regulatory developments that could affect Farmer Mac;
  - fluctuations in the fair value of assets held by Farmer Mac and Farmer Mac II LLC;
- the rate and direction of development of the secondary market for agricultural mortgage and rural utilities loans, including lender interest in Farmer Mac credit products and the Farmer Mac secondary market;
  - the general rate of growth in agricultural mortgage and rural utilities indebtedness;
    - borrower preferences for fixed rate indebtedness;
  - the impact of economic conditions and real estate values on agricultural mortgage lending;
    - the willingness of investors to invest in Farmer Mac Guaranteed Securities;
- developments in the financial markets, including possible investor, analyst and rating agency reactions to events involving GSEs, including Farmer Mac; and
  - the future level of interest rates, commodity prices, and export demand for U.S. agricultural products.

In light of these potential risks and uncertainties, no undue reliance should be placed on any forward-looking statements expressed in this report. Furthermore, Farmer Mac undertakes no obligation to release publicly the results of revisions to any forward-looking statements that may be made to reflect new information or any future events or circumstances, except as otherwise mandated by the SEC.

#### Overview

With the new capital raised in early 2010, Farmer Mac is well-positioned to continue to fulfill its congressional mission to provide capital and liquidity to rural America. During third quarter 2010, Farmer Mac's new business volume totaled \$1.1 billion, bringing the year-to-date total to \$1.7 billion and the total outstanding to \$11.5 billion.

GAAP net income available to common stockholders for third quarter 2010 was \$6.0 million, while core earnings were \$7.9 million. Third quarter 2010 results benefited from the increased new business volume and an increased effective net interest spread of \$16.2 million (104 basis points), compared to \$11.9 million (93 basis points) in third quarter 2009. As of September 30, 2010, Farmer Mac's excess core capital above its statutory minimum capital requirement was \$183.2 million.

During third quarter 2010, Farmer Mac purchased an aggregate of \$550.0 million of Farmer Mac I AgVantage securities in three transactions. Those purchases were the first Farmer Mac I program portfolio transactions of comparable size completed since third quarter 2008. During the first nine months of 2010, increased loan purchase activity in the Farmer Mac I program continued in part due to attractive long-term fixed interest rates offered by Farmer Mac along with farmers and ranchers reaching Farmer Mac's commercial bank business partners' borrower exposure limits. Similarly, purchases of USDA Guaranteed Securities by Farmer Mac II LLC were at record levels for both third quarter 2010 and for the first nine months of 2010.

The growth in Farmer Mac's Rural Utilities program continued during 2010 with the purchase of \$422.0 million of loans and AgVantage securities under that program during the nine months ended September 30, 2010. That growth occurred at a lower rate than in 2008 and 2009 when Farmer Mac purchased general obligation notes from National Rural Utilities Cooperative Finance Corporation ("CFC") secured by eligible rural utilities loans in AgVantage structures in several larger transactions. Beginning in August 2009 and continuing through second quarter 2010, the majority of Farmer Mac's rural utilities business was direct purchases of distribution cooperative rural utilities loans as opposed to AgVantage transactions. During third quarter 2010, Farmer Mac purchased \$250.0 million of AgVantage securities representing a two-month general obligation of CFC secured by eligible rural utilities loans. In late 2009, Farmer Mac developed underwriting standards for the purchase of loans to generation and transmission cooperatives and during third quarter 2010, Farmer Mac purchased its first of these types of rural utilities loans.

#### Critical Accounting Policies and Estimates

The preparation of Farmer Mac's consolidated financial statements in conformity with GAAP requires the use of estimates and assumptions that affect the amounts reported in the condensed consolidated financial statements and related notes for the periods presented. Actual results could differ from those estimates. The critical accounting policies that are both important to the portrayal of Farmer Mac's financial position and results of operations and require complex, subjective judgments are the accounting policies for: (1) the allowance for losses, (2) fair value measurement, and (3) other-than-temporary impairment.

For a discussion of Farmer Mac's critical accounting policies related to the allowance for losses, fair value measurement and other-than-temporary impairment and the related use of estimates and assumptions that affect the amounts reported in the condensed consolidated financial statements and related notes for the periods presented, see "Management's Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies and Estimates" in the Corporation's Annual Report on Form 10-K for the year ended December 31, 2009 filed with the SEC on March 16, 2010 (as updated by the Current Report on Form 8-K filed with the SEC on August 4, 2010).

#### Results of Operations

Farmer Mac's net income available to common stockholders for third quarter 2010 was \$6.0 million or \$0.56 per diluted common share, compared to net income of \$17.9 million or \$1.74 per diluted common share for third quarter 2009. For the nine months ended September 30, 2010, Farmer Mac's net income available to common stockholders was \$9.6 million or \$0.91 per diluted common share, compared to \$76.8 million or \$7.54 per diluted common share for the nine months ended September 30, 2009.

Farmer Mac uses core earnings, a non-GAAP financial measure, to measure corporate economic performance and develop financial plans because, in financial management's view, core earnings more accurately represents Farmer Mac's economic performance, transaction economics and business trends. Core earnings differs from GAAP net income primarily by excluding unrealized gains or losses on financial derivatives and trading assets, lower of cost or fair value adjustments on loans held for sale and other items related to the retirement of preferred stock and the amortization of premiums on assets consolidated at fair value. Farmer Mac's disclosure of this non-GAAP measure is not intended to replace GAAP information but, rather, to supplement it.

Farmer Mac's core earnings for third quarter 2010 was \$7.9 million or \$0.74 per diluted common share, compared to \$1.3 million or \$0.12 per diluted common share for third quarter 2009. For the nine months ended September 30, 2010, Farmer Mac's core earnings was \$18.6 million or \$1.76 per diluted common share, compared to \$10.8 million or \$1.06 million per diluted common share for the nine months ended September 30, 2009. A reconciliation of Farmer Mac's GAAP net income available to common stockholders to core earnings is presented in the following table, and those reconciling items are described in more detail below the table.

Reconciliation of GAAP Net Income Available to Common Stockholders to Core Earnings

|   | For the Three Months Ended               |         |                    |         |
|---|--|---------|--------------------|---------|
|   | September 30, 2010                       |         | September 30, 2009 |         |
|   | Per Diluted Share                        |         | Per Diluted Share  |         |
|   | (in thousands, except per share amounts) |         |                    |         |
| GAAP net income available to common stockholders              | \$ 5,997                                 | \$ 0.56 | \$ 17,900          | \$ 1.74 |
| Less the net of tax effects of:                               |  |         |                    |         |
| Unrealized gains on financial derivatives                     | 2,106                                    | 0.20    | 830                | 0.08    |
| Unrealized (losses)/gains on trading assets                   | (1,119)                                  | (0.10)  | 16,279             | 1.59    |
| Amortization of premiums on assets consolidated at fair value | (1,863)                                  | (0.17)  | -                  | -       |
| Net effects of settlements on agency forward contracts        | (441)                                    | (0.05)  | (479)              | (0.05)  |
| Lower of cost or fair value adjustment on loans held for sale | (589)                                    | (0.06)  | -                  | -       |
| Core earnings   | \$ 7,903                                 | \$ 0.74 | \$ 1,270           | \$ 0.12 |
|   |  |         |                    |         |
|   | For the Nine Months Ended                |         |                    |         |
|   | September 30, 2010                       |         | September 30, 2009 |         |
|   | Per Diluted Share                        |         | Per Diluted Share  |         |
|   | (in thousands, except per share amounts) |         |                    |         |
| GAAP net income available to common stockholders              | \$ 9,588                                 | \$ 0.91 | \$ 76,803          | \$ 7.54 |
| Less the net of tax effects of:                               |  |         |                    |         |
| Unrealized (losses)/gains on financial derivatives            | (23)                                     | -       | 30,839             | 3.03    |
| Unrealized gains on trading assets                            | 4,357                                    | 0.41    | 36,859             | 3.61    |
| Amortization of premiums on assets consolidated at fair value | (5,246)                                  | (0.50)  | -                  | -       |
| Issuance costs on the retirement of preferred stock           | (5,784)                                  | (0.55)  | -                  | -       |
| Net effects of settlements on agency forward contracts        | (329)                                    | (0.02)  | (1,672)            | (0.16)  |
| Lower of cost or fair value adjustment on loans held for sale | (2,009)                                  | (0.19)  | -                  | -       |
| Core earnings   | \$ 18,622                                | \$ 1.76 | \$ 10,777          | \$ 1.06 |

Changes in the fair values of financial derivatives and trading assets have historically contributed significant volatility to Farmer Mac's periodic earnings. Consistent with that trend, Farmer Mac's third quarter 2010 unrealized gains on financial derivatives were \$3.2 million, compared to \$1.3 million during third quarter 2009. For the nine months ended September 30, 2010, the unrealized losses on financial derivatives were \$35,000, compared to unrealized gains of \$47.4 million for the nine months ended September 30, 2009. Fair value losses on trading assets totaled \$1.7 million for third quarter 2010, compared to gains of \$25.0 million for third quarter 2009. For the nine months ended September 30, 2010, the gains on trading assets totaled \$6.7 million, compared to gains of \$56.7 million for the same period in 2009. While these volatile changes in fair values of derivatives and trading assets may at times produce significant income, as was the case in 2009, they may also produce significant losses, as was the case in the first nine months of 2010 and as has been the case in previous reporting periods. Future changes in those values cannot be reliably predicted; however, as of September 30, 2010, the cumulative fair value of after-tax losses recorded on financial derivatives was \$60.0 million. Over time, Farmer Mac will realize in earnings the net effect of the cash settlements on its interest rate swap contracts, which may on its own produce either income or expense, but is expected to generate positive effective net spread when combined with the interest earned and paid on the assets and liabilities Farmer Mac holds on its balance sheet. This positive effective net spread will continue to build retained earnings and capital over time. Although the unrealized fair value fluctuations experienced throughout the term of the financial derivatives will temporarily impact earnings and capital, those fluctuations will have no permanent effect if the financial derivatives are held to maturity, as is generally expected.

Upon the adoption of the new consolidation guidance on January 1, 2010, Farmer Mac determined itself to be the primary beneficiary of certain variable interest entities ("VIEs") where Farmer Mac held beneficial interests in trusts used as vehicles for the securitization of rural utilities loans. Upon consolidation, Farmer Mac transferred these assets from "Farmer Mac Guaranteed Securities" to "Loans held for investment in consolidated trusts" on its condensed consolidated balance sheet. Farmer Mac transferred these assets at their fair value, which resulted in an unamortized premium of \$42.7 million. This premium is being amortized over the contractual lives of the underlying loans and that amortization is not included in Farmer Mac's core earnings.

In January 2010, Farmer Mac contributed substantially all of the assets, in excess of \$1.1 billion, comprising the Farmer Mac II program to a subsidiary, Farmer Mac II LLC. Farmer Mac transferred these assets at their fair value, which resulted in an unamortized premium of \$39.1 million being recorded by Farmer Mac II LLC. This premium is being amortized over the estimated remaining lives of the underlying USDA-guaranteed portions and is not included in Farmer Mac's core earnings.

In January 2010, Farmer Mac retired and repurchased all of the outstanding shares of Series B preferred stock with proceeds from the completed capital raise. As a result of the repurchase, Farmer Mac wrote off \$5.8 million of deferred issuance costs related to those Series B preferred shares as loss on retirement of preferred stock on the condensed consolidated statements of operations.

The following sections provide more detail regarding specific components of Farmer Mac's results of operations.

Net Interest Income. Net interest income for the three and nine months ended September 30, 2010 was \$25.0 million and \$70.3 million, respectively, compared to \$19.8 million and \$63.1 million for the same periods during 2009. Beginning in first quarter 2010, net interest income includes the reclassification of guarantee fees related to certain Farmer Mac Guaranteed Securities previously reported as off-balance sheet as a result of the adoption of the new consolidation guidance. For the three and nine months ended September 30, 2010, these reclassifications resulted in an increase in net interest income of \$1.0 million and \$3.7 million, respectively and a decrease in the net interest yield of 13 basis points and 17 basis points, respectively. The decrease in the net interest yield is the result of the average rate earned on guarantee fees being lower than the net interest spread earned on assets Farmer Mac purchases and holds on-balance sheet. For the nine months ended September 30, 2010 and 2009, the net interest yield was 133 basis points and 169 basis points, respectively. Excluding the impacts of the guarantee fee reclassifications, the net interest yield was 150 basis points for the nine months ended September 30, 2010, compared to 169 basis points for the nine months ended September 30, 2009.

The following table provides information regarding interest-earning assets and funding for the nine months ended September 30, 2010 and 2009. The balance of non-accruing loans is included in the average balance of interest-earning loans and Farmer Mac and USDA Guaranteed Securities presented, though the related income is accounted for on the cash basis. Therefore, as the balance of non-accruing loans and the income received increases or decreases, the net interest yield will fluctuate accordingly. The balance of consolidated loans with beneficial interests owned by third parties is disclosed in the net effect of consolidated trusts and is not included in the average balances of interest-earning assets and interest-bearing liabilities. The interest income and expense associated with these trusts are shown net in the net effect of consolidated trusts. The average rate earned on cash and investments reflects lower short-term market rates during the nine months ended September 30, 2010 compared to the nine months ended September 30, 2009. The lower average rate on loans and Farmer Mac and USDA Guaranteed Securities during the nine months ended September 30, 2010 reflects the decline in market rates reflected in the rates on loans acquired or reset during the past year. The lower average rate on Farmer Mac's notes payable due within one year is consistent with general trends in average short-term rates during the periods presented. The downward trend in the average rate on notes payable due after one year reflects the retirement of older debt and the issuance of new debt at lower market rates during the latter part of 2008, throughout 2009 and the first three quarters of 2010.

|   | For the Nine Months Ended |                    |                 |                     |                    |                 |
|---|---------------------------|--------------------|-----------------|---------------------|--------------------|-----------------|
|   | September 30, 2010        |                    |                 | September 30, 2009  |                    |                 |
|   | Average<br>Balance        | Income/<br>Expense | Average<br>Rate | Average<br>Balance  | Income/<br>Expense | Average<br>Rate |
| (dollars in thousands)  |                           |                    |                 |                     |                    |                 |
| <b>Interest-earning assets:</b>   |                           |                    |                 |                     |                    |                 |
| Cash and investments  | \$ 1,576,100              | \$ 19,303          | 1.63%           | \$ 1,457,216        | \$ 22,303          | 2.04%           |
| <b>Loans and Farmer Mac and<br/>USDA</b>                                    |                           |                    |                 |                     |                    |                 |
| Guaranteed Securities (1)   | 4,328,706                 | 112,070            | 3.45%           | 3,527,656           | 109,428            | 4.14%           |
| <b>Total interest-earning assets</b>  | <b>5,904,806</b>          | <b>131,373</b>     | <b>2.97%</b>    | <b>4,984,872</b>    | <b>131,731</b>     | <b>3.52%</b>    |
| <b>Funding:</b>   |                           |                    |                 |                     |                    |                 |
| Notes payable due within<br>one year  | 2,981,082                 | 7,353              | 0.33%           | 3,109,850           | 20,306             | 0.87%           |
| Notes payable due after one<br>year (2)                                     | 2,502,849                 | 57,447             | 3.06%           | 1,662,863           | 48,287             | 3.87%           |
| <b>Total interest-bearing<br/>liabilities (3)</b>                           | <b>5,483,931</b>          | <b>64,800</b>      | <b>1.58%</b>    | <b>4,772,713</b>    | <b>68,593</b>      | <b>1.92%</b>    |
| Net non-interest-bearing<br>funding   | 420,875                   | -                  |                 | 212,159             | -                  |                 |
| <b>Total funding</b>  | <b>5,904,806</b>          | <b>64,800</b>      | <b>1.46%</b>    | <b>4,984,872</b>    | <b>68,593</b>      | <b>1.83%</b>    |
| Net interest income/yield<br>prior to<br>consolidation of certain<br>trusts | 5,904,806                 | 66,573             | 1.50%           | 4,984,872           | 63,138             | 1.69%           |
| Net effect of consolidated<br>trusts (4)                                    | 1,158,766                 | 3,701              | 0.43%           | -                   | -                  | 0.00%           |
| <b>Adjusted net interest<br/>income/yield</b>                               | <b>\$ 7,063,572</b>       | <b>\$ 70,274</b>   | <b>1.33%</b>    | <b>\$ 4,984,872</b> | <b>\$ 63,138</b>   | <b>1.69%</b>    |

(1) Excludes interest income of \$45.3 million related to consolidated trusts with beneficial interests owned by third parties.

(2) Includes current portion of long-term notes.

(3) Excludes interest expense of \$41.6 million related to consolidated trusts with beneficial interests owned by third parties.

(4) Includes the effect of consolidated trusts with beneficial interests owned by third party investors.

The following table sets forth information regarding the changes in the components of Farmer Mac's net interest income for the periods indicated. For each category, information is provided on changes attributable to changes in volume (change in volume multiplied by old rate) and changes in rate (change in rate multiplied by old volume). Combined rate/volume variances, the third element of the calculation, are allocated based on their relative size. The decreases in income due to changes in rate reflect the reset of variable-rate investments and adjustable-rate mortgages to lower rates and the acquisition of new lower-yielding investments, loans and Farmer Mac and USDA Guaranteed Securities, as described above. The decreases in expense reflect the decreased cost of funding due to lower interest rates in the debt markets.

For the Nine Months Ended September 30, 2010  
Compared to the Nine Months Ended  
September 30, 2009

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|   | Rate            | Increase/(Decrease) Due to<br>Volume<br>(in thousands) |               | Total        |
|---|-----------------|--|---------------|--------------|
| <b>Income from interest-earning assets:</b>                                   |                 |  |               |              |
| Cash and investments  | \$ (4,714)      | \$   | 1,714         | \$ (3,000)   |
| <b>Loans and Farmer Mac and USDA</b>  |                 |  |               |              |
| Guaranteed Securities   | (19,829)        |  | 22,471        | 2,642        |
| <b>Total</b>  | <b>(24,543)</b> |  | <b>24,185</b> | <b>(358)</b> |
| Expense from interest-bearing liabilities                                     | (13,186)        |  | 9,393         | (3,793)      |
| Change in net interest income prior to<br>consolidation of certain trusts (1) | \$ (11,357)     | \$   | 14,792        | \$ 3,435     |

(1) Excludes the effect of consolidated trusts with beneficial interests owned by third parties.

In addition to the guarantee fee reclassification described above, the net interest yield includes yield maintenance payments received upon the early payoff of certain borrower's loans and the amortization of premiums on assets consolidated at fair value and excludes the accrual of income and expense related to the payments on financial derivatives. The following paragraphs describe the effects of these items on the net interest yield and the table below presents them as adjustments to reconcile to the net effective spread Farmer Mac earns on the difference between its interest-earning assets and its net funding costs, including payments for income and expense related to financial derivatives.

Farmer Mac accounts for its financial derivatives as undesignated financial derivatives. Accordingly, the Corporation records the income or expense related to financial derivatives as gains and losses on financial derivatives. For the three months ended September 30, 2010, this increased the net interest yield by \$9.0 million (57 basis points), compared to \$7.8 million (61 basis points) for the three months ended September 30, 2009. For the nine months ended September 30, 2010, this increased the net interest yield by \$26.0 million (59 basis points), compared to \$28.4 million (76 basis points) for the nine months ended September 30, 2009.

Farmer Mac's net interest income and net interest yields for the three months ended September 30, 2010 and 2009 included the benefits of yield maintenance payments of \$0.3 million (2 basis points) and \$0.1 million (less than 1 basis point), respectively. The net interest yields for the nine months ended September 30, 2010 and 2009 included the benefits of yield maintenance payments of \$0.6 million (1 basis point) and \$0.4 million (1 basis point), respectively. Yield maintenance payments represent the present value of expected future interest income streams and accelerate the recognition of interest income from the related loans. Because the timing and size of these payments vary greatly, variations do not necessarily indicate positive or negative trends to gauge future financial results.

Upon the adoption of the new consolidation guidance on January 1, 2010, Farmer Mac determined itself to be the primary beneficiary of certain VIEs where Farmer Mac held beneficial interests in trusts used as vehicles for the securitization of agricultural real estate mortgage loans or rural utilities loans. Upon consolidation, Farmer Mac reclassified these assets from "Farmer Mac Guaranteed Securities" to "Loans held for investment in consolidated trusts" on the condensed consolidated balance sheet. The reclassified assets on January 1, 2010 included Farmer Mac Guaranteed Securities – Rural Utilities with an unpaid principal balance of \$412.9 million and a fair value of \$455.6 million. Farmer Mac was reporting these assets at their fair values, with changes in fair value recorded in earnings, based on its election of the fair value option in 2008. Upon consolidation of the underlying rural utilities loans, Farmer Mac reclassified the unrealized gain of \$42.7 million as of January 1, 2010 to unamortized premiums on loans held for investment. The related premium is being amortized over the contractual lives of the underlying rural utilities loans.

On January 25, 2010, Farmer Mac contributed substantially all of the assets, in excess of \$1.1 billion, comprising the Farmer Mac II program to Farmer Mac's subsidiary, Farmer Mac II LLC. Farmer Mac transferred these assets at their fair value which resulted in an unamortized premium of \$39.1 million being recorded by Farmer Mac II LLC. This premium is being amortized over the estimated remaining lives of the underlying USDA Guaranteed Securities.



Farmer Mac's net interest income and net interest yield for the three and nine months ended September 30, 2010 include expenses of \$2.9 million (18 basis points) and \$8.1 million (18 basis points), respectively, related to the amortization of the premiums described above.

The following table presents the net effective spread between Farmer Mac's interest-earning assets and its net funding costs. This spread is measured by including income or expense related to financial derivatives and subtracting yield maintenance payments, the amortization of premiums on assets consolidated at fair value and the amortization of discounts on certain prepaid loans. The increase in net effective spread was in part due to the retirement of callable debt and the simultaneous refinancing at lower rates.

|   | For the Three Months Ended |        |                    |        | For the Nine Months Ended |        |                    |        |
|---|----------------------------|--------|--------------------|--------|---------------------------|--------|--------------------|--------|
|   | September 30, 2010         |        | September 30, 2009 |        | September 30, 2010        |        | September 30, 2009 |        |
|   | Dollars                    | Yield  | Dollars            | Yield  | Dollars                   | Yield  | Dollars            | Yield  |
|   | (dollars in thousands)     |        |                    |        |                           |        |                    |        |
| Net interest income/yield                                     | \$ 24,097                  | 1.54%  | \$ 19,797          | 1.54%  | \$ 66,573                 | 1.50%  | \$ 63,138          | 1.69%  |
| Expense related to financial derivatives                      | (8,961)                    | -0.57% | (7,834)            | -0.61% | (26,029)                  | -0.59% | (28,358)           | -0.76% |
| Yield maintenance payments                                    | (339)                      | -0.02% | (50)               | 0.00%  | (595)                     | -0.01% | (423)              | -0.01% |
| Amortization of premiums on assets consolidated at fair value | 2,867                      | 0.18%  | -                  | -      | 8,071                     | 0.18%  | -                  | -      |
| Amortization of discounts on certain prepaid loans (1)        | (1,421)                    | -0.09% | -                  | -      | (1,421)                   | -0.03% | -                  | -      |
| Net effective spread  | \$ 16,243                  | 1.04%  | \$ 11,913          | 0.93%  | \$ 46,599                 | 1.05%  | \$ 34,357          | 0.92%  |

(1) Includes income recognition as a result of an early payoff of a loan secured by an ethanol plant.

Provision for Loan Losses. During the three months ended September 30, 2010, Farmer Mac recorded provisions to its allowance for loan losses of \$0.4 million and charge-offs of \$0.5 million. During the nine months ended September 30, 2010, Farmer Mac recorded provisions to its allowance for loan losses of \$1.4 million, charge-offs of \$0.5 million and recoveries of \$2.2 million. The provisions to the allowance for loan losses during the first nine months of 2010 include:

- the reclassification of \$2.0 million from the reserve for losses to the allowance for loan losses upon adoption of new consolidation guidance in first quarter 2010;
  - increased provisions of \$1.6 million; offset by
  - recoveries of \$2.2 million on a loan secured by an ethanol plant.

During the three and nine months ended September 30, 2009, Farmer Mac recorded provisions to its allowance for loan losses of \$3.1 million and \$0.9 million, respectively. Farmer Mac also recorded \$16,000 and \$7.7 million of charge-offs, respectively, for the three and nine months ended September 30, 2009. Farmer Mac recorded no recoveries during the three months ended September 30, 2009 and \$0.8 million of recoveries for the nine months ended September 30, 2009. The activity in the allowance for loan losses in 2009 was largely attributable to defaulted ethanol loans previously purchased from AgStar Financial Services, a related party at the time of purchase, pursuant to

the terms of an LTSPC agreement. As of September 30, 2010, Farmer Mac's total allowance for loan losses was \$9.4 million, compared to \$6.3 million as of December 31, 2009 and \$4.9 million as of September 30, 2009. See "—Risk Management—Credit Risk – Loans."

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Provision for Losses. During the three and nine months ended September 30, 2010, Farmer Mac recorded provisions to its reserve for losses of \$0.1 million and \$1.7 million, respectively. The provisions recorded during 2010 primarily relate to Farmer Mac's exposure to the ethanol industry pursuant to loans underlying LTSPCs. These provisions were partially offset by the reclassification of \$2.0 million from the reserve for losses to the allowance for loan losses upon adoption of the new consolidation guidance in first quarter 2010. During the three and nine months ended September 30, 2009, Farmer Mac recorded provisions of \$0.1 million and \$2.1 million, respectively, for losses related to its guarantee activities and LTSPCs. As of September 30, 2010, Farmer Mac's reserve for losses was \$9.6 million, compared to \$7.9 million as of December 31, 2009 and \$7.6 million as of September 30, 2009. See "—Risk Management—Credit Risk – Loans."

Guarantee and Commitment Fees. Guarantee and commitment fees, which compensate Farmer Mac for assuming the credit risk on loans underlying Farmer Mac Guaranteed Securities and LTSPCs, were \$6.0 million for third quarter 2010 and \$17.6 million for the nine months ended September 30, 2010, compared to \$8.2 million for third quarter 2009 and \$23.5 million for the nine months ended September 30, 2009. Guarantee and commitment fees for the three and nine months ended September 30, 2010 includes the reclassification of \$1.0 million and \$3.7 million, respectively, to net interest income related to Farmer Mac Guaranteed Securities previously reported as off- balance sheet as a result of the adoption of the new consolidation guidance.

Gains and Losses on Financial Derivatives. Farmer Mac accounts for its financial derivatives as undesignated financial derivatives and does not apply hedge accounting available under FASB guidance on derivatives. The net effect of gains and losses on financial derivatives for the three and nine months ended September 30, 2010 was a net loss of \$6.9 million and \$28.5 million, respectively, compared to a net loss of \$7.7 million and a net gain of \$15.5 million, respectively, for the same periods in 2009. The components of gains and losses on financial derivatives for the three and nine months ended September 30, 2010 and 2009 are summarized in the following table:

|   | For the Three Months Ended |                       | For the Nine Months Ended |                       |
|---|----------------------------|-----------------------|---------------------------|-----------------------|
|   | September 30,<br>2010      | September 30,<br>2009 | September 30,<br>2010     | September 30,<br>2009 |
|   | (in thousands)             |                       |                           |                       |
| <b>Realized:</b>  |                            |                       |                           |                       |
| Expense related to financial derivatives                    | \$ (8,961)                 | \$ (7,834)            | \$ (26,029)               | \$ (28,358)           |
| Losses due to terminations or net settlements               | (1,172)                    | (1,172)               | (2,441)                   | (3,550)               |
| Unrealized gains/(losses) due to fair value changes         | 3,309                      | 1,327                 | 82                        | 47,606                |
| Amortization of financial derivatives transition adjustment | (40)                       | (54)                  | (120)                     | (192)                 |
| (Losses)/gains on financial derivatives                     | \$ (6,864)                 | \$ (7,733)            | \$ (28,508)               | \$ 15,506             |

The accrual of periodic cash settlements for interest paid or received from Farmer Mac's interest rate swap contracts is shown as expense related to financial derivatives in the table above. Payments or receipts to terminate derivative positions or net cash settle forward sales contracts on the debt of other GSEs and U.S. Treasury futures are included in losses due to terminations or net settlements. Changes in the fair value of Farmer Mac's open derivative positions are captured in unrealized gains/(losses) due to fair value changes and are primarily the result of fluctuations in market interest rates. The amortization of the financial derivatives transition adjustment reflects the reclassification into earnings of the unrealized gains/(losses) on financial derivatives included in accumulated other comprehensive income/(loss) as a result of the adoption of the FASB standard on derivatives. The remaining financial derivatives transition adjustment will be reclassified into earnings in the same period or periods during which the hedged forecasted transactions (either the payment of interest or the issuance of discount notes) affect earnings or immediately when it becomes probable that the original hedged forecasted transaction will not occur within two months of the originally specified date.

For the three and nine months ended September 30, 2010, Farmer Mac was a party to interest rate swap contracts with one related party, Zions First National Bank. Farmer Mac realized expenses of \$0.6 million and \$2.2 million for three and nine months ended September 30, 2010, respectively compared to \$0.8 million and \$2.4 million for the three and nine months ended September 30, 2009, respectively. Farmer Mac recognized unrealized gains of \$0.1 million and \$32,000 for the three and nine months ended September 30, 2010, respectively, compared to unrealized losses of \$0.6 million and \$0.2 million, respectively, for the same periods in 2009.

Gains and Losses on Trading Assets. During the three and nine months ended September 30, 2010, Farmer Mac recognized losses on trading assets of \$1.7 million and gains of \$6.7 million, respectively, compared to gains of \$25.0 million and \$56.7 million, respectively, for the same periods in 2009. During first quarter 2010, Farmer Mac changed its primary source of valuation for its investment in the preferred stock of AgFirst Farm Credit Bank. Taking into consideration its own recently executed trades during first quarter 2010, along with an increase in observable trading activity for this and similar securities, Farmer Mac determined that the best estimates of fair value for this security as of March 31, 2010 and continuing through September 30, 2010 were the fair values provided by an independent third party pricing service. For the three and nine months ended September 30, 2010, Farmer Mac recorded \$0.2 million of trading gains and \$2.0 million of trading losses, respectively, related to the change in the fair value of its investment in AgFirst Farm Credit Bank preferred stock. During the three months and nine months ended September 30, 2010, Farmer Mac also recorded trading losses of \$2.1 million and trading gains of \$8.5 million, respectively, related to the change in the fair value of the USDA Guaranteed Securities contributed to its subsidiary, Farmer Mac II LLC, which had previously been selected for the fair value option.

Farmer Mac made no fair value option elections during the three and nine months ended September 30, 2010 and 2009.

Gains and Losses on Sale of Available-for-Sale Investment Securities. During the three and nine months ended September 30, 2010, Farmer Mac realized net gains of \$24,000 and \$0.3 million, respectively on sales of securities from its available-for-sale portfolio, compared to realized net gains of \$63,000 and \$2.9 million, respectively for the three and nine months ended September 30, 2009.

**General and Administrative Expenses.** General and administrative expenses, including legal, independent audit, and consulting fees, were \$1.8 million for third quarter 2010 and \$6.3 million for the nine months ended September 30, 2010, compared to \$2.4 million and \$8.3 million, respectively, for the same periods in 2009. The higher level of expenses in 2009 compared to 2010 was largely attributable to legal and consulting fees related to the development of Farmer Mac programs and related transactions.

**Regulatory Fees.** Regulatory fees for the three and nine months ended September 30, 2010 were \$0.6 million and \$1.7 million, respectively, compared to \$0.5 million and \$1.5 million for the same periods in 2009. FCA has advised Farmer Mac that its estimated fees for the federal fiscal year ending September 30, 2010 will be \$2.3 million, compared to \$2.1 million for the federal fiscal year ended September 30, 2009. After the end of a federal government fiscal year, FCA may revise its prior year estimated assessments to reflect actual costs incurred, and has issued both additional assessments and refunds in the past.

**Income Tax Expense/Benefit.** Income tax expense totaled \$0.9 million and \$6.0 million for the three and nine months ended September 30, 2010, respectively, compared to \$13.1 million and \$47.7 million, respectively, for the same periods in 2009. Income tax expense decreased significantly primarily due to the decrease in pre-tax book income. Farmer Mac's effective tax rates for the three and nine months ended September 30, 2010 were 6.7 percent and 15.0 percent, respectively, compared to 37.0 percent and 34.8 percent, respectively, for the same periods in 2009. The reduction in the effective tax rates in 2010 was due primarily to the income attributed to the non-controlling interest in Farmer Mac II LLC, for which Farmer Mac does not accrue income tax expense.

**Business Volume.** During third quarter 2010, Farmer Mac added \$1.1 billion of new program volume in the form of:

- purchases of \$82.3 million of Farmer Mac I loans;
- purchases of \$550.0 million of Farmer Mac I AgVantage securities;
- the placement of \$25.4 million of Farmer Mac I loans under LTSPCs;
- purchases of \$139.7 million of USDA-guaranteed portions of loans;
- purchases of \$35.2 million of Rural Utilities loans; and
- the purchase of \$250.0 million of Rural Utilities AgVantage securities.

This new business volume was partially offset by principal paydowns on outstanding loans and loans underlying Farmer Mac Guaranteed Securities and LTSPCs. Farmer Mac's outstanding program volume was \$11.5 billion as of September 30, 2010, a net increase of \$755.1 million over December 31, 2009.

The following table sets forth loan purchase, LTSPC and guarantee activities for current loans under the Farmer Mac I, Farmer Mac II and Rural Utilities programs during the periods indicated:

Farmer Mac Loan Purchases, Guarantees and LTSPCs

|  | For the Three Months Ended |                       | For the Nine Months Ended |                       |
|--|----------------------------|-----------------------|---------------------------|-----------------------|
|  | September 30,<br>2010      | September 30,<br>2009 | September 30,<br>2010     | September 30,<br>2009 |
| (in thousands)                                     |                            |                       |                           |                       |
| <b>Farmer Mac I:</b>                               |                            |                       |                           |                       |
| Loans  | \$ 82,270                  | \$ 40,732             | \$ 258,453                | \$ 108,446            |
| LTSPCs   | 25,416                     | 37,083                | 134,989                   | 125,520               |
| AgVantage  | 550,000                    | -                     | 550,000                   | -                     |
| <b>Farmer Mac II:</b>                              |                            |                       |                           |                       |
| USDA Guaranteed Securities                         | 132,991                    | -                     | 334,663                   | -                     |
| Farmer Mac Guaranteed Securities                   | 6,676                      | 76,119                | 20,354                    | 251,496               |
| <b>Rural Utilities:</b>                            |                            |                       |                           |                       |
| Loans  | 35,242                     | 28,644                | 171,986                   | 28,644                |
| Farmer Mac Guaranteed Securities - AgVantage       | 250,000                    | 525,000               | 250,000                   | 1,695,000             |
| <b>Total purchases, guarantees and commitments</b> | <b>\$ 1,082,595</b>        | <b>\$ 707,578</b>     | <b>\$ 1,720,445</b>       | <b>\$ 2,209,106</b>   |

The outstanding principal balance of loans held and loans underlying LTSPCs and on- and off-balance sheet Farmer Mac and USDA Guaranteed Securities was \$11.5 billion as of September 30, 2010 and \$10.7 billion as of December 31, 2009. The following table sets forth information regarding those outstanding balances as of the dates indicated:

| Outstanding Balance of Farmer Mac Loans and Loans Underlying<br>Farmer Mac and USDA Guaranteed Securities and LTSPCs |                       |                      |
|--|-----------------------|----------------------|
|  | September 30,<br>2010 | December 31,<br>2009 |
| (in thousands)   |                       |                      |
| <b>On-balance sheet:</b>   |                       |                      |
| <b>Farmer Mac I:</b>   |                       |                      |
| Loans  | \$ 875,709            | \$ 733,422           |
| Loans held in trusts:  |                       |                      |
| Beneficial interests owned by Farmer Mac   | 3,781                 | 5,307                |
| Beneficial interests owned by third party investors  | 847,794               | -                    |
| Farmer Mac Guaranteed Securities - AgVantage   | 591,500               | 48,800               |
| <b>Farmer Mac II:</b>  |                       |                      |
| USDA Guaranteed Securities   | 1,278,814             | -                    |
| Farmer Mac Guaranteed Securities   | 42,921                | 1,164,996            |
| <b>Rural Utilities:</b>  |                       |                      |
| Loans  | 198,921               | 28,644               |
| Loans held in trusts:  |                       |                      |
| Beneficial interests owned by Farmer Mac   | 400,228               | 412,948              |
| Farmer Mac Guaranteed Securities - AgVantage   | 1,737,200             | 1,675,000            |
| <b>Total on-balance sheet</b>  | <b>\$ 5,976,868</b>   | <b>\$ 4,069,117</b>  |
| <b>Off-balance sheet:</b>  |                       |                      |
| <b>Farmer Mac I:</b>   |                       |                      |
| AgVantage  | \$ 2,945,000          | \$ 2,945,000         |
| LTSPCs   | 1,697,578             | 2,165,706            |
| Farmer Mac Guaranteed Securities   | 795,400               | 1,492,239            |
| <b>Farmer Mac II:</b>  |                       |                      |
| Farmer Mac Guaranteed Securities   | 44,258                | 34,802               |
| <b>Rural Utilities:</b>  |                       |                      |
| AgVantage  | 17,104                | 14,240               |
| <b>Total off-balance sheet</b>   | <b>\$ 5,499,340</b>   | <b>\$ 6,651,987</b>  |
| <b>Total</b>   | <b>\$ 11,476,208</b>  | <b>\$ 10,721,104</b> |

Of the \$11.5 billion outstanding principal balance of volume included in Farmer Mac's three programs as of September 30, 2010, \$5.3 billion are Farmer Mac Guaranteed Securities structured as AgVantage securities. Each AgVantage security is a general obligation of an issuing institution approved by Farmer Mac and is secured by eligible loans in an amount at least equal to the outstanding principal amount of the security. Unlike business volume in the form of purchased loans and loans underlying LTSPCs and non-AgVantage Farmer Mac Guaranteed Securities, the Farmer Mac Guaranteed Securities structured as AgVantage securities generally do not pay down principal based on amortization schedules and instead have fixed maturity dates when the secured general obligation is due.





The following table summarizes by maturity date the outstanding principal amount of AgVantage securities as of September 30, 2010.

AgVantage Balances by Year of Maturity  
As of  
September 30, 2010  
(in thousands)

|              |           |                  |
|--------------|-----------|------------------|
| 2010         | \$        | 250,000          |
| 2011         |           | 2,053,400        |
| 2012         |           | 497,000          |
| 2013         |           | 157,750          |
| 2014         |           | 760,400          |
| Thereafter   |           | 1,572,254        |
| <b>Total</b> | <b>\$</b> | <b>5,290,804</b> |

As shown in the table above, \$2.3 billion of the outstanding \$5.3 billion of AgVantage securities mature prior to 2012. If the issuer of a maturing AgVantage security does not refinance the security through Farmer Mac and Farmer Mac does not find alternate sources of business volume, the Corporation's income could be adversely affected. However, the income effect of less AgVantage business may not be material and will likely not be proportional to the amount of any decrease in business volume as a result of the maturity of AgVantage securities.

The weighted-average ages of the Farmer Mac I newly originated and current seasoned loans purchased during each of third quarter 2010 and third quarter 2009 was less than one month. Of the Farmer Mac I newly originated and current seasoned loans purchased during third quarter 2010 and third quarter 2009, 88 percent and 59 percent, respectively, had principal amortization periods longer than the maturity date, resulting in balloon payments at maturity, with a weighted-average remaining terms to maturity of 16.7 years and 12.2 years, respectively.

As part of fulfilling its guarantee obligations for Farmer Mac I Guaranteed Securities and commitments to purchase eligible loans underlying LTSPCs, Farmer Mac purchases defaulted loans, all of which are at least 90 days delinquent or in material non-monetary default at the time of purchase, out of the loan pools underlying those securities and LTSPCs, and records the purchased loans as such on its balance sheet. The purchase price for defaulted loans purchased out of Farmer Mac I Guaranteed Securities is the current outstanding principal balance of the loan plus accrued and unpaid interest. The purchase price for defaulted loans purchased under an LTSPC is the then-current outstanding principal balance of the loan, with accrued and unpaid interest on the defaulted loans payable out of any future loan payments or liquidation proceeds as received. The purchase price of a defaulted loan is not an indicator of the expected loss on that loan; many other factors affect expected loss, if any, on loans so purchased. The weighted-average age of delinquent loans purchased out of securitized pools and LTSPCs during third quarter 2010 and third quarter 2009 was 4.6 years and 2.6 years, respectively. See "Management's Discussion and Analysis of Financial Condition and Results of Operations—Risk Management—Credit Risk—Loans" in the Corporation's Annual Report on Form 10-K for the year ended December 31, 2009 filed with the SEC on March 16, 2010 (as updated by the Current Report on Form 8-K filed with the SEC on August 4, 2010).

The following table presents Farmer Mac's loan purchases of newly originated and current seasoned loans and defaulted loans purchased underlying Farmer Mac I Guaranteed Securities and LTSPCs:

|  | For the Three Months Ended |                       | For the Nine Months Ended |                       |
|--|----------------------------|-----------------------|---------------------------|-----------------------|
|  | September 30,<br>2010      | September 30,<br>2009 | September 30,<br>2010     | September 30,<br>2009 |
|  | (in thousands)             |                       |                           |                       |
| Farmer Mac I newly originated and current seasoned loan purchases                                      | \$ 82,270                  | \$ 40,732             | \$ 258,453                | \$ 108,446            |
| Defaulted loans purchased underlying Farmer Mac I Guaranteed Securities owned by third party investors | 1,133                      | 841                   | 3,456                     | 841                   |
| Defaulted loans purchased underlying LTSPCs  | 781                        | 13,188                | 1,861                     | 16,608                |
| Defaulted loans underlying on-balance sheet Farmer Mac I Guaranteed Securities transferred to loans    | -                          | -                     | -                         | 2,216                 |
| <b>Total loan purchases</b>  | <b>\$ 84,184</b>           | <b>\$ 54,761</b>      | <b>\$ 263,770</b>         | <b>\$ 128,111</b>     |

Farmer Mac II LLC. In January 2010, Farmer Mac contributed substantially all of the assets comprising the Farmer Mac II program (in excess of \$1.1 billion) to Farmer Mac's subsidiary, Farmer Mac II LLC. The assets that Farmer Mac contributed to Farmer Mac II LLC consisted primarily of USDA-guaranteed portions that had not been securitized by Farmer Mac but also included \$35.0 million of Farmer Mac II Guaranteed Securities. Farmer Mac did not guarantee the timely payment of principal and interest on the \$1.1 billion of contributed USDA-guaranteed portions. The contributed USDA-guaranteed portions had previously been presented as Farmer Mac II Guaranteed Securities on the condensed consolidated financial statements of Farmer Mac and are now presented as "USDA Guaranteed Securities" on the condensed consolidated balance sheets. The financial information presented in this report reflects the accounts of Farmer Mac and its subsidiaries on a consolidated basis. Accordingly, Farmer Mac's reportable operating segments presented in this report will differ from the stand-alone financial statements of Farmer Mac II LLC. Those separate financial statements are available on the website of Farmer Mac II LLC.

The assets of Farmer Mac II LLC would be available to creditors of Farmer Mac only after all obligations owed to creditors of and equity holders in Farmer Mac II LLC had been satisfied. As of September 30, 2010, Farmer Mac II LLC held assets with a fair value of \$1.4 billion, had debt outstanding of \$108.0 million, had preferred stock outstanding with a liquidation preference of \$250.0 million, and had \$1.0 billion of common stock outstanding, all of which is held by Farmer Mac. For more information about the formation and operations of Farmer Mac II LLC and the features of the preferred stock issued by Farmer Mac II LLC in January 2010, see Notes 3, 5, 6 and 8 to the condensed consolidated financial statements and Note 15 to the consolidated financial statements in the Corporation's Annual Report on Form 10-K for the year ended December 31, 2009 filed with the SEC on March 16, 2010 (as updated by the Current Report on Form 8-K filed with the SEC on August 4, 2010).

Outlook. The agricultural sector is made up of diverse industries that respond in different ways to changes in economic conditions. Those industries often are affected differently, sometimes positively and sometimes negatively, by prevailing economic conditions, which results in cycles where one or more industries may be under stress at any one time. These industries are also affected by commodity inventories, largely as a result of weather patterns and harvest conditions. During 2010, for example, volatility increased for corn and soybean prices as the harvest occurred, which reflected a reduced crop from what the USDA and other sources had forecasted shortly before the harvest. The price increase of feed grains is positive for producers of these commodities, but also will put pressure on profit margins in the protein sector (including dairy). The historic operating losses in the dairy sector have been reduced, but prevailing feed grain prices will take a toll on the recovery, which could lead to higher delinquencies and additional provisions for losses in the Farmer Mac portfolio

Farmer Mac's support of the renewable energy sector is centered in ethanol production, an industry that has not yet become consistently profitable. Ethanol margins tightened during the first three quarters of 2010, and, on average, ethanol plants operated at breakeven levels. Federal support of this industry, in the form of an excise tax credit and an import tariff, expire at the end of 2010 and Congress is in the process of considering what, if any, future price supports should be in place. Congress is considering an increase in the mandate for ethanol use, which would be a positive for the industry, but a reduction in or loss of current price supports in the form of blender's tax credits or tax policies would be detrimental to the industry.

Conditions in the agricultural sector during 2009 and the first three quarters of 2010 were more stable than the national economy in general, but agriculture was not completely insulated from the effects of the economic downturn and remained subject to traditional commodity price cycles and national agricultural and energy policy reconsideration. Farmer Mac will continue to closely monitor developments in industries and geographic areas experiencing stress. The cyclical credit issues related to the agricultural sector are expected to remain within Farmer Mac's historical experience, but are likely to be greater than the historical average.

With respect to the agricultural operating and lending markets, recent farmland sales have reflected the solid profits being experienced by the growers of corn and soybeans, who are most typically located in the Midwest, with values increasing. Land values outside the Midwest have generally held constant, though land that has traditionally had a value component tied to long term development uses other than agriculture has shown decline. While this is true of agricultural land values generally, the development value impact in Farmer Mac's agricultural loan portfolio is not significant. Although decreased profitability has slowed the farm real estate appreciation of the past several years, Farmer Mac generally expects farmland values to remain stable. Farmer Mac also monitors the establishment and evolution of governmental policies and regulations that affect farmers, ranchers, and lenders, including agricultural polices contained in the current Farm Bill due to expire in 2012. Congress has begun the process of preparing a new Farm Bill that is targeted to be passed in 2012.

Farmer Mac foresees opportunities for continued business growth in both the agricultural and rural utilities segments, though the pace of growth will be dictated by the capital demands of the industries and the stability of the financial markets. With lenders in both the agricultural and rural utilities sectors continuing to face capital markets and economic challenges, Farmer Mac represents a potential source of liquidity, capital, and risk management to help lenders meet the borrowing needs of their customers.

#### Balance Sheet Review

During first quarter 2010, Farmer Mac adopted two new accounting standards that eliminated the concept of QSPEs and amended the accounting for transfers of financial assets and the consolidation model for VIEs. The impact upon adoption was an increase in consolidated assets and liabilities of \$1.5 billion, which resulted in an incremental regulatory capital requirement of \$30.4 million. Pursuant to this new guidance, Farmer Mac routinely assesses its securitization trusts to determine whether it is the primary beneficiary and thereby required to consolidate the assets and liabilities of the trust onto its balance sheet, or if determined not to be the primary beneficiary of a previously consolidated trust, deconsolidate the assets and liabilities from its balance sheet.

As of March 31, 2010, Farmer Mac consolidated \$1.1 billion of its outstanding \$1.4 billion securitization trusts created when loans subject to LTSPCs were converted to Farmer Mac I Guaranteed Securities at the request of program participants. Those securitization transactions contain provisions resulting in shared power over default mitigation decisions. For those transactions where the power is shared with a related party (as defined by applicable accounting guidance), Farmer Mac determined itself to be the primary beneficiary and thus is required to consolidate the assets and liabilities of the trust onto its balance sheet. For those transactions where the power was shared with an unrelated party, Farmer Mac was not determined to be the primary beneficiary and is not required to consolidate the assets and liabilities of the trust onto its balance sheet.

Determinations about which business partners of Farmer Mac are related parties often depend on whether an officer or director of that business partner is a member of Farmer Mac's board of directors, ten of whom are elected on an annual basis by the holders of Farmer Mac's outstanding voting common stock. Changes in the membership of the board of directors may result in Farmer Mac consolidating a trust previously disclosed as off-balance sheet, or deconsolidating a trust previously consolidated on balance sheet. Although this will have no net effect on Farmer Mac's net income, it may, at times, produce volatility in the statutory minimum capital Farmer Mac is required to hold.

At Farmer Mac's Annual Meeting of Stockholders on June 3, 2010, ten directors were elected to serve one-year terms, nine of whom were re-elected as directors of Farmer Mac and one of whom was new to Farmer Mac's board. As a result of this change in membership of the board of directors, Farmer Mac deconsolidated \$0.4 billion of securitization transactions with a business partner that was no longer a related party (as defined by applicable accounting guidance). As of September 30, 2010, Farmer Mac consolidated \$0.6 billion of its outstanding \$1.4 billion securitization trusts created when loans subject to LTSPCs were converted to Farmer Mac I Guaranteed Securities at the request of program participants.

For more information on Farmer Mac's policy relating to the consolidation of VIEs, see Note 1(g) to the condensed consolidated financial statements. For a discussion of Farmer Mac's related party transactions, see "Management's Discussion and Analysis of Financial Condition and Results of Operations—Related Party Transactions" and Note 3 in the Corporation's Annual Report on Form 10-K for the year ended December 31, 2009 filed with the SEC on March 16, 2010 (as updated by the Current Report on Form 8-K filed with the SEC on August 4, 2010).

**Assets.** Total assets were \$8.2 billion as of September 30, 2010 compared to \$6.1 billion as of December 31, 2009. Of that \$2.1 billion increase, \$1.1 billion resulted from new program volume in third quarter 2010. The remaining increase was attributable to the consolidation of off-balance sheet Farmer Mac Guaranteed Securities resulting from the adoption of new consolidation guidance effective January 1, 2010. With respect to the implementation of the consolidation accounting guidance, a corresponding increase to liabilities was also recorded and presented as "Debt securities of consolidated trusts held by third parties" on the condensed consolidated balance sheets.

As of September 30, 2010, Farmer Mac had \$453.3 million of cash and cash equivalents, compared to \$654.8 million as of December 31, 2009. As of September 30, 2010, Farmer Mac had \$1.5 billion of investment securities, compared to \$1.1 billion as of December 31, 2009.

**Liabilities and Total Equity.** During the nine months ended September 30, 2010, total liabilities increased \$1.9 billion as a result of the consolidation of trusts as well as debt issued to support the growth in assets. Total equity, including mezzanine equity, increased \$155.0 million during the same period. The increase in total equity was primarily the result of raising new capital. On January 25, 2010, Farmer Mac used the proceeds from the sale of \$250.0 million of preferred stock of its subsidiary, Farmer Mac II LLC, to repurchase and retire the Corporation's \$150.0 million of outstanding Series B preferred stock and to further strengthen Farmer Mac's financial position to support the continued fulfillment of its mission. That transaction provided Farmer Mac with additional capital at a significantly lower cost, with the net effective cost of the new \$250.0 million of preferred stock of 5.77 percent per year after consideration of the consolidated tax benefits to Farmer Mac. As a result, the net cost of the new preferred stock on Farmer Mac's consolidated financial statements will be approximately \$14.4 million per year, compared to an annual cost of \$18.0 million per year for the \$150.0 million of Series B preferred stock (based on the 2010 dividend rate of 12 percent for the Series B preferred stock, which was scheduled to increase to 14 percent at the end of 2010 and 16 percent in 2011).

**Regulatory Capital Compliance.** Farmer Mac was in compliance with its statutory minimum capital requirement and its risk-based capital standard as of September 30, 2010. Farmer Mac is required to hold capital at the higher of its statutory minimum capital requirement or the amount required by its risk-based capital stress test. As of September 30, 2010, Farmer Mac's core capital totaled \$448.0 million and exceeded its statutory minimum capital requirement of \$264.8 million by \$183.2 million. As of December 31, 2009, Farmer Mac's core capital totaled \$337.2 million and exceeded its statutory minimum capital requirement of \$217.0 million by \$120.2 million. As of September 30, 2010, Farmer Mac's risk-based capital stress test generated a risk-based capital requirement of \$36.7 million. Farmer Mac's regulatory capital of \$467.0 million exceeded that amount by approximately \$430.3 million. Accumulated other comprehensive income is not a component of Farmer Mac's core capital or regulatory capital. For more information, see "—Liquidity and Capital Resources—Capital" and "—Regulatory Matters."

### Off-Balance Sheet Program Activities

Farmer Mac offers approved lenders two credit enhancement alternatives to increase their liquidity or lending capacity while retaining the cash flow benefits of their loans: (1) Farmer Mac Guaranteed Securities, which are available through each of the Farmer Mac I, Farmer Mac II and Rural Utilities programs; and (2) LTSPCs, which are available only through the Farmer Mac I and Rural Utilities programs. For securitization trusts where Farmer Mac is the primary beneficiary, the trust assets and liabilities are included on Farmer Mac’s condensed consolidated balance sheet. For the remainder of these transactions, and in the event of deconsolidation, both of these alternatives result in the creation of off-balance sheet obligations for Farmer Mac. See Note 5 to the condensed consolidated financial statements for further information regarding Farmer Mac’s off-balance sheet program activities.

### Risk Management

**Credit Risk – Loans.** Farmer Mac is exposed to credit risk resulting from the failure of borrowers to repay their loans in conjunction with a deficiency in the value of the collateral relative to the outstanding balance of the loan and the costs of liquidation. Farmer Mac is exposed to credit risk on:

- loans held;
- loans underlying Farmer Mac Guaranteed Securities; and
- loans underlying LTSPCs.

Farmer Mac generally assumes 100 percent of the credit risk on loans held and loans underlying Farmer Mac I Guaranteed Securities, LTSPCs and Farmer Mac Guaranteed Securities – Rural Utilities. Farmer Mac has direct credit exposure on loans in non-AgVantage transactions and indirect credit exposure on AgVantage transactions, which involve a general obligation of a lender secured by qualified loans. The credit exposure of Farmer Mac and Farmer Mac II LLC on USDA-guaranteed portions is covered by the full faith and credit of the United States. Farmer Mac believes that the Corporation and Farmer Mac II LLC have little or no credit risk exposure to USDA-guaranteed portions because of the USDA guarantee. As of September 30, 2010, neither Farmer Mac nor Farmer Mac II LLC had experienced any credit losses on any USDA-guaranteed portions or Farmer Mac II Guaranteed Securities and does not expect to incur any such losses in the future.

Farmer Mac has established underwriting, collateral valuation and documentation standards for eligible loans to mitigate the risk of loss from borrower defaults and to provide guidance concerning the management, administration and conduct of underwriting and appraisals to all participating sellers and potential sellers in its programs. In general, Farmer Mac limits its maximum loan size to \$22.5 million for transactions involving direct exposure to credit risk on loans and \$50.0 million for AgVantage and similar Rural Utilities transactions that involve a general obligation of a lender and include indirect exposure to credit risk on the underlying loans. More detailed information regarding loan limits and Farmer Mac’s underwriting and collateral valuation standards and seller eligibility requirements are presented in “Business—Farmer Mac Programs—Farmer Mac I—Underwriting and Collateral Valuation (Appraisal) Standards,” “Business—Farmer Mac Programs—Farmer Mac I—Sellers” and “Business—Farmer Mac Programs—Rural Utilities” in the Corporation’s Annual Report on Form 10-K for the year ended December 31, 2009 filed with the SEC on March 16, 2010.

Farmer Mac has developed different underwriting standards for rural utilities loans that depend on whether direct or indirect credit exposure is assumed on a loan and whether the borrower is an electric distribution cooperative or a generation and transmission cooperative. As of September 30, 2010, there were no delinquencies or non-performing assets in Farmer Mac's portfolio of rural utilities loans, which includes rural utilities loans held and rural utilities loans underlying or securing Farmer Mac Guaranteed Securities – Rural Utilities. Farmer Mac's current direct credit exposure to rural utilities loans as of September 30, 2010 was \$599.1 million, of which \$592.7 million were loans to electric distribution cooperatives and \$6.4 million was one loan to a generation and transmission cooperative. Farmer Mac also had indirect credit exposure to the rural utilities loans securing Farmer Mac Guaranteed Securities – Rural Utilities structured as AgVantage securities, some of which were secured by loans to generation and transmission cooperatives. See “—Credit Risk – Institutional” for more information about Farmer Mac's credit risk on AgVantage securities.

Farmer Mac AgVantage securities are general obligations of institutions approved by Farmer Mac and are secured by eligible loans in an amount at least equal to the outstanding principal amount of the security. Farmer Mac excludes the loans that secure AgVantage securities from the credit risk metrics it discloses because of the credit quality of the issuing institutions, the collateralization level for the securities, and because delinquent loans are required to be removed from the pool of pledged loans and replaced with current eligible loans. As of September 30, 2010, Farmer Mac had not experienced any credit losses on any AgVantage securities and does not expect to incur any such losses in the future.

Farmer Mac maintains an allowance for losses to cover estimated probable losses on loans held and loans underlying Farmer Mac I Guaranteed Securities, LTSPCs and Farmer Mac Guaranteed Securities – Rural Utilities. The methodology that Farmer Mac uses to determine the level of its allowance for losses is described in “Management's Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies and Estimates—Allowance for Losses” in the Corporation's Annual Report on Form 10-K for the year ended December 31, 2009 filed with the SEC on March 16, 2010 (as updated by the Current Report on Form 8-K filed with the SEC on August 4, 2010). Management believes that this methodology produces a reliable estimate of probable losses, as of the balance sheet date, for all loans held and loans underlying Farmer Mac Guaranteed Securities and LTSPCs, in accordance with FASB standards on accounting for contingencies and on measuring individual impairment of a loan.

The following table summarizes the components of Farmer Mac's allowance for losses as of September 30, 2010 and December 31, 2009:

|  | September 30,<br>2010 | December 31,<br>2009 |
|--|-----------------------|----------------------|
|  | (in thousands)        |                      |
| Allowance for loan losses                            | \$ 9,442              | \$ 6,292             |
| Reserve for losses:                                  |                       |                      |
| Off-balance sheet Farmer Mac I Guaranteed Securities | 984                   | 2,033                |
| LTSPCs   | 8,591                 | 5,862                |
| Total allowance for losses                           | \$ 19,017             | \$ 14,187            |

Upon the adoption of the new consolidation guidance on January 1, 2010, Farmer Mac reclassified \$2.0 million from the reserve for losses to the allowance for loan losses as a result of Farmer Mac being determined the primary beneficiary of certain VIEs with beneficial interests owned by third party investors. In June 2010, Farmer Mac deconsolidated certain VIEs with beneficial interests owned by third party investors because Farmer Mac was no longer determined to be the primary beneficiary. This deconsolidation did not result in a material reclassification from the allowance for loan losses to the reserve for losses during second quarter 2010. Consolidated interests in VIEs with beneficial interests owned by third party investors are presented as "loans held for investment in consolidated trusts" on Farmer Mac's condensed consolidated balance sheets. Upon deconsolidation, Farmer Mac classifies these interests as off-balance sheet Farmer Mac Guaranteed Securities.

The following table summarizes the changes in the components of Farmer Mac's allowance for losses for the three and nine months ended September 30, 2010 and 2009:

|                                    | September 30, 2010              |                       |                                  | September 30, 2009              |                       |                                  |
|------------------------------------|---------------------------------|-----------------------|----------------------------------|---------------------------------|-----------------------|----------------------------------|
|                                    | Allowance<br>for Loan<br>Losses | Reserve<br>for Losses | Total<br>Allowance<br>for Losses | Allowance<br>for Loan<br>Losses | Reserve<br>for Losses | Total<br>Allowance<br>for Losses |
|                                    | (in thousands)                  |                       |                                  |                                 |                       |                                  |
| <b>For the Three Months Ended:</b> |                                 |                       |                                  |                                 |                       |                                  |
| Beginning balance                  | \$ 9,495                        | \$ 9,470              | \$ 18,965                        | \$ 1,810                        | \$ 7,496              | \$ 9,306                         |
| Provision for losses               | 412                             | 105                   | 517                              | 3,098                           | 89                    | 3,187                            |
| Charge-offs                        | (465)                           | -                     | (465)                            | (16)                            | -                     | (16)                             |
| Recoveries                         | -                               | -                     | -                                | -                               | -                     | -                                |
| Ending balance                     | \$ 9,442                        | \$ 9,575              | \$ 19,017                        | \$ 4,892                        | \$ 7,585              | \$ 12,477                        |
| <b>For the Nine Months Ended:</b>  |                                 |                       |                                  |                                 |                       |                                  |
| Beginning balance                  | \$ 6,292                        | \$ 7,895              | \$ 14,187                        | \$ 10,929                       | \$ 5,506              | \$ 16,435                        |
| Provision for losses               | 1,392                           | 1,680                 | 3,072                            | 939                             | 2,079                 | 3,018                            |
| Charge-offs                        | (465)                           | -                     | (465)                            | (7,741)                         | -                     | (7,741)                          |
| Recoveries                         | 2,223                           | -                     | 2,223                            | 765                             | -                     | 765                              |
| Ending balance                     | \$ 9,442                        | \$ 9,575              | \$ 19,017                        | \$ 4,892                        | \$ 7,585              | \$ 12,477                        |



During the three and nine months ended September 30, 2010, Farmer Mac recorded a provision to its allowance for losses of \$0.5 million and \$3.1 million, respectively, compared to provisions of \$3.2 million and \$3.0 million, respectively, for the same periods in 2009. Farmer Mac recorded charge-offs of \$0.5 million during the three and nine months ended September 30, 2010, compared to charge-offs of \$16,000 and \$7.7 million during the same periods in 2009. Farmer Mac recorded no recoveries and recoveries of \$2.2 million for the three and nine months ended September 30, 2010, respectively, compared to no recoveries in the three months ended September 30, 2009 and \$0.8 million in recoveries for the nine months ended September 30, 2009. There was no previously accrued or advanced interest on loans or Farmer Mac I Guaranteed Securities charged off in third quarter 2010 or third quarter 2009. As of September 30, 2010, Farmer Mac's allowance for losses totaled \$19.0 million, or 45 basis points of the outstanding principal balance of loans held and loans underlying Farmer Mac I Guaranteed Securities (excluding AgVantage securities) and LTSPCs, compared to \$14.2 million or 32 basis points as of December 31, 2009.

As of September 30, 2010, Farmer Mac's 90-day delinquencies were \$64.8 million (1.53 percent), compared to \$59.4 million (1.36 percent) as of September 30, 2009. Ethanol loans comprised \$10.9 million of the 90-day delinquencies as of September 30, 2010, compared to \$18.5 million as of September 30, 2009. As of September 30, 2010, Farmer Mac's non-performing assets totaled \$78.4 million (1.86 percent), compared to \$84.8 million (1.94 percent) as of September 30, 2009. Ethanol loans comprised \$10.9 million of non-performing assets as of September 30, 2010, compared to \$28.4 million as of September 30, 2009. Loans that have been restructured were insignificant and are included within the reported 90-day delinquency and non-performing asset disclosures. From quarter to quarter, Farmer Mac anticipates that 90-day delinquencies and non-performing assets will fluctuate, both in dollars and as a percentage of the outstanding portfolio, with higher levels likely at the end of the first and third quarters of each year corresponding to the annual (January 1st) and semi-annual (January 1st and July 1st) payment characteristics of most Farmer Mac I loans.

As of September 30, 2010, Farmer Mac's ethanol exposure, which includes loans held and loans subject to LTSPCs, was \$244.5 million on 29 different plants, with an additional \$34.4 million of undisbursed commitments. Other than the undisbursed commitments, Farmer Mac does not intend to add more ethanol loan exposure to its portfolio.

The following table presents historical information regarding Farmer Mac's non-performing assets and 90-day delinquencies in the Farmer Mac I program compared to the principal balance of all loans held and loans underlying Farmer Mac I Guaranteed Securities (excluding AgVantage securities) and LTSPCs:

|                    | Outstanding<br>Loans,<br>Guarantees (1),<br>LTSPCs,<br>and REO | Non-<br>performing<br>Assets | Percentage<br>(dollars in thousands) | Less:<br>REO and<br>Performing<br>Bankruptcies | 90-day<br>Delinquencies | Percentage |
|--------------------|--|------------------------------|--------------------------------------|--|-------------------------|------------|
| As of:             |  |                              |                                      |  |                         |            |
| September 30, 2010 | \$ 4,225,346   | \$ 78,448                    | 1.86%                                | \$ 13,649                                      | \$ 64,800               | 1.53%      |
| June 30, 2010      | 4,299,417  | 71,300                       | 1.66%                                | 15,289   | 56,011                  | 1.30%      |
| March 31, 2010     | 4,303,663  | 83,977                       | 1.95%                                | 13,542   | 70,435                  | 1.64%      |
| December 31, 2009  | 4,396,642  | 62,020                       | 1.41%                                | 12,494   | 49,526                  | 1.13%      |
| September 30, 2009 | 4,379,450  | 84,779                       | 1.94%                                | 25,341   | 59,438                  | 1.36%      |
| June 30, 2009      | 4,471,567  | 97,123                       | 2.17%                                | 54,816   | 42,307                  | 0.95%      |
| March 31, 2009     | 4,530,892  | 96,175                       | 2.12%                                | 9,941  | 86,234                  | 1.90%      |
| December 31, 2008  | 4,983,963  | 80,032                       | 1.61%                                | 12,912   | 67,120                  | 1.35%      |
| September 30, 2008 | 4,989,755  | 32,883                       | 0.66%                                | 21,402   | 11,481                  | 0.23%      |

(1) Excludes loans underlying AgVantage securities.

As of September 30, 2010, Farmer Mac individually analyzed \$57.7 million of its \$103.4 million of impaired assets for collateral shortfalls against updated appraised values, other updated collateral valuations or discounted values. Farmer Mac evaluated the remaining \$45.7 million of impaired assets for which updated valuations were not available in the aggregate in consideration of their similar risk characteristics and historical statistics. As of September 30, 2010, Farmer Mac had recorded specific allowances of \$2.9 million for under-collateralized assets. Farmer Mac's non-specific or general allowances were \$16.1 million as of September 30, 2010.

As of September 30, 2010, the weighted-average original loan-to-value ratio ("LTV") for loans held and loans underlying LTSPCs and Farmer Mac I Guaranteed Securities (excluding AgVantage securities) was 51.0 percent, and the weighted-average original LTV for all non-performing assets was 50.1 percent.

The following table presents outstanding loans held and loans underlying LTSPCs and Farmer Mac I Guaranteed Securities (excluding AgVantage securities) and non-performing assets as of September 30, 2010 by year of origination, geographic region and commodity/collateral type.

## Farmer Mac I Non-performing Assets as of September 30, 2010

|   | Distribution of<br>Outstanding<br>Loans,<br>Guarantees,<br>LTSPCs and REO | Outstanding<br>Loans,<br>Guarantees,<br>LTSPCs<br>and REO (1) | Non-<br>performing<br>Assets (2) | Non-<br>performing<br>Asset Rate |
|---|---|---|----------------------------------|----------------------------------|
| (dollars in thousands)                                      |   |   |                                  |                                  |
| <b>By year of origination:</b>                              |   |   |                                  |                                  |
| Before 1997   | 7%  | \$ 281,194  | \$ 6,843                         | 2.43%                            |
| 1997  | 3%  | 107,840   | 2,527                            | 2.34%                            |
| 1998  | 4%  | 163,053   | 3,973                            | 2.44%                            |
| 1999  | 5%  | 217,511   | 4,490                            | 2.06%                            |
| 2000  | 3%  | 113,100   | 1,098                            | 0.97%                            |
| 2001  | 5%  | 213,435   | 7,336                            | 3.44%                            |
| 2002  | 7%  | 279,167   | 4,862                            | 1.74%                            |
| 2003  | 8%  | 327,707   | 3,484                            | 1.06%                            |
| 2004  | 7%  | 277,868   | 1,710                            | 0.62%                            |
| 2005  | 9%  | 394,679   | 2,361                            | 0.60%                            |
| 2006  | 10%   | 435,781   | 2,144                            | 0.49%                            |
| 2007  | 9%  | 417,312   | 28,595                           | 6.85%                            |
| 2008  | 10%   | 449,609   | 9,025                            | 2.01%                            |
| 2009  | 6%  | 269,841   | -                                | 0.00%                            |
| 2010  | 7%  | 277,249   | -                                | 0.00%                            |
| <b>Total</b>  | <b>100%</b>   | <b>\$ 4,225,346</b>   | <b>\$ 78,448</b>                 | <b>1.86%</b>                     |
| <b>By geographic region (1):</b>                            |   |   |                                  |                                  |
| Northwest   | 15%   | \$ 651,712  | \$ 18,504                        | 2.84%                            |
| Southwest   | 39%   | 1,637,667   | 13,184                           | 0.81%                            |
| Mid-North   | 22%   | 921,208   | 19,939                           | 2.16%                            |
| Mid-South   | 12%   | 526,943   | 8,619                            | 1.64%                            |
| Northeast   | 8%  | 335,475   | 4,332                            | 1.29%                            |
| Southeast   | 4%  | 152,341   | 13,870                           | 9.10%                            |
| <b>Total</b>  | <b>100%</b>   | <b>\$ 4,225,346</b>   | <b>\$ 78,448</b>                 | <b>1.86%</b>                     |
| <b>By commodity/collateral type:</b>                        |   |   |                                  |                                  |
| Crops   | 40%   | \$ 1,679,480  | \$ 27,195                        | 1.62%                            |
| Permanent plantings   | 19%   | 812,254   | 21,807                           | 2.68%                            |
| Livestock   | 27%   | 1,143,473   | 12,853                           | 1.12%                            |
| Part-time farm/rural housing                                | 7%  | 307,728   | 5,701                            | 1.85%                            |
| Ag storage and processing<br>(including ethanol facilities) | 6%  | 257,092   | 10,892                           | 4.24%                            |
| Other   | 1%  | 25,319  | -                                | 0.00%                            |
| <b>Total</b>  | <b>100%</b>   | <b>\$ 4,225,346</b>   | <b>\$ 78,448</b>                 | <b>1.86%</b>                     |

(1) Excludes loans underlying AgVantage securities.

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- (2) Includes loans 90 days or more past due, in foreclosure, restructured after delinquency, in bankruptcy (including loans performing under either their original loan terms or a court-approved bankruptcy plan) and real estate owned.
- (3) Geographic regions - Northwest (AK, ID, MT, ND, NE, OR, SD, WA, WY); Southwest (AZ, CA, CO, HI, NM, NV, UT); Mid-North (IA, IL, IN, MI, MN, MO, WI); Mid-South (KS, OK, TX); Northeast (CT, DE, KY, MA, MD, ME, NC, NH, NJ, NY, OH, PA, RI, TN, VA, VT, WV); and Southeast (AL, AR, FL, GA, LA, MS, SC).

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The following table presents Farmer Mac's cumulative net credit losses relative to the cumulative original balance for all loans purchased and loans underlying LTSPCs and Farmer Mac I Guaranteed Securities (excluding AgVantage securities) as of September 30, 2010, by year of origination, geographic region and commodity/collateral type. The purpose of this information is to present information regarding losses relative to original guarantees and commitments.

Farmer Mac I Credit Losses Relative to all  
Cumulative Original Loans, Guarantees and LTSPCs  
As of September 30, 2010

|   | Cumulative<br>Original Loans,<br>Guarantees and<br>LTSPCs | Cumulative<br>Net Credit<br>Losses | Cumulative<br>Loss<br>Rate |
|---|---|------------------------------------|----------------------------|
|   | (dollars in thousands)                                    |                                    |                            |
| <b>By year of origination:</b>                                  |   |                                    |                            |
| Before 1997   | \$ 3,451,840  | \$ 1,593                           | 0.05%                      |
| 1997  | 767,854   | 2,256                              | 0.29%                      |
| 1998  | 1,145,154   | 3,885                              | 0.34%                      |
| 1999  | 1,167,499   | 1,291                              | 0.11%                      |
| 2000  | 763,650   | 2,550                              | 0.33%                      |
| 2001  | 1,126,530   | 170                                | 0.02%                      |
| 2002  | 1,135,026   | -                                  | 0.00%                      |
| 2003  | 937,640   | 58                                 | 0.01%                      |
| 2004  | 652,723   | 32                                 | 0.00%                      |
| 2005  | 778,910   | 131                                | 0.02%                      |
| 2006  | 812,141   | 7,689                              | 0.95%                      |
| 2007  | 584,491   | 1,215                              | 0.21%                      |
| 2008  | 580,409   | 2,824                              | 0.49%                      |
| 2009  | 328,958   | 1,193                              | 0.36%                      |
| 2010  | 297,291   | -                                  | 0.00%                      |
| <b>Total</b>  | <b>\$ 14,530,116</b>                                      | <b>\$ 24,887</b>                   | <b>0.17%</b>               |
| <b>By geographic region (1):</b>                                |   |                                    |                            |
| Northwest   | \$ 2,656,010  | \$ 10,694                          | 0.40%                      |
| Southwest   | 5,669,882   | 7,013                              | 0.12%                      |
| Mid-North   | 2,483,782   | 6,659                              | 0.27%                      |
| Mid-South   | 1,353,014   | (314)                              | -0.02%                     |
| Northeast   | 1,339,228   | 83                                 | 0.01%                      |
| Southeast   | 1,028,200   | 752                                | 0.07%                      |
| <b>Total</b>  | <b>\$ 14,530,116</b>                                      | <b>\$ 24,887</b>                   | <b>0.17%</b>               |
| <b>By commodity/collateral type:</b>                            |   |                                    |                            |
| Crops   | \$ 5,837,782  | \$ 2,312                           | 0.04%                      |
| Permanent plantings   | 3,217,294   | 9,378                              | 0.29%                      |
| Livestock   | 3,764,237   | 3,266                              | 0.09%                      |
| Part-time farm/rural housing                                    | 1,023,635   | 429                                | 0.04%                      |
| Ag storage and processing<br>(including ethanol facilities) (2) | 545,556   | 9,502                              | 1.74%                      |
| Other   | 141,612   | -                                  | 0.00%                      |
| <b>Total</b>  | <b>\$ 14,530,116</b>                                      | <b>\$ 24,887</b>                   | <b>0.17%</b>               |

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(1) Geographic regions - Northwest (AK, ID, MT, ND, NE, OR, SD, WA, WY); Southwest (AZ, CA, CO, HI, NM, NV, UT); Mid-North (IA, IL, IN, MI, MN, MO, WI); Mid-South (KS, OK, TX); Northeast (CT, DE, KY, MA, MD, ME, NC, NH, NJ, NY, OH, PA, RI, TN, VA, VT, WV); and Southeast (AL, AR, FL, GA, LA, MS, SC).

(2) Several of the loans underlying agricultural storage and processing LTSPCs are for facilities under construction and, as of September 30, 2010, approximately \$34.4 million of the loans were not yet disbursed by the lender.

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Historically, losses and collateral deficiencies have been less prevalent in the loans secured by real estate producing agricultural commodities that receive significant government support (such as cotton, soybeans, wheat, and corn) and more prevalent in those that do not receive such support (such as the protein sector, permanent plantings and vegetables). However, the level of government support may vary and is not necessarily the primary factor to forecast future losses and collateral deficiencies. In Farmer Mac's experience, another significant determinant of ultimate losses on loans is the degree to which the collateral is specialized or highly improved, such as permanent plantings and facilities. As adverse economic conditions persist for the agricultural commodities or products related to those types of collateral, the prospective sale value of the collateral is likely to decrease and the related loans may become under-collateralized.

This analysis is consistent with corresponding commodity analyses, which indicate that Farmer Mac has experienced higher loss and collateral deficiency rates in its loans classified as permanent plantings as well as storage and processing loans, which include Farmer Mac's exposure to loans on ethanol plants. Most of the loans classified as permanent plantings do not receive significant government support and are therefore more susceptible to adverse commodity-specific economic trends, while the collateral for storage and processing loans is typically highly improved and specialized. Farmer Mac anticipates that one or more particular commodity groups will be under economic pressure at any one time and actively manages its portfolio to mitigate concentration risks while preserving Farmer Mac's ability to meet the financing needs of all commodity groups. See "Management's Discussion and Analysis of Financial Condition and Results of Operations—Results of Operations—Outlook."

Analysis of portfolio performance by geographic distribution indicates that, while commodities are the primary determinant of exposure to loss, within most commodity groups certain geographic areas allow greater economies of scale or proximity to markets than others and, consequently, result in more successful farms within the commodity group. Likewise, certain geographic areas offer better growing conditions than others and, consequently, result in more versatile and more successful farms within a given commodity group – and the ability to switch crops among commodity groups.

Farmer Mac's methodologies for pricing its guarantee and commitment fees, managing credit risks and providing adequate allowances for losses consider all of the foregoing factors and information.

Credit Risk – Institutional. Farmer Mac is also exposed to credit risk arising from its business relationships with other institutions, including:

- issuers of AgVantage securities and other investments held or guaranteed by Farmer Mac;
  - sellers and servicers; and
  - interest rate swap contract counterparties.

AgVantage securities are general obligations of the AgVantage issuers and are secured by eligible loans in an amount at least equal to the outstanding principal amount of the security, with some level of overcollateralization also required for Farmer Mac I AgVantage securities. The required collateralization level is established at the time of issuance and does not change during the life of the security. In AgVantage transactions, the corporate obligor is required to remove from the pool of pledged collateral any loan that becomes more than 30 days delinquent in the payment of principal or interest and to substitute an eligible loan that is current in payment to maintain the minimum required collateralization level. In the event of a default on the general obligation, Farmer Mac would have recourse to the pledged collateral and have rights to the ongoing borrower payments of principal and interest. For a more detailed description of AgVantage securities, see “Business—Farmer Mac Programs—Farmer Mac I—AgVantage Securities” in the Corporation’s Annual Report on Form 10-K for the year ended December 31, 2009 filed with the SEC on March 16, 2010.

Outstanding AgVantage on-balance sheet Farmer Mac I Guaranteed Securities totaled \$591.5 million and \$48.8 million as of September 30, 2010 and December 31, 2009, respectively. Farmer Mac Guaranteed Securities – Rural Utilities structured as AgVantage transactions issued by CFC totaled \$1.7 billion as of September 30, 2010 and December 31, 2009, respectively. In addition, outstanding off-balance sheet AgVantage transactions totaled \$3.0 billion as of September 30, 2010 and December 31, 2009. The following table provides information about the issuers of AgVantage securities, as well as the required collateralization levels for those transactions as of September 30, 2010 and December 31, 2009.

| Counterparty              | September 30, 2010                |                  |                               | December 31, 2009 |                  |                               |
|---------------------------|-----------------------------------|------------------|-------------------------------|-------------------|------------------|-------------------------------|
|                           | Balance<br>(dollars in thousands) | Credit<br>Rating | Required<br>Collateralization | Balance           | Credit<br>Rating | Required<br>Collateralization |
| MetLife (1)               | \$ 2,750,000                      | AA-              | 103%                          | \$ 2,500,000      | AA-              | 103%                          |
| CFC                       | 1,754,304                         | A                | 100%                          | 1,689,240         | A                | 100%                          |
| M&I Bank (2)              | 475,000                           | BBB              | 106%                          | 475,000           | BBB              | 106%                          |
| Rabo Agrifinance,<br>Inc. | 300,000                           | N/A              | 106%                          | -                 | -                | -                             |
| Other (3)                 | 11,500                            | N/A              | 111% to 120%                  | 18,800            | N/A              | 111% to 120%                  |
| Total outstanding         | \$ 5,290,804                      |                  |                               | \$ 4,683,040      |                  |                               |

(1) Includes securities issued by Metropolitan Life Insurance Company and MetLife Insurance Company of Connecticut.

(2) M&I Bank was downgraded to BBB- on October 21, 2010.

(3) Consists of AgVantage securities issued by 4 different issuers as of September 30, 2010 and 6 different issuers as of December 31, 2009.

Farmer Mac manages institutional credit risk related to sellers and servicers by requiring those institutions to meet Farmer Mac’s standards for creditworthiness. Farmer Mac monitors the financial condition of those institutions by evaluating financial statements and bank credit rating agency reports. For more information on Farmer Mac’s approval of sellers, see “Business—Farmer Mac Programs—Farmer Mac I—Sellers” in the Corporation’s Annual Report on Form 10-K for the year ended December 31, 2009 filed with the SEC on March 16, 2010.

Credit Risk – Other Investments. As of September 30, 2010, Farmer Mac had \$453.3 million of cash and cash equivalents and \$1.5 billion of investment securities. The management of the credit risk inherent in these investments is governed by Farmer Mac’s own policies and FCA’s Liquidity and Investment Regulations.





In general, these policies and regulations require each investment or issuer of an investment to be highly rated by a nationally-recognized statistical rating organization (“NRSRO”). Investments in mortgage securities and asset-backed securities are required to have a rating in the highest NRSRO category. Corporate debt securities with maturities of no more than five years but more than three years are required to be rated in one of the two highest categories; corporate debt securities with maturities of three years or less are required to be rated in one of the three highest categories. There are investments for which a rating is not required, such as obligations of the United States or diversified investment funds regulated under the Investment Company Act of 1940. Investments in diversified investment funds are further limited to those funds that are holding only instruments approved for direct investment by Farmer Mac.

FCA’s Liquidity and Investment Regulations and Farmer Mac’s policies also establish concentration limits, which are intended to limit exposure to any one counterparty. FCA’s Liquidity and Investment Regulations limit Farmer Mac’s total credit exposure to any single issuer of securities and uncollateralized financial derivatives is limited by regulation to 25 percent of the Corporation’s regulatory capital (as of September 30, 2010, 25 percent of Farmer Mac’s regulatory capital was \$116.8 million). This limitation is not applied to the obligations of the United States or to qualified investment funds. The limitation applied to the obligations of any GSE is 100 percent of Farmer Mac’s regulatory capital. Since June 2009, Farmer Mac’s policy applicable to new investments limited the Corporation’s total exposure to any single issuer of securities and uncollateralized financial derivatives to the lower of (1) 10 percent of the Corporation’s regulatory capital and (2) 50 percent of the expected net interest income from the investment portfolio over 12 months. In June 2010, Farmer Mac revised its policy to limit the Corporation’s total exposure to any single issuer of securities (other than GSEs and Government agencies) and uncollateralized financial derivatives to 5 percent of the Corporation’s regulatory capital.

**Interest Rate Risk.** Farmer Mac is subject to interest rate risk on all assets held for investment because of possible timing differences in the cash flows of the assets and related liabilities. This risk is primarily related to loans held and on-balance sheet Farmer Mac Guaranteed Securities due to the ability of borrowers to prepay their mortgages before the scheduled maturities, thereby increasing the risk of asset and liability cash flow mismatches. Cash flow mismatches in a changing interest rate environment can reduce the earnings of the Corporation if assets repay sooner than expected and the resulting cash flows must be reinvested in lower-yielding investments when Farmer Mac’s funding costs cannot be correspondingly reduced, or if assets repay more slowly than expected and the associated debt must be replaced by higher-cost debt.

Yield maintenance provisions and other prepayment penalties contained in many agricultural mortgage and rural utilities loans reduce, but do not eliminate, prepayment risk, particularly in the case of a defaulted loan where yield maintenance may not be collected. Those provisions require borrowers to make an additional payment when they prepay their loans so that, when reinvested with the prepaid principal, yield maintenance payments generate substantially the same cash flows that would have been generated had the loan not prepaid. Those provisions create a disincentive to prepayment and compensate the Corporation for some of its interest rate risks. As of September 30, 2010, 16 percent of the outstanding balance of loans in the Farmer Mac I program where Farmer Mac either owned the loan or the beneficial interest in the underlying loan had yield maintenance provisions and 9 percent had other forms of prepayment protection (together covering 45 percent of all loans with fixed interest rates). Of the Farmer Mac I current loans purchased in third quarter 2010, none had yield maintenance or other forms of prepayment protection. As of September 30, 2010, none of the USDA-guaranteed portions held or underlying Farmer Mac II Guaranteed Securities had yield maintenance provisions; however, 11 percent contained prepayment penalties. Of the USDA-guaranteed portions purchased in the first nine months of 2010, 8 percent contained various forms of prepayment penalties. As of September 30, 2010, 29 percent of the rural utilities loans owned by Farmer Mac had yield maintenance provisions. Of the rural utilities loans purchased in third quarter 2010, 24 percent had yield maintenance provisions. As of September 30, 2010, all of the rural utilities loans held in trusts where Farmer Mac owned the beneficial interest in the underlying loan had yield maintenance provisions.

Taking into consideration the prepayment provisions and the default probabilities associated with its mortgage assets, Farmer Mac uses prepayment models to project and value cash flows associated with these assets. Because borrowers' behaviors in various interest rate environments may change over time, Farmer Mac periodically evaluates the effectiveness of these models compared to actual prepayment experience and adjusts and refines the models as necessary to improve the precision of subsequent prepayment forecasts.

Farmer Mac's \$453.3 million of cash and cash equivalents mature within three months and are funded with discount notes having similar maturities. As of September 30, 2010, \$1.3 billion of the \$1.5 billion of investment securities (86.4 percent) were floating rate securities with rates that adjust within one year or fixed rate securities with original maturities between three months and one year. Such securities are funded with floating rate medium-term notes or discount notes that closely match the rate adjustment dates of the associated investments. As of September 30, 2010, Farmer Mac had outstanding discount notes of \$2.8 billion, medium-term notes that mature within one year of \$0.8 billion and medium-term notes that mature after one year of \$3.0 billion.

The goal of interest rate risk management at Farmer Mac is to create and maintain a portfolio that generates stable earnings and value across a variety of interest rate environments. Farmer Mac's primary strategy for managing interest rate risk is to fund asset purchases with liabilities that have similar durations and cash flows so that they will perform similarly as interest rates change. To achieve this match, Farmer Mac issues discount notes and both callable and non-callable medium-term notes across a spectrum of maturities. Farmer Mac issues callable debt to offset the prepayment risk associated with some loans. By using a blend of liabilities that includes callable debt, the interest rate sensitivities of the liabilities tend to increase or decrease as interest rates change in a manner similar to changes in the interest rate sensitivities of the assets. Farmer Mac also uses financial derivatives to better match the durations of the Corporation's assets and liabilities, thereby reducing overall interest rate sensitivity.

An important “stress test” of Farmer Mac’s exposure to long-term interest rate risk is the measurement of the sensitivity of its market value of equity (“MVE”) to yield curve shocks. MVE represents management’s estimate of the present value of all future cash flows from on- and off-balance sheet assets, liabilities and financial derivatives, discounted at current interest rates and appropriate spreads. Farmer Mac’s MVE sensitivity decreased significantly during the first three quarters of 2010. This reduction in sensitivity resulted primarily from the \$250.0 million of preferred stock issued by the Corporation’s subsidiary, Farmer Mac II LLC. This transaction extended the duration of Farmer Mac’s liabilities relative to its assets thereby reducing MVE sensitivity. The following schedule summarizes the results of Farmer Mac’s MVE sensitivity analysis as of September 30, 2010 and December 31, 2009 to an immediate and instantaneous uniform or “parallel” shift in the yield curve.

| Interest Rate Scenario | Percentage Change in MVE from Base Case |                   |
|------------------------|---|-------------------|
|                        | September 30, 2010                      | December 31, 2009 |
| + 300 bp               | 7.4%                                    | -23.1%            |
| + 200 bp               | 7.4%                                    | -13.8%            |
| + 100 bp               | 5.0%                                    | -5.4%             |
| - 100 bp               | *                                       | *                 |
| - 200 bp               | *                                       | *                 |
| - 300 bp               | *                                       | *                 |

\* As of the date indicated, a parallel shift of the U.S. Treasury yield curve by the number of basis points indicated produced negative interest rates for portions or all of this curve.

As of September 30, 2010, Farmer Mac’s effective duration gap, another standard measure of interest rate risk that measures the difference between the sensitivities of assets compared to that of liabilities, was minus 2.1 months, compared to plus 1.1 months as of December 31, 2009. This change in duration gap is also attributable to the preferred stock issued by Farmer Mac II LLC. Duration matching helps to maintain the correlation of cash flows and stabilize portfolio earnings even when interest rates are not stable.

Farmer Mac also calculates the sensitivity of net interest income (“NII”) to changes in interest rates which represents a shorter-term measure of interest rate risk. As of September 30, 2010, a parallel increase of 100 basis points would have decreased Farmer Mac’s NII by 4.0 percent, while a parallel decrease of 25 basis points would have decreased NII by 4.1 percent. Farmer Mac also measures the sensitivity of both MVE and NII to a variety of non-parallel interest rate shocks, including flattening and steepening yield curve scenarios. As of September 30, 2010, both MVE and NII showed similar or lesser sensitivity to non-parallel shocks than to the parallel shocks.

The economic effects of financial derivatives are included in the Corporation’s MVE, NII and duration gap analyses. Farmer Mac enters into the following financial derivative transactions principally to protect against risk from the effects of market price or interest rate movements on the value of assets, future cash flows, credit exposure and debt issuance, not for trading or speculative purposes:

- “pay-fixed” interest rate swaps, in which it pays fixed rates of interest to, and receives floating rates of interest from, counterparties;
- “receive-fixed” interest rate swaps, in which it receives fixed rates of interest from, and pays floating rates of interest to, counterparties;



- “basis swaps,” in which it pays variable rates of interest based on one index to, and receives variable rates of interest based on another index from, counterparties; and
- “credit default swaps,” in which it pays a periodic fee to a counterparty in exchange for the counterparty’s agreement to make payments in the event of an instrument’s default or other credit event.

As of September 30, 2010, Farmer Mac had \$4.0 billion combined notional amount of interest rate and credit default swaps, with terms ranging from one to fifteen years, of which \$1.2 billion were pay-fixed interest rate swaps, \$2.4 billion were receive-fixed interest rate swaps, \$0.2 billion were basis swaps and \$30.0 million were credit default swaps.

#### Liquidity and Capital Resources

Farmer Mac depends on regular access to the capital markets for liquidity, and Farmer Mac maintained access to the capital markets at favorable rates throughout third quarter 2010. Assuming continuation of current market conditions, Farmer Mac believes it has sufficient liquidity and capital resources to support its operations for the next 12 months and for the foreseeable future. Farmer Mac also has a liquidity contingency plan to manage unanticipated disruptions in its access to the capital markets. That plan involves borrowing through repurchase agreement arrangements and the sale of liquid assets. In accordance with the calculation prescribed by FCA regulations, Farmer Mac maintains a minimum of 60 days of liquidity and a target of 90 days of liquidity. In accordance with the methodology prescribed by those regulations, Farmer Mac maintained an average of 176 days of liquidity during third quarter 2010 and had 169 days of liquidity as of September 30, 2010.

**Debt Issuance.** Farmer Mac funds its purchases of program and non-program assets primarily by issuing debt obligations of various maturities in the public capital markets. Debt obligations issued by Farmer Mac include discount notes and fixed and floating rate medium-term notes, including callable notes. Farmer Mac also issues discount notes and medium-term notes to obtain funds to finance its investment activities, transaction costs, guarantee payments and LTSPC purchase obligations. See “Business—Financing—Debt Issuance” in the Corporation’s Annual Report on Form 10-K for the year ended December 31, 2009 filed with the SEC on March 16, 2010 for more information about Farmer Mac’s debt issuance.

Farmer Mac’s board of directors has authorized the issuance of up to \$10.0 billion of discount notes and medium-term notes (of which \$6.6 billion was outstanding as of September 30, 2010), subject to periodic review of the adequacy of that level relative to Farmer Mac’s borrowing requirements. That authorization was increased from \$7.0 billion to \$10.0 billion in October 2010. Farmer Mac invests the proceeds of such issuances in loans, Farmer Mac Guaranteed Securities, and non-program investment assets in accordance with policies established by its board of directors and subject to regulations established by FCA.

**Liquidity.** The funding and liquidity needs of Farmer Mac’s business are driven by the purchase of loans, USDA-guaranteed portions and Farmer Mac Guaranteed Securities; the maturities of and interest payments on Farmer Mac’s discount notes and medium-term notes; and payment of principal and interest on Farmer Mac Guaranteed Securities. Farmer Mac’s primary sources of funds to meet these needs are:

- principal and interest payments and ongoing guarantee and commitment fees received on loans, Farmer Mac Guaranteed Securities, and LTSPCs;
  - principal and interest payments received from investment securities; and
  - the issuance of new discount notes and medium-term notes.

Farmer Mac's short-term borrowing costs have remained at favorable levels despite continued market volatility. Prior to 2009, Farmer Mac historically used pay-fixed interest rate swaps, combined with a planned series of discount note issuances, as an alternative source of effectively fixed rate funding. While the swap market may have provided favorable effectively fixed rates, interest rate swap transactions expose Farmer Mac to the risk of future widening of its own issuance spreads versus corresponding LIBOR rates. If the spreads on the Farmer Mac discount notes were to increase relative to LIBOR, Farmer Mac would be exposed to a commensurate reduction on its net interest yield on the notional amount of its pay-fixed interest rate swaps and its LIBOR-based floating rate assets. Conversely, if the rates on the Farmer Mac discount notes were to decrease relative to LIBOR, Farmer Mac would benefit from a commensurate increase on its net interest yield on the notional amount of its pay-fixed interest rate swaps and its LIBOR-based floating rate assets. Further, the widespread use of pay-fixed interest rate swaps subjected the Corporation's regulatory capital surplus to the potential adverse effects of a downward move in the fair values of those interest rate swaps. Such a downward move was seen in the third and fourth quarters of 2008. Since September 2008, Farmer Mac has systematically entered into various offsetting interest rate swaps (receive-fixed swaps) to counteract the fair value movements of previously-existing swaps. These transactions have dampened the susceptibility of Farmer Mac's regulatory capital surplus to changes in the fair values of its financial derivatives. Going forward, Farmer Mac plans to balance the use of pay-fixed interest rate swaps and receive-fixed interest rate swaps to mitigate the effects of fair value changes on Farmer Mac's regulatory capital surplus.

The following table presents Farmer Mac's cash and cash equivalents and investment securities which, in addition to the proceeds from the issuance of discount notes and medium-term notes, comprise Farmer Mac's primary sources of liquidity.

|  | September 30,<br>2010 | December 31,<br>2009 |
|--|-----------------------|----------------------|
|  | (in thousands)        |                      |
| Cash and cash equivalents  | \$ 453,273            | \$ 654,794           |
| Investment securities:   |                       |                      |
| Guaranteed by U.S. Government agencies   | 766,343               | 341,874              |
| Guaranteed by GSEs   | 291,403               | 234,206              |
| Preferred stock issued by GSEs   | 166,502               | 177,359              |
| Corporate debt securities  | 154,411               | 245,605              |
| Asset-backed securities principally backed by Government<br>guaranteed student loans (1) | 78,772                | 132,851              |
| Total  | \$ 1,910,704          | \$ 1,786,689         |

(1) None of Farmer Mac's asset-backed securities were backed by sub-prime or Alt-A residential or commercial mortgages or home-equity loans.

Farmer Mac's asset-backed investment securities include callable, AAA-rated auction-rate certificates ("ARCs"), the interest rates on which are reset through an auction process, most commonly at intervals of 28 days, or at formula-based floating rates as set forth in the related transaction documents in the event of a failed auction. These formula-based floating rates, which may at times reset to zero, are intended to preserve the underlying principal balance of the securities and avoid overall cash shortfalls. Accordingly, payments of accrued interest may also be delayed and are ultimately subject to cash availability. Beginning in mid-February 2008, there were widespread failures of the auction mechanism designed to provide regular liquidity to these types of securities. Consequently, Farmer Mac has not sold any of its ARCs into the auctions since that time. All ARCs held by Farmer Mac are collateralized entirely by pools of Federal Family Education Loan Program ("FFELP") guaranteed student loans that are backed by the full faith and credit of the United States. Farmer Mac continues to believe that the credit quality of these securities is high, based on the underlying collateralization and the securities' continued AAA ratings. To date, Farmer Mac has received all interest due on ARCs it holds and expects to continue to do so. Farmer Mac does not believe that the auction failures will affect the Corporation's liquidity or its ability to fund its operations or make dividend payments. All ARCs held by Farmer Mac are callable by the issuers at par at any time.

Farmer Mac held \$65.7 million of ARCs as of September 30, 2010, compared to \$72.9 million as of December 31, 2009. As of September 30, 2010, Farmer Mac's carrying value of its ARCs was 89 percent of par. The discounted carrying value reflects uncertainty regarding the ability to obtain par in the absence of any active market trading.

As of September 30, 2010, Farmer Mac had no remaining investment in The Reserve Primary Fund compared to a \$5.3 million investment as of December 31, 2009. Farmer Mac received the remaining investment in the Fund on July 16, 2010, resulting in a recovery of \$37,000 of amounts previously written off.

Capital. During the nine months ended September 30, 2010, Farmer Mac issued \$250.0 million of non-voting, non-cumulative preferred stock of its newly formed subsidiary Farmer Mac II LLC and simultaneously retired and repurchased all \$150.0 million Farmer Mac Series B preferred stock. No Series C preferred stock was issued in first nine months of 2010. For more information about the Series C preferred stock, see Note 6 to the condensed consolidated financial statements and Farmer Mac's Form 10-K for the fiscal year ended December 31, 2009 filed with the SEC on March 16, 2010 (as updated by the Current Report on Form 8-K filed with the SEC on August 4, 2010). See "—Balance Sheet Review—Capital" for more information about Farmer Mac's capital position and "—Regulatory Matters" for more information about proposed changes to the risk-based capital stress test applicable to Farmer Mac.

#### Other Matters

Common Stock Dividends. For the first three quarters of 2010 and for each quarter in 2009, Farmer Mac's board of directors declared a quarterly dividend of \$0.05 per share on the Corporation's Class A, Class B and Class C common stock. Farmer Mac's ability to pay dividends on its common stock is subject to the payment of dividends on its outstanding preferred stock. On August 5, 2010, Farmer Mac's board of directors declared a quarterly dividend of \$0.05 per share on the Corporation's common stock, payable on September 30, 2010 to shareholders of record on September 15, 2010. Farmer Mac's ability to declare and pay dividends could be restricted if it were to fail to comply with the applicable regulatory capital requirements. See "Business—Government Regulation of Farmer Mac—Regulation—Capital Standards—Enforcement levels" in Farmer Mac's Annual Report on Form 10-K for the fiscal year ended December 31, 2009 filed with the SEC on March 16, 2010.



**Preferred Stock Dividends.** For the first three quarters of 2010, Farmer Mac's board of directors declared a quarterly dividend of \$12.50 per share on the Corporation's Series C Preferred Stock. On January 25, 2010, all of the outstanding shares of the Corporation's Series B preferred stock was repurchased and retired. The price paid to repurchase the Series B Preferred Stock included accrued dividends of \$8.33 per share through the purchase date.

**Non-controlling Interest.** For the first, second and third quarters of 2010, Farmer Mac II LLC's board of directors declared a quarterly dividend of \$16.02 per share, \$22.1875 per share, and \$22.1875 per share, respectively, on the company's preferred stock. Farmer Mac's net income attributable to non-controlling interest totaled \$5.5 million and \$15.2 million for the three and nine months ended September 30, 2010, respectively. These amounts represent the dividends paid on the Farmer Mac II LLC preferred stock held by third parties. Farmer Mac's income tax expense is determined based on income before income taxes less the amount of these dividends.

#### Regulatory Matters

In the January 22, 2010 issue of the Federal Register, FCA published for public comment a proposed rule that would revise certain FCA regulations governing the risk-based capital stress test applicable to Farmer Mac. In its announcement of the proposed rule, FCA stated that the purpose of the proposed changes is to update the risk-based capital model to address the addition of rural utilities loans to Farmer Mac's program authorities, to revise the existing treatment of risk mitigations of general obligations in the AgVantage structure, and to revise the treatment of counterparty risk on Farmer Mac's non-program investments. The public comment period for the proposed rule closed April 22, 2010. Farmer Mac has provided written comments on the proposed rule to FCA.

In the preamble to the proposed rule, FCA noted that had the proposed rule been in effect on March 31, 2009, Farmer Mac's risk-based capital requirement as of that date would have been approximately \$62.9 million, compared to the risk-based capital requirement of approximately \$40.1 million under the existing risk-based capital stress test at that time. Farmer Mac is required to hold capital at the higher of the statutory minimum capital requirement or the amount required by the risk-based capital stress test. As of September 30, 2010, Farmer Mac's minimum capital requirement was \$264.8 million, and Farmer Mac's core capital level was \$448.0 million, \$183.2 million above the minimum capital requirement. Based on the risk-based capital stress test currently in effect, Farmer Mac's risk-based capital requirement as of September 30, 2010 was \$36.7 million, and Farmer Mac's regulatory capital of \$467.0 million exceeded that requirement by approximately \$430.3 million.

On May 19, 2010, FCA issued an advance notice of proposed rulemaking ("ANPRM") regarding the Corporation's investments and liquidity portfolio policies and solicited comments. The public comment period for the ANPRM closed on July 6, 2010, and Farmer Mac provided written comments to the ANPRM on July 2, 2010.

On July 21, 2010, President Obama signed into law the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”). The Dodd-Frank Act contains a variety of provisions designed to regulate financial markets, including credit and derivatives transactions. Certain provisions of the Dodd-Frank Act, such as the requirement to retain a five percent credit risk in any securitized loan, do not apply to Farmer Mac or, with respect to any loan sold to Farmer Mac, the seller of such loan. In addition, Farmer Mac’s equity and debt securities are excluded from the Dodd-Frank Act’s prohibitions on proprietary trading by banking entities. However, certain provisions of the Dodd-Frank Act, such as those regarding derivatives regulation, corporate governance and executive compensation, do not contain specific exemptions for Farmer Mac. Until various studies are completed and final regulations are promulgated pursuant to the Dodd-Frank Act, the full effect of the legislation on the Corporation’s business activities and operations cannot be completely assessed, particularly how it will affect the Corporation’s hedging operations and costs. Farmer Mac will continue to monitor all applicable developments in the implementation of the Dodd-Frank Act and expects to be able to adapt successfully to any new applicable legislative and regulatory requirements.

## Supplemental Information

The following tables present quarterly and annual information regarding loan purchases, guarantees and LTSPCs and outstanding loans, guarantees and LTSPCs.

## Farmer Mac Purchases, Guarantees and LTSPCs

|                        | Farmer Mac I<br>Loans and<br>Guaranteed<br>Securities | Farmer Mac I<br>LTSPCs (1) | Farmer Mac II<br>and USDA<br>Guaranteed<br>Securities<br>(in thousands) | Rural Utilities<br>Loans and<br>Guaranteed<br>Securities | Total        |
|------------------------|---|----------------------------|---|--|--------------|
| For the quarter ended: |   |                            |   |  |              |
| September 30, 2010     | \$ 632,270  | \$ 25,416                  | \$ 139,667  | \$ 285,242   | \$ 1,082,595 |
| June 30, 2010          | 98,235  | 32,430                     | 123,062   | 77,726   | 331,453      |
| March 31, 2010         | 77,948  | 77,143                     | 92,288  | 59,018   | 306,397      |
| December 31, 2009      | 86,872  | 108,646                    | 94,936  | 16,009   | 306,463      |
| September 30, 2009     | 40,732  | 37,083                     | 76,119  | 553,644  | 707,578      |
| June 30, 2009          | 37,900  | 22,717                     | 96,322  | 900,000  | 1,056,939    |
| March 31, 2009         | 29,814  | 65,720                     | 79,055  | 270,000  | 444,589      |
| December 31, 2008      | 72,137  | 121,440                    | 87,455  | 230,000  | 511,032      |
| September 30, 2008     | 508,179   | 239,170                    | 83,672  | -  | 831,021      |
| For the year ended:    |   |                            |   |  |              |
| December 31, 2009      | 195,318   | 234,166                    | 346,432   | 1,739,653  | 2,515,569    |
| December 31, 2008      | 671,622   | 530,363                    | 303,941   | 1,560,676  | 3,066,602    |

(1) As of September 30, 2010, approximately \$34.4 million of the loans underlying \$545.6 million of AgStorage and processing LTSPCs (including ethanol facilities) were not yet disbursed by the lender.

Outstanding Balance of Farmer Mac Loans,  
Guarantees and LTSPCs and USDA Guarantees

|                    | Farmer Mac I<br>Loans and<br>Guaranteed<br>Securities | Farmer Mac I<br>LTSPCs | Farmer Mac II<br>and USDA<br>Guaranteed<br>Securities<br>(in thousands) | Rural Utilities<br>Loans and<br>Guaranteed<br>Securities | Total         |
|--------------------|---|------------------------|---|--|---------------|
| As of:             |   |                        |   |  |               |
| September 30, 2010 | \$ 6,059,184  | \$ 1,697,578           | \$ 1,365,993  | \$ 2,353,453   | \$ 11,476,208 |
| June 30, 2010 (1)  | 5,544,091   | 1,739,979              | 1,300,945   | 2,173,660  | 10,758,675    |
| March 31, 2010 (2) | 5,444,448   | 1,846,244              | 1,237,539   | 2,183,576  | 10,711,807    |
| December 31, 2009  | 5,224,768   | 2,165,706              | 1,199,798   | 2,130,832  | 10,721,104    |
| September 30, 2009 | 5,227,939   | 2,135,445              | 1,141,570   | 2,266,592  | 10,771,546    |
| June 30, 2009      | 5,241,145   | 2,181,712              | 1,115,025   | 1,819,033  | 10,356,915    |
| March 31, 2009     | 5,313,680   | 2,216,564              | 1,082,215   | 1,319,033  | 9,931,492     |
| December 31, 2008  | 5,759,773   | 2,224,181              | 1,043,425   | 1,054,941  | 10,082,320    |
| September 30, 2008 | 5,724,867   | 2,264,880              | 995,639   | 824,941  | 9,810,327     |

- (1) The Loans and Guaranteed Securities and LTSPCs amounts reflect the conversion of \$86.0 million of existing LTSPCs to Farmer Mac I Guaranteed Securities during second quarter 2010 at the request of a program participant.
- (2) The Loans and Guaranteed Securities and LTSPCs amounts reflect the conversion of \$265.8 million of existing LTSPCs to Farmer Mac I Guaranteed Securities during first quarter 2010 at the request of a program participant.

Outstanding Balance of Loans Held and Loans Underlying  
On-Balance Sheet Farmer Mac and USDA Guaranteed Securities

|                    | Fixed Rate   | 5-to-10-Year<br>ARMs &<br>Resets | 1-Month-to-<br>3 Year ARMs | Total<br>Held in<br>Portfolio |
|--------------------|--------------|----------------------------------|----------------------------|-------------------------------|
| (in thousands)     |              |                                  |                            |                               |
| As of:             |              |                                  |                            |                               |
| September 30, 2010 | \$ 3,099,200 | \$ 1,102,560                     | \$ 1,911,904               | \$ 6,113,664                  |
| June 30, 2010      | 2,347,206    | 1,051,722                        | 1,914,096                  | 5,313,024                     |
| March 31, 2010     | 2,431,701    | 1,340,856                        | 1,840,181                  | 5,612,738                     |
| December 31, 2009  | 1,983,749    | 729,700                          | 1,439,267                  | 4,152,716                     |
| September 30, 2009 | 2,138,544    | 685,553                          | 1,403,298                  | 4,227,395                     |
| June 30, 2009      | 1,716,678    | 649,078                          | 1,303,332                  | 3,669,088                     |
| March 31, 2009     | 1,728,174    | 660,398                          | 759,535                    | 3,148,107                     |
| December 31, 2008  | 1,659,983    | 746,623                          | 819,234                    | 3,225,840                     |
| September 30, 2008 | 1,412,136    | 699,611                          | 743,146                    | 2,854,893                     |

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Farmer Mac is exposed to market risk attributable to changes in interest rates. Farmer Mac manages this market risk by entering into various financial transactions, including financial derivatives, and by monitoring its exposure to changes in interest rates. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Risk Management—Interest Rate Risk” for more information about Farmer Mac’s exposure to interest rate risk and strategies to manage such risk. For information regarding Farmer Mac’s use of and accounting policies for financial derivatives, see Note 1(c) to the condensed consolidated financial statements contained in this report. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources” for further information regarding Farmer Mac’s debt issuance and liquidity risks.

Item 4. Controls and Procedures

(a) Management’s Evaluation of Disclosure Controls and Procedures. Farmer Mac maintains disclosure controls and procedures designed to ensure that information required to be disclosed in the Corporation’s periodic filings under the Securities Exchange Act of 1934 (the “Exchange Act”), including this report, is recorded, processed, summarized and reported on a timely basis. These disclosure controls and procedures include controls and procedures designed to ensure that information required to be disclosed under the Exchange Act is accumulated and communicated to the Corporation’s management on a timely basis to allow decisions regarding required disclosure. Management, including Farmer Mac’s Chief Executive Officer (the “CEO”) and Chief Financial Officer (the “CFO”), has evaluated the effectiveness of the design and operation of the Corporation’s disclosure controls and procedures (as defined under Rules 13a-15(e) and 15d-15(e) of the Exchange Act) as of September 30, 2010.

The Corporation carried out the evaluation required by paragraph (b) of Exchange Act Rules 13a-15 and 15d-15, under the supervision and with the participation of management, including the CEO and CFO, of the effectiveness of Farmer Mac’s disclosure controls and procedures. Based upon this evaluation, the CEO and CFO concluded that the Corporation’s disclosure controls and procedures were effective as of September 30, 2010.

(b) Changes in Internal Control Over Financial Reporting. There were no changes in Farmer Mac’s internal control over financial reporting during the quarter ended September 30, 2010 that has materially affected, or is reasonably likely to materially affect, Farmer Mac’s internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

None.

Item 1A. Risk Factors

There were no material changes from the risk factors previously disclosed in Farmer Mac's Annual Report on Form 10-K for the year ended December 31, 2009 filed with the SEC on March 16, 2010.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

(a) Farmer Mac is a federally chartered instrumentality of the United States and its debt and equity securities are exempt from registration pursuant to Section 3(a)(2) of the Securities Act of 1933.

During third quarter 2010, one type of transaction occurred related to Farmer Mac common stock that was not registered under the Securities Act of 1933 and not otherwise reported on a Current Report on Form 8-K. On July 15, 2010, pursuant to Farmer Mac's policy that permits directors of Farmer Mac to elect to receive shares of Class C Non-Voting Common Stock in lieu of their cash retainers, Farmer Mac issued an aggregate of 854 shares of its Class C Non-Voting Common Stock to the five directors who elected to receive such stock in lieu of their cash retainers. The number of shares issued to the directors was calculated based on a price of \$14.03 per share, which was the closing price of the Class C Non-Voting Common Stock on June 30, 2010 as reported by the New York Stock Exchange.

(b) Not applicable.

(c) None.

Item 3. Defaults Upon Senior Securities

(a) None.

(b) None.

Item 4. (Removed and Reserved)

Item 5. Other Information

(a) None.

(b) None.

Item 6.

Exhibits

- \* 3.1 - Title VIII of the Farm Credit Act of 1971, as most recently amended by the Food, Conservation and Energy Act of 2008 (Form 10-Q filed August 12, 2008).
- \* 3.2 - Amended and Restated By-Laws of the Registrant (Form 10-Q filed August 9, 2010).
- \* 4.1 - Specimen Certificate for Farmer Mac Class A Voting Common Stock (Form 10-Q filed May 15, 2003).
- \* 4.2 - Specimen Certificate for Farmer Mac Class B Voting Common Stock (Form 10-Q filed May 15, 2003).
- \* 4.3 - Specimen Certificate for Farmer Mac Class C Non-Voting Common Stock (Form 10-Q filed May 15, 2003).
- \* 4.4 - Amended and Restated Certificate of Designation of Terms and Conditions of Non-Voting Cumulative Preferred Stock, Series C (Previously filed as Exhibit 4.7 to Form 10-Q filed November 9, 2009).
- †\* 10.1 - Amended and Restated 1997 Incentive Plan (Form 10-Q filed November 14, 2003).
- †\* 10.1.1 - Form of stock option award agreement under 1997 Incentive Plan (Form 10-K filed March 16, 2005).
- †\* 10.1.2 - 2008 Omnibus Incentive Plan (Form 10-Q filed August 12, 2008).
- †\* 10.1.3 - Form of SAR Agreement under the 2008 Omnibus Incentive Plan (Previously filed as Exhibit 10 to Form 8-K filed June 11, 2008).
- †\* 10.1.4 - Form of Restricted Stock Agreement (Officers) under the 2008 Omnibus Incentive Plan (Previously filed as Exhibit 10.1 to Form 8-K filed June 10, 2009).
- †\* 10.1.5 - Form of Restricted Stock Agreement (Directors) under the 2008 Omnibus Incentive Plan (Previously filed as Exhibit 10.2 to Form 8-K filed June 10, 2009).
- †\* 10.2 - Employment Agreement dated as of March 1, 2009 between Michael A. Gerber and the Registrant (Form 10-Q filed May 12, 2009).

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\* Incorporated by reference to the indicated prior filing.

\*\* Filed with this report.

† Management contract or compensatory plan.

# Portions of this exhibit have been omitted pursuant to a request for confidential treatment.



- †\* 10.3 - Compiled Amended and Restated Employment Contract dated as of June 5, 2008 between Tom D. Stenson and the Registrant (Previously filed as Exhibit 10.4 to Form 10-Q filed August 12, 2008).
- †\* 10.4 - Compiled Amended and Restated Employment Contract dated June 5, 2008 between Timothy L. Buzby and the Registrant (Previously filed as Exhibit 10.5 to Form 10-Q filed August 12, 2008).
- †\* 10.4.1 - Amendment No. 6 to Employment Contract between Timothy L. Buzby and the Registrant, dated as of April 2, 2009 (Form 10-Q filed August 10, 2009).
- †\* 10.5 - Compiled Amended and Restated Employment Contract dated June 5, 2008 between Mary K. Waters and the Registrant (Previously filed as Exhibit 10.6 to Form 10-Q filed August 12, 2008).
- 10.6 - Exhibit number reserved for future use.
- \* 10.7 - Farmer Mac I Seller/Servicer Agreement dated as of August 7, 1996 between Zions First National Bank and the Registrant (Form 10-Q filed November 14, 2002).
- \* 10.8 - Medium-Term Notes U.S. Selling Agency Agreement dated as of October 1, 1998 between Zions First National Bank and the Registrant (Form 10-Q filed November 14, 2002).
- \* 10.9 - Discount Note Dealer Agreement dated as of September 18, 1996 between Zions First National Bank and the Registrant (Form 10-Q filed November 14, 2002).
- \*# 10.10 - ISDA Master Agreement and Credit Support Annex dated as of June 26, 1997 between Zions First National Bank and the Registrant (Form 10-Q filed November 14, 2002).
- \*# 10.11 - Amended and Restated Master Central Servicing Agreement dated as of May 1, 2004 between Zions First National Bank and the Registrant (Previously filed as Exhibit 10.11.2 to Form 10-Q filed August 9, 2004).
- \*# 10.11.1 - Amendment No. 1 to Amended and Restated Master Central Servicing Agreement between Zions First National Bank and the Registrant, dated as of June 1, 2009 (Form 10-Q filed August 10, 2009).

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- \* Incorporated by reference to the indicated prior filing.
  - \*\* Filed with this report.
  - † Management contract or compensatory plan.
  - # Portions of this exhibit have been omitted pursuant to a request for confidential treatment.

- \*\*# 10.11.2 - Amendment No. 2. To Amended and Restated Master Central Servicing Agreement between Zions First National Bank and the Registrant, dated as of August 25, 2010.
- \*# 10.12 - Loan Closing File Review Agreement dated as of August 2, 2005 between Zions First National Bank and the Registrant (Form 10-Q filed November 9, 2005).
- \*# 10.13 - Long Term Standby Commitment to Purchase dated as of August 1, 1998 between AgFirst Farm Credit Bank and the Registrant (Form 10-Q filed November 14, 2002).
- \*# 10.13.1 - Amendment No. 1 dated as of January 1, 2000 to Long Term Standby Commitment to Purchase dated as of August 1, 1998 between AgFirst Farm Credit Bank and the Registrant (Form 10-Q filed November 14, 2002).
- \* 10.13.2 - Amendment No. 2 dated as of September 1, 2002 to Long Term Standby Commitment to Purchase dated as of August 1, 1998, as amended by Amendment No. 1 dated as of January 1, 2000, between AgFirst Farm Credit Bank and the Registrant (Form 10-Q filed November 14, 2002).
- \* 10.14 - Lease Agreement, dated June 28, 2001 between EOP – Two Lafayette, L.L.C. and the Registrant (Previously filed as Exhibit 10.10 to Form 10-K filed March 27, 2002).
- \*# 10.15 - Long Term Standby Commitment to Purchase dated as of August 1, 2007 between Farm Credit Bank of Texas and the Registrant (Previously filed as Exhibit 10.20 to Form 10-Q filed November 8, 2007).
- \*# 10.16 - Long Term Standby Commitment to Purchase dated as of June 1, 2003 between Farm Credit Bank of Texas and the Registrant (Form 10-Q filed November 9, 2004).
- \*# 10.16.1 - Amendment No. 1 dated as of December 8, 2006 to Long Term Standby Commitment to Purchase dated as of June 1, 2003 between Farm Credit Bank of Texas and the Registrant (Form 10-K filed March 15, 2007).
- \*# 10.17 - Central Servicer Delinquent Loan Servicing Transfer Agreement dated as of July 1, 2004 between AgFirst Farm Credit Bank and the Registrant (Form 10-Q filed November 9, 2004).
- †\* 10.18 - Form of Indemnification Agreement for Directors (Previously filed as Exhibit 10.1 to Form 8-K filed April 9, 2008).

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\* Incorporated by reference to the indicated prior filing.

\*\* Filed with this report.

† Management contract or compensatory plan.

# Portions of this exhibit have been omitted pursuant to a request for confidential treatment.

- †\* 10.19 - Description of compensation agreement between the Registrant and its directors (Form 10-Q filed August 9, 2007).
- †\* 10.20 - Agreement and General Release dated as of January 30, 2009 between Henry D. Edelman and the Registrant (Form 10-Q filed May 12, 2009).
- †\* 10.21 - Agreement and General Release dated as of February 6, 2009 between Nancy E. Corsiglia and the Registrant (Form 10-Q filed May 12, 2009).
- \* 10.22 Master Trust, Sale and Servicing Agreement dated as of October 20, 2006 between CFC Advantage, LLC, National Rural Utilities Cooperative Finance Corporation, U.S. Bank National Association, and the Registrant (Form 10-Q filed August 9, 2010).
- \* 10.23 Registration Rights Agreement Series 2007-1 dated as of February 15, 2007 between CFC Advantage, LLC, National Rural Utilities Cooperative Finance Corporation, and the Registrant (Form 10-Q filed August 9, 2010).
- \* 10.24 Registration Rights Agreement Series 2007-2 dated as of August 10, 2007 between CFC Advantage, LLC, National Rural Utilities Cooperative Finance Corporation and the Registrant (Form 10-Q filed August 9, 2010).
- \* 10.25 Note Purchase Agreement dated as of December 15, 2008 between Farmer Mac Mortgage Securities Corporation, National Rural Utilities Cooperative Finance Corporation, and the Registrant (Form 10-Q filed August 9, 2010).
- \* 10.25.1 First Amendment to Note Purchase Agreement dated as of July 13, 2009 between Farmer Mac Mortgage Securities Corporation, National Rural Utilities Cooperative Finance Corporation, and the Registrant (Form 10-Q filed August 9, 2010).
- \* 10.26 Pledge Agreement dated as of December 15, 2008 between Farmer Mac Mortgage Securities Corporation, National Rural Utilities Cooperative Finance Corporation, U.S. Bank Trust National Association, and the Registrant (Form 10-Q filed August 9, 2010).
- \* 10.26.1 First Amendment to Pledge Agreement dated as of September 23, 2009 between Farmer Mac Mortgage Securities Corporation, National Rural Utilities Cooperative Finance Corporation, U.S. Bank Trust National Association, and the Registrant (Form 10-Q filed August 9, 2010).

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- \* Incorporated by reference to the indicated prior filing.
  - \*\* Filed with this report.
  - † Management contract or compensatory plan.
  - # Portions of this exhibit have been omitted pursuant to a request for confidential treatment.

- \* 10.27 Setoff Rights Letter Agreement dated as of December 15, 2008 between National Rural Utilities Cooperative Finance Corporation, Farmer Mac Mortgage Securities Corporation, and the Registrant (Form 10-Q filed August 9, 2010).
- \* 10.28 Note Purchase Agreement dated as of February 5, 2009 between Farmer Mac Mortgage Securities Corporation, National Rural Utilities Cooperative Finance Corporation, and the Registrant (Form 10-Q filed August 9, 2010).
- \* 10.28.1 First Amendment to Note Purchase Agreement dated as of July 13, 2009 between Farmer Mac Mortgage Securities Corporation, National Rural Utilities Cooperative Finance Corporation, and the Registrant (Form 10-Q filed August 9, 2010).
- \* 10.29 Pledge Agreement dated as of February 5, 2009 between Farmer Mac Mortgage Securities Corporation, National Rural Utilities Cooperative Finance Corporation, U.S. Bank Trust National Association, and the Registrant (Form 10-Q filed August 9, 2010).
- \* 10.29.1 First Amendment to Pledge Agreement dated as of September 23, 2009 between Farmer Mac Mortgage Securities Corporation, National Rural Utilities Cooperative Finance Corporation, U.S. Bank Trust National Association, and the Registrant (Form 10-Q filed August 9, 2010).
- \* 10.30 Setoff Rights Letter Agreement dated as of February 5, 2009 between National Rural Utilities Cooperative Finance Corporation, Farmer Mac Mortgage Securities Corporation, and the Registrant (Form 10-Q filed August 9, 2010).
- \* 10.31 Note Purchase Agreement dated as of March 23, 2009 between Farmer Mac Mortgage Securities Corporation, National Rural Utilities Cooperative Finance Corporation, and the Registrant (Form 10-Q filed August 9, 2010).
- \* 10.32 Pledge Agreement dated as of March 23, 2009 between Farmer Mac Mortgage Securities Corporation, National Rural Utilities Cooperative Finance Corporation, U.S. Bank Trust National Association, and the Registrant (Form 10-Q filed August 9, 2010).
- \* 10.32.1 First Amendment to Pledge Agreement dated as of September 23, 2009 between Farmer Mac Mortgage Securities Corporation, National Rural Utilities Cooperative Finance Corporation, U.S. Bank Trust National Association, and the Registrant (Form 10-Q filed August 9, 2010).

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- \* Incorporated by reference to the indicated prior filing.
  - \*\* Filed with this report.
  - † Management contract or compensatory plan.
  - # Portions of this exhibit have been omitted pursuant to a request for confidential treatment.

- \* 10.33 Setoff Rights Letter Agreement dated as of March 23, 2009 between National Rural Utilities Cooperative Finance Corporation, Farmer Mac Mortgage Securities Corporation, and the Registrant (Form 10-Q filed August 9, 2010).
- \* 10.34 Note Purchase Agreement dated as of May 22, 2009 between Farmer Mac Mortgage Securities Corporation, National Rural Utilities Cooperative Finance Corporation, and the Registrant (Form 10-Q filed August 9, 2010).
- \* 10.35 Pledge Agreement dated as of May 22, 2009 between Farmer Mac Mortgage Securities Corporation, National Rural Utilities Cooperative Finance Corporation, U.S. Bank Trust National Association, and the Registrant (Form 10-Q filed August 9, 2010).
- \* 10.36 Setoff Rights Letter Agreement dated as of May 22, 2009 between National Rural Utilities Cooperative Finance Corporation, Farmer Mac Mortgage Securities Corporation, and the Registrant (Form 10-Q filed August 9, 2010).
- \* 10.37 Master Sale and Servicing Agreement dated as of July 24, 2009 between National Rural Utilities Cooperative Finance Corporation and the Registrant (Form 10-Q filed August 9, 2010).
- \* 10.37.1 Amendment No. 1 to Master Sale and Servicing Agreement dated as of February 1, 2010 between National Rural Utilities Cooperative Finance Corporation and the Registrant (Form 10-Q filed August 9, 2010).
- \*# 10.38 Credit Support Agreement dated as of September 1, 2009 between National Rural Utilities Cooperative Finance Corporation and the Registrant (Form 10-Q filed August 9, 2010).
- \* 10.39 Indenture dated as of September 1, 2009 between National Rural Utilities Cooperative Finance Corporation, U.S. Bank National Association and the Registrant (Form 10-Q filed August 9, 2010).
- \* 21 - List of Registrant's subsidiaries (Form 10-K filed March 16, 2010).
- \*\* 31.1 - Certification of Chief Executive Officer relating to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2010, pursuant to Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

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- \* Incorporated by reference to the indicated prior filing.
  - \*\* Filed with this report.
  - † Management contract or compensatory plan.
  - # Portions of this exhibit have been omitted pursuant to a request for confidential treatment.

- \*\* 31.2 - Certification of Chief Financial Officer relating to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2010, pursuant to Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- \*\* 32 - Certification of Chief Executive Officer and Chief Financial Officer relating to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2010, pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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- \* Incorporated by reference to the indicated prior filing.
  - \*\* Filed with this report.
  - † Management contract or compensatory plan.
  - # Portions of this exhibit have been omitted pursuant to a request for confidential treatment.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

FEDERAL AGRICULTURAL MORTGAGE CORPORATION

November 9, 2010

By:     /s/ Michael A. Gerber  
Michael A. Gerber  
President and Chief Executive Officer  
(Principal Executive Officer)

       /s/ Timothy L. Buzby  
Timothy L. Buzby  
Senior Vice President – Chief Financial Officer and Treasurer  
(Principal Financial Officer)