NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORP /DC/
Form 10-Q
April 11, 2019

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 February 28, 2019
OR
TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from to

Commission File Number: 1-7102

NATIONAL RURAL UTILITIES
COOPERATIVE FINANCE CORPORATION
(Exact name of registrant as specified in its charter)

District of Columbia	52-0891669
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

20701 Cooperative Way, Dulles, Virginia, 20166
(Address of principal executive offices) (Zip Code)
Registrant’s telephone number, including area code: (703) 467-1800

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 x No ¨

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted 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 such files). Yes x No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.
Large accelerated filer ¨ Accelerated filer ¨ Non-accelerated filer x Smaller reporting company¨ Emerging growth company¨

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transaction period for complying with any new or revised financial accounting standards provided pursuant to

Section13(a) of the Exchange Act. ¨

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

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PART I—FINANCIAL INFORMATION

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A")
FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains certain statements that are considered "forward-looking statements" within the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended. Forward-looking statements, which are based on certain assumptions and describe our future plans, strategies and expectations, are generally identified by our use of words such as "intend," "plan," "may," "should," "will," "project," "estimat "anticipate," "believe," "expect," "continue," "potential," "opportunity" and similar expressions, whether in the negative or affirmative. All statements about future expectations or projections, including statements about loan volume, the appropriateness of the allowance for loan losses, operating income and expenses, leverage and debt-to-equity ratios, borrower financial performance, impaired loans, and sources and uses of liquidity, are forward-looking statements. Although we believe that the expectations reflected in our forward-looking statements are based on reasonable assumptions, actual results and performance may differ materially from our forward-looking statements due to several factors. Factors that could cause future results to vary from our forward-looking statements include, but are not limited to, general economic conditions, legislative changes including those that could affect our tax status, governmental monetary and fiscal policies, demand for our loan products, lending competition, changes in the quality or composition of our loan portfolio, changes in our ability to access external financing, changes in the credit ratings on our debt, valuation of collateral supporting impaired loans, charges associated with our operation or disposition of foreclosed assets, technological changes within the rural electric utility industry, regulatory and economic conditions in the rural electric industry, nonperformance of counterparties to our derivative agreements, the costs and effects of legal or governmental proceedings involving us or our members and the factors listed and described under "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended May 31, 2018 ("2018 Form 10-K"). Except as required by law, we undertake no obligation to update or publicly release any revisions to forward-looking statements to reflect events, circumstances or changes in expectations after the date on which the statement is made.
INTRODUCTION

National Rural Utilities Cooperative Finance Corporation ("CFC") is a member-owned cooperative association incorporated under the laws of the District of Columbia in April 1969. CFC's principal purpose is to provide its members with financing to supplement the loan programs of the Rural Utilities Service ("RUS") of the United States Department of Agriculture ("USDA"). CFC makes loans to its rural electric members so they can acquire, construct and operate electric distribution, generation and transmission ("power supply") systems and related facilities. CFC also provides its members with credit enhancements in the form of letters of credit and guarantees of debt obligations. As a cooperative, CFC is owned by and exclusively serves its membership, which consists of not-for-profit entities or subsidiaries or affiliates of not-for-profit entities. CFC is exempt from federal income taxes under Section 501(c)(4) of the Internal Revenue Code. As a member-owned cooperative, CFC's objective is not to maximize profit, but rather to offer members cost-based financial products and services. CFC funds its activities primarily through a combination of public and private issuances of debt securities, member investments and retained equity. As a Section 501(c)(4) tax-exempt, member-owned cooperative, we cannot issue equity securities.

Our financial statements include the consolidated accounts of CFC, National Cooperative Services Corporation ("NCSC"), Rural Telephone Finance Cooperative ("RTFC") and subsidiaries created and controlled by CFC to hold foreclosed assets resulting from defaulted loans or bankruptcy. NCSC is a taxable member-owned cooperative that may provide financing to members of CFC, government or quasi-government entities which own electric utility systems that meet the Rural Electrification Act definition of "rural" and for-profit and nonprofit entities that are owned, operated or controlled by, or provide significant benefits to certain members of CFC. RTFC is a taxable Subchapter T cooperative association that provides financing for its rural telecommunications members and their affiliates. CFC did not hold, and did not have any subsidiaries or other entities that held, foreclosed assets as of February 28, 2019 or May 31, 2018. See "Item 1. Business—Overview" in our 2018 Form 10-K for additional information on the business

activities of each of these entities. Unless stated otherwise, references to “we,” “our” or “us” relate to CFC and its consolidated entities. All references to members within this document include members, associates and affiliates of CFC and its consolidated entities.

Our principal operations are currently organized for management reporting purposes into three business segments: CFC, NCSC and RTFC. Loans to members totaled $26,018 million as of February 28, 2019, of which 96% was attributable to CFC. Total revenue, which consists of net interest income and fee and other income, was $235 million for the nine months ended February 28, 2019, of which 99% was attributable to CFC, compared with $231 million for the same prior-year period. We provide information on the financial performance of each of our business segments in "Note 13—Business Segments."

Management monitors a variety of key indicators to evaluate our business performance. The following MD&A is intended to provide the reader with an understanding of our consolidated results of operations, financial condition and liquidity by discussing the factors influencing changes from period to period and the key measures used by management to evaluate performance, such as net interest income, net interest yield, loan growth, debt-to-equity ratio, and credit quality metrics. The MD&A section is provided as a supplement to, and should be read in conjunction with our unaudited condensed consolidated financial statements and related notes in this Report, our audited consolidated financial statements and related notes in our 2018 Form 10-K and additional information contained in our 2018 Form 10-K, including the risk factors discussed under "Part I—Item 1A. Risk Factors," as well as any risk factors identified under "Part II—Item 1A. Risk Factors" in this Report.

SUMMARY OF SELECTED FINANCIAL DATA

Table 1 provides a summary of consolidated selected financial data for the three and nine months ended February 28, 2019 and 2018, and as of February 28, 2019 and May 31, 2018. In addition to financial measures determined in accordance with generally accepted accounting principles in the United States ("GAAP"), management also evaluates performance based on certain non-GAAP measures and metrics, which we refer to as "adjusted" measures. Certain financial covenant provisions in our credit agreements are also based on non-GAAP financial measures. Our key non-GAAP financial measures are adjusted net income, adjusted net interest income, adjusted interest expense, adjusted net interest yield, adjusted times interest earned ratio ("adjusted TIER") and adjusted debt-to-equity ratio. The most comparable GAAP measures are net income, net interest income, interest expense, net interest yield, TIER and debt-to-equity ratio, respectively. The primary adjustments we make to calculate these non-GAAP measures consist of (i) adjusting interest expense and net interest income to include the impact of net periodic derivative cash settlements; (ii) adjusting net income, senior debt and total equity to exclude the non-cash impact of the accounting for derivative financial instruments; (iii) adjusting senior debt to exclude the amount that funds CFC member loans guaranteed by RUS, subordinated deferrable debt and members' subordinated certificates; and (iv) adjusting total equity to include subordinated deferrable debt and members' subordinated certificates and exclude cumulative derivative forward value gains and losses and accumulated other comprehensive income ("AOCI"). We believe our non-GAAP adjusted measures, which are not a substitute for GAAP and may not be consistent with similarly titled non-GAAP measures used by other companies, provide meaningful information and are useful to investors because management evaluates performance based on these metrics, and certain financial covenants in our committed bank revolving line of credit agreements and debt indentures are based on adjusted measures. See "Non-GAAP Financial Measures" for a detailed reconciliation of these adjusted measures to the most comparable GAAP measures.

Table 1: Summary of Selected Financial Data

	Three Months Ended February 28,			Nine Months Ended February 28,		
(Dollars in thousands)	2019	2018	Change	2019	2018	Change
Statement of operations:						
Interest income	$285,566	$271,468	5%	$845,310	$803,206	5%
Interest expense	(207,335)	(198,071)	5	(621,732)	(585,972)	6
Net interest income	78,231	73,397	7	223,578	217,234	3
Fee and other income	3,714	3,935	(6)	11,220	13,422	(16)
Total revenue	81,945	77,332	6	234,798	230,656	2
Benefit (provision) for loan losses	(182)	(1,105)	(84)	1,715	(503)	**
Derivative gains (losses)(1)	(132,174)	168,048	**	(61,648)	247,443	**
Results of operations of foreclosed assets	—	—	**	—	(34)	**
Operating expenses(2)	(22,998)	(22,212)	4	(70,073)	(65,762)	7
Other non-interest expense	1,789	(402)	**	(8,405)	(1,542)	445
Income (loss) before income taxes	(71,620)	221,661	**	96,387	410,258	(77)
Income tax benefit (expense)	149	(632)	**	(154)	(1,491)	(90)
Net income (loss)	$(71,471)	$221,029	**	$96,233	$408,767	(76)
Adjusted operational financial measures						
Adjusted interest expense(3)	$(217,134)	$(216,995)	—	$(656,165)	$(644,753)	2
Adjusted net interest income(3)	68,432	54,473	26	189,145	158,453	19
Adjusted net income(3)	50,904	34,057	49	123,448	102,543	20
Selected ratios						
Fixed-charge coverage ratio/TIER(4)	0.66	2.12	(146) bps	1.15	1.70	(55) bps
Adjusted TIER(3)	1.23	1.16	7	1.19	1.16	3
Net interest yield(5)	1.19%	1.16%	3	1.14%	1.15%	(1)
Adjusted net interest yield(3)(6)	1.04	0.86	18	0.96	0.84	12

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	February 28, 2019	May 31, 2018	Change
Balance sheet			
Cash, cash equivalents and restricted cash	$230,628	$238,824	(3)%
Investment securities	650,532	609,851	7
Loans to members[7]	26,017,679	25,178,608	3
Allowance for loan losses	(17,086)	(18,801)	(9)
Loans to members, net	26,000,593	25,159,807	3
Total assets	27,410,061	26,690,204	3
Short-term borrowings	3,651,941	3,795,910	(4)
Long-term debt	19,564,933	18,714,960	5
Subordinated deferrable debt	742,516	742,410	—
Members' subordinated certificates	1,357,419	1,379,982	(2)
Total debt outstanding	25,316,809	24,633,262	3
Total liabilities	25,857,449	25,184,351	3
Total equity	1,552,612	1,505,853	3
Guarantees[8]	786,031	805,161	(2)
Selected ratios period end			
Allowance coverage ratio[9]	0.07 %	0.07 %	—
Debt-to-equity ratio[10]	16.65	16.72	(7)
Adjusted debt-to-equity ratio[3]	6.29	6.18	11

——————————————

** Calculation of percentage change is not meaningful.

(1)Consists of interest rate swap cash settlements and forward value gains (losses). Derivative cash settlement amounts represent net periodic contractual interest accruals related to derivatives not designated for hedge accounting. Derivative forward value gains (losses) represent changes in fair value during the period, excluding net periodic contractual interest accruals, related to derivatives not designated for hedge accounting and expense amounts reclassified into income related to the cumulative transition loss recorded in accumulated other comprehensive income as of June 1, 2001, as a result of the adoption of the derivative accounting guidance that required derivatives to be reported at fair value on the balance sheet.

(2)Consists of salaries and employee benefits and the other general and administrative expenses components of non-interest expense, each of which are presented separately on our condensed consolidated statements of operations.

(3)See "Non-GAAP Financial Measures" for details on the calculation of these non-GAAP adjusted measures and the reconciliation to the most comparable GAAP measures.

(4)Calculated based on net income (loss) plus interest expense for the period divided by interest expense for the period. The fixed-charge coverage ratios and TIER were the same during each period presented because we did not have any capitalized interest during these periods.

(5)Calculated based on annualized net interest income for the period divided by average interest-earning assets for the period.

(6)Calculated based on annualized adjusted net interest income for the period divided by average interest-earning assets for the period.

(7)Consists of the outstanding principal balance of member loans plus unamortized deferred loan origination costs, which totaled $11 million as of both February 28, 2019 and May 31, 2018.

(8)Reflects the total amount of member obligations for which CFC has guaranteed payment to a third party as of the end of each period. This amount represents our maximum exposure to loss, which significantly exceeds the guarantee liability recorded on our consolidated balance sheets. See "Note 11—Guarantees" for additional information.

(9)Calculated based on the allowance for loan losses at period end divided by total outstanding loans at period end.

(10)Calculated based on total liabilities at period end divided by total equity at period end.

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EXECUTIVE SUMMARY

Our primary objective as a member-owned cooperative lender is to provide cost-based financial products to our rural electric members while maintaining a sound financial position required for investment-grade credit ratings on our debt instruments. Our objective is not to maximize net income; therefore, the rates we charge our member-borrowers reflect our funding costs plus a spread to cover our operating expenses, a provision for loan losses and earnings sufficient to achieve interest coverage to meet our financial objectives. Our goal is to earn an annual minimum adjusted TIER of 1.10 and to maintain an adjusted debt-to-equity ratio at approximately or below 6.00-to-1.

We are subject to period-to-period volatility in our reported GAAP results due to changes in market conditions and differences in the way our financial assets and liabilities are accounted for under GAAP. Our financial assets and liabilities expose us to interest-rate risk. We use derivatives, primarily interest rate swaps, as part of our strategy in managing this risk. Our derivatives are intended to economically hedge and manage the interest-rate sensitivity mismatch between our financial assets and liabilities. We are required under GAAP to carry derivatives at fair value on our consolidated balance sheet; however, the financial assets and liabilities for which we use derivatives to economically hedge are carried at amortized cost. Changes in interest rates and the shape of the yield curve result in periodic fluctuations in the fair value of our derivatives, which may cause volatility in our earnings because we do not apply hedge accounting for our interest rate swaps. As a result, the mark-to-market changes in our interest rate swaps are recorded in earnings. Because our derivative portfolio consists of a higher proportion of pay-fixed swaps than receive-fixed swaps, we generally record derivative losses when interest rates decline and derivative gains when interest rates rise. This earnings volatility generally is not indicative of the underlying economics of our business, as the derivative forward fair value gains or losses recorded each period may or may not be realized over time, depending on the terms of our derivative instruments and future changes in market conditions that impact the periodic cash settlement amounts of our interest rate swaps. As such, management uses our adjusted non-GAAP results to evaluate our operating performance. Our adjusted results include realized net periodic interest rate swap settlement amounts but exclude the impact of unrealized forward fair value gains and losses. Our financial debt covenants are also based on our non-GAAP adjusted results, as the forward fair value gains and losses related to our interest rate swaps do not affect our cash flows, liquidity or ability to service our debt.

Financial Performance

Reported Results

We reported a net loss of $71 million and a TIER of 0.66 for the quarter ended February 28, 2019 (“current quarter”), compared with net income of $221 million and a TIER of 2.12 for the same prior-year quarter. We reported net income of $96 million and a TIER of 1.15 for the nine months ended February 28, 2019, compared with net income of $409 million and a TIER of 1.70 for the same prior-year period. The significant variance between our reported results for the current year periods and the same prior-year periods was primarily attributable to mark-to-market changes in the fair value of our derivatives. Our debt-to-equity ratio decreased to 16.65 as of February 28, 2019, from 16.72 as of May 31, 2018, primarily due to an increase in equity resulting from our reported net income of $96 million for the nine months ended February 28, 2019, which was partially offset by patronage capital retirement of $48 million in August 2018.

The variance of $293 million between our reported net loss of $71 million for the current quarter and our reported net income of $221 million for the same prior-year quarter was driven by a shift in derivative fair value changes of $300 million. We recorded derivative losses of $132 million during the current quarter due to decreases in the fair value of our pay-fixed swaps, as interest rates decreased across the swap yield curve. In comparison, we reported derivative gains of $168 million during the same prior-year quarter due to a rise in interest rates across the swap yield curve. Net interest income, which represented 95% of total revenue for both the current quarter and same prior-year quarter,

increased $5 million, or 7%, attributable to the combined impact of an increase in the net interest yield of 3 basis points, or 3%, to 1.19%, and an increase in our average interest-earning assets of $963 million, or 4%. On July 12, 2018, we early redeemed $300 million of the $1 billion aggregate principal amount of 10.375% collateral trust bonds, due November 1, 2018, and repaid the remaining $700 million principal amount of these bonds at maturity. We replaced this high-cost debt with lower-cost funding. While we experienced a slight increase in our average cost of funds during the current quarter, the cost savings from the 10.375% collateral trust bonds in the current quarter mitigated the increase.

The variance of $313 million between our reported net income of $96 million for the nine months ended February 28, 2019 and our reported net income of $409 million was driven by a shift in derivative fair value changes of $309 million. We recorded derivative losses of $62 million for the nine months ended February 28, 2019, due to a decline in medium and longer-term interest rates as of the end of the period. We recorded derivative gains of $247 million during the comparable prior-year period due to an increase in interest rates across the yield curve. Net interest income, which represented 95% and 94% of total revenue for the nine months ended February 28, 2019 and 2018, respectively, increased $6 million, or 3%. The increase was attributable to an increase in average interest-earning assets of $933 million, or 4%, which was partially offset by a decline in the net interest yield of 1 basis point, or 1%, to 1.14%. In addition, we experienced an increase in operating expenses of $4 million and recorded a loss on the early extinguishment of debt of $7 million during the nine months ended February 28, 2019.

Adjusted Non-GAAP Results

Our adjusted net income totaled $51 million and our adjusted TIER was 1.23 for the current quarter, compared with adjusted net income of $34 million and adjusted TIER of 1.16 for the same prior-year quarter. Our adjusted net income totaled $123 million and our adjusted TIER was 1.19 for the nine months ended February 28, 2019, compared with adjusted net income of $103 million and adjusted TIER of 1.16 for the same prior-year period. Our adjusted debt-to-equity ratio increased to 6.29 as of February 28, 2019, from 6.18 as of May 31, 2018, primarily attributable to an increase in debt outstanding to fund loan growth.

The increase in adjusted net income of $17 million in the current quarter from the same prior-year quarter was primarily driven by an increase in adjusted net interest income of $14 million, or 26%, attributable to an increase in the adjusted net interest yield of 18 basis points, or 21%, to 1.04%, coupled with the increase in average interest-earning assets of 4%. The increase in the adjusted net interest yield was largely attributable to a reduction in our adjusted average cost of funds of 13 basis points to 3.49%. This reduction was primarily due to the interest expense savings resulting from the early redemption and maturity of $1 billion aggregate principal amount of 10.375% collateral trust bonds due November 1, 2018, which we replaced with lower-cost funding, and a decrease in net periodic derivative cash settlement amounts due to higher short-term interest rates relative to the same prior-year quarter.

The increase in adjusted net income of $21 million for the nine months ended February 28, 2019, from the comparable prior-year period was attributable to an increase in adjusted net interest income of $31 million, or 19%, which was partially offset by a loss on the early extinguishment of debt of $7 million and an increase in operating expenses of $4 million. The increase in adjusted net interest income was driven by an increase in the adjusted net interest yield of 12 basis points, or 14%, to 0.96% and the increase in average interest-earning assets of 4%. The increase in the adjusted net interest yield was primarily due to a reduction in our adjusted average cost of funds of 7 basis points to 3.54%. This reduction was also largely attributable to the interest savings from the early redemption and maturity of the $1 billion aggregate principal amount of the 10.375% collateral trust bonds that we replaced with lower-cost funding and a decrease in net periodic derivative settlement amounts due to higher short-term interest rates during the nine months ended February 28, 2019, relative to the same prior-year period.

See "Non-GAAP Financial Measures" for additional information on our adjusted measures, including a reconciliation of these measures to the most comparable GAAP measures.

Lending Activity

Loans to members totaled $26,018 million as of February 28, 2019, an increase of $839 million, or 3%, from May 31, 2018. CFC distribution loans and power supply loans increased by $724 million and $123 million, respectively, which was partially offset by decreases in NCSC loans and RTFC loans of $15 million and $10 million, respectively.

Long-term loan advances totaled $1,441 million during the nine months ended February 28, 2019, with approximately 85% of those advances for capital expenditures by members and 13% for the refinancing of loans made by other lenders. In comparison, long-term loan advances totaled $1,864 million during the nine months ended February 28, 2018, with approximately 64% of those advances for capital expenditures and 25% for refinancing of loans made by other lenders. The decrease in long-term loan advances from the same prior-year period reflects weaker demand from borrowers, due to more limited refinancings by our members of loans made by other lenders.

CFC had long-term fixed-rate loans totaling $676 million that were scheduled to reprice during the nine months ended February 28, 2019. Of this total, $490 million repriced to a new long-term fixed rate; $119 million repriced to a long-term variable rate; and $67 million was repaid in full.

Credit Quality

The overall credit quality of our loan portfolio remained high as of February 28, 2019, as evidenced by our strong credit performance metrics. We had no delinquent or nonperforming loans as of February 28, 2019, and no loan defaults or charge-offs during the nine months ended February 28, 2019. Outstanding loans to electric utility organizations represented approximately 99% of total outstanding loan portfolio as of February 28, 2019, unchanged from May 31, 2018. We historically have had limited defaults and losses on loans in our electric utility loan portfolio. We generally lend to members on a senior secured basis, which reduces the risk of loss in the event of a borrower default. Of our total loans outstanding, 91% were secured and 9% were unsecured as of February 28, 2019, compared to 93% secured and 7% unsecured as of May 31, 2018.

Financing Activity

We issue debt primarily to fund growth in our loan portfolio. As such, our outstanding debt volume generally increases and decreases in response to member loan demand. Total debt outstanding increased by $684 million, or 3%, to $25,317 million as of February 28, 2019, from May 31, 2018, due to an increase in borrowings to fund the increase in loans to members. The increase was primarily attributable to a net increase in borrowings under the Guaranteed Underwriter Program of the USDA (“Guaranteed Underwriter Program”) of $578 million, a net increase in Federal Agricultural Mortgage Corporation (“Farmer Mac”) notes payable of $281 million and a net increase in dealer medium-term notes of $278 million. These increases were partially offset by net decreases in collateral trust bonds outstanding of $259 million and in member commercial paper, select notes and daily liquidity fund notes of $142 million. Outstanding dealer commercial paper of $1,069 million as of February 28, 2019 was below our targeted limit of $1,250 million.

We provide additional information on our financing activities below under “Consolidated Balance Sheet Analysis—Debt” and “Liquidity Risk.”

Outlook for the Next 12 Months

We currently expect that our net interest income, adjusted net interest income, tier, adjusted tier, net interest yield and adjusted net interest yield will increase over the next 12 months, largely due to the cost savings from the early redemption and maturity of the $1 billion aggregate principal amount of 10.375% collateral trust bonds due November 1, 2018, which we replaced with lower-cost funding.

Long-term debt scheduled to mature over the next 12 months totaled $2,216 million as of February 28, 2019. We believe we have sufficient liquidity from the combination of existing cash and cash equivalents, member loan repayments, committed bank revolving lines of credit, committed loan facilities under the Guaranteed Underwriter Program, revolving note purchase agreements with Farmer Mac and our ability to issue debt in the capital markets, to our members and in private placements, to meet the demand for member loan advances and satisfy our obligations to repay long-term debt maturing over the next 12 months. As of February 28, 2019, sources of liquidity readily available for access totaled $6,873 million, consisting of (i) $223 million in cash and cash equivalents; (ii) up to $1,350 million available under committed loan facilities under the Guaranteed Underwriter Program; (iii) up to $2,972 million available for access under committed bank revolving line of credit agreements; (iv) up to $200 million available under a committed revolving note purchase agreement with Farmer Mac; and (v) up to $2,128 million available under a revolving note purchase agreement with Farmer Mac, subject to market conditions.

We believe we can continue to roll over outstanding member short-term debt of $2,483 million as of February 28, 2019, based on our expectation that our members will continue to reinvest their excess cash in our commercial paper, daily liquidity fund notes, select notes and medium-term notes. We expect to continue accessing the dealer commercial paper market to help meet our liquidity needs. Although the intra-period amount of outstanding dealer commercial paper may fluctuate based on our liquidity requirements, we intend to manage our short-term wholesale funding risk by maintaining outstanding dealer commercial paper at an amount near or below $1,250 million for the foreseeable future. We expect to

continue to be in compliance with the covenants under our committed bank revolving line of credit agreements, which will allow us to mitigate roll-over risk, as we can draw on these facilities to repay dealer or member commercial paper that cannot be refinanced with similar debt.

While we are not subject to bank regulatory capital rules, we generally aim to maintain an adjusted debt-to-equity ratio at approximately or below 6.00-to-1. Our adjusted debt-to-equity ratio was 6.29 as of February 28, 2019, above our targeted threshold. Based on our forecast of loan advances and adjusted equity over the next 12 months, we anticipate that our adjusted debt-to-equity ratio will decrease to be closer to or below our target ratio of 6.00-to-1.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The preparation of financial statements in accordance with GAAP requires management to make a number of judgments, estimates and assumptions that affect the amount of assets, liabilities, income and expenses in the consolidated financial statements. Understanding our accounting policies and the extent to which we use management's judgment and estimates in applying these policies is integral to understanding our financial statements. We provide a discussion of our significant accounting policies under "Note 1—Summary of Significant Accounting Policies" in our 2018 Form 10-K.

We have identified certain accounting policies as critical because they involve significant judgments and assumptions about highly complex and inherently uncertain matters, and the use of reasonably different estimates and assumptions could have a material impact on our results of operations or financial condition. Our most critical accounting policies and estimates involve the determination of the allowance for loan losses and fair value. We evaluate our critical accounting estimates and judgments required by our policies on an ongoing basis and update them as necessary based on changing conditions. There were no material changes in the key inputs and assumptions used in our critical accounting policies during the nine months ended February 28, 2019. Management has discussed significant judgments and assumptions in applying our critical accounting policies with the Audit Committee of our board of directors. We provide additional information on our critical accounting policies and estimates under "MD&A—Critical Accounting Policies and Estimates" in our 2018 Form 10-K. See "Item 1A. Risk Factors" in our 2018 Form 10-K for a discussion of the risks associated with management's judgments and estimates in applying our accounting policies and methods.

RECENT ACCOUNTING CHANGES AND OTHER DEVELOPMENTS

See "Note 1—Summary of Significant Accounting Policies" for information on accounting standards adopted during the current quarter, as well as recently issued accounting standards not yet required to be adopted and the expected impact of the adoption of these accounting standards. To the extent we believe the adoption of new accounting standards has had or will have a material impact on our consolidated results of operations, financial condition or liquidity, we also discuss the impact in the applicable section(s) of this MD&A.

CONSOLIDATED RESULTS OF OPERATIONS

The section below provides a comparative discussion of our condensed consolidated results of operations between the three months ended February 28, 2019 and 2018 and the nine months ended February 28, 2019 and 2018. Following this section, we provide a comparative analysis of our condensed consolidated balance sheets as of February 28, 2019 and May 31, 2018. You should read these sections together with our “Executive Summary—Outlook for the Next 12 Months” where we discuss trends and other factors that we expect will affect our future results of operations.

Net Interest Income

Net interest income represents the difference between the interest income earned on our interest-earning assets, which includes loans and investment securities, and the interest expense on our interest-bearing liabilities. Our net interest yield represents the difference between the yield on our interest-earning assets and the cost of our interest-bearing liabilities plus the impact from non-interest bearing funding. We expect net interest income and our net interest yield to fluctuate based on changes in interest rates and changes in the amount and composition of our interest-earning assets and interest-bearing liabilities. We do not fund each individual loan with specific debt. Rather, we attempt to minimize costs and maximize efficiency by proportionately funding large aggregated amounts of loans.

Table 2 presents average balances for the three and nine months ended February 28, 2019 and 2018, and for each major category of our interest-earning assets and interest-bearing liabilities, the interest income earned or interest expense incurred, and the average yield or cost. Table 2 also presents non-GAAP adjusted interest expense, adjusted net interest income and adjusted net interest yield, which reflect the inclusion of net accrued periodic derivative cash settlements in interest expense. We provide reconciliations of our non-GAAP adjusted measures to the most comparable GAAP measures under “Non-GAAP Financial Measures.”

Table 2: Average Balances, Interest Income/Interest Expense and Average Yield/Cost

(Dollars in thousands)	Three Months Ended February 28, 2019				2018			
Assets:	Average Balance	Interest Income/Expense	Average Yield/Cost		Average Balance	Interest Income/Expense	Average Yield/Cost	
Long-term fixed-rate loans[1]	$22,821,326	$ 251,149	4.46	%	$22,706,134	$ 250,201	4.47	%
Long-term variable-rate loans	1,107,669	10,711	3.92		972,399	7,020	2.93	
Line of credit loans	1,861,104	17,178	3.74		1,512,664	10,367	2.78	
TDR loans[2]	12,060	209	7.03		12,808	221	7.00	
Other income, net[3]	—	(291)	—		—	(314)	—	
Total loans	25,802,159	278,956	4.38		25,204,005	267,495	4.30	
Cash, time deposits and investment securities	904,775	6,610	2.96		539,728	3,973	2.99	
Total interest-earning assets	$26,706,934	$ 285,566	4.34	%	$25,743,733	$ 271,468	4.28	%
Other assets, less allowance for loan losses	1,141,344				853,563			
Total assets	$27,848,278				$26,597,296			
Liabilities:								
Short-term borrowings	$4,105,330	$ 27,070	2.67	%	$3,777,158	$ 14,593	1.57	%
Medium-term notes	3,888,915	34,329	3.58		3,392,554	28,051	3.35	
Collateral trust bonds	7,215,271	61,405	3.45		7,590,459	83,730	4.47	
Guaranteed Underwriter Program notes payable	5,074,697	36,911	2.95		4,899,496	34,233	2.83	
Farmer Mac notes payable	2,808,774	23,691	3.42		2,507,350	13,316	2.15	
Other notes payable	27,592	302	4.44		32,970	369	4.54	
Subordinated deferrable debt	742,491	9,416	5.14		742,351	9,414	5.14	
Subordinated certificates	1,363,731	14,211	4.23		1,372,508	14,365	4.24	
Total interest-bearing liabilities	$25,226,801	$ 207,335	3.33	%	$24,314,846	$ 198,071	3.30	%
Other liabilities	1,002,547				954,482			
Total liabilities	26,229,348				25,269,328			
Total equity	1,618,930				1,327,968			
Total liabilities and equity	$27,848,278				$26,597,296			
Net interest spread[4]			1.01	%			0.98	%
Impact of non-interest bearing funding[5]			0.18				0.18	
Net interest income/net interest yield[6]		$ 78,231	1.19	%		$ 73,397	1.16	%
Adjusted net interest income/adjusted net interest yield:								
Interest income		$ 285,566	4.34	%		$ 271,468	4.28	%
Interest expense		207,335	3.33			198,071	3.30	
Add: Net accrued periodic derivative cash settlements[7]		9,799	0.36			18,924	0.71	
Adjusted interest expense/adjusted average cost[8]		$ 217,134	3.49	%		$ 216,995	3.62	%

Adjusted net interest spread[4]		0.85	%		0.66	%
Impact of non-interest bearing funding[5]		0.19			0.20	
Adjusted net interest income/adjusted net interest yield[9]	$ 68,432	1.04	%	$ 54,473	0.86	%

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(Dollars in thousands)	Nine Months Ended February 28, 2019			2018		
Assets:	Average Balance	Interest Income/Expense	Average Yield/Cost	Average Balance	Interest Income/Expense	Average Yield/Cost
Long-term fixed-rate loans[1]	$22,734,570	$ 756,290	4.45 %	$22,510,725	$ 748,491	4.45 %
Long-term variable-rate loans	1,091,929	30,158	3.69	900,067	18,980	2.82
Line of credit loans	1,543,686	40,563	3.51	1,398,346	27,662	2.64
TDR loans[2]	12,267	638	6.95	12,954	669	6.90
Other income, net[3]	—	(867)	—	—	(852)	—
Total loans	25,382,452	826,782	4.35	24,822,092	794,950	4.28
Cash, time deposits and investment securities	848,767	18,528	2.92	476,532	8,256	2.32
Total interest-earning assets	$26,231,219	$ 845,310	4.31 %	$25,298,624	$ 803,206	4.24 %
Other assets, less allowance for loan losses	984,554			645,712		
Total assets	$27,215,773			$25,944,336		
Liabilities:						
Short-term borrowings	$3,811,774	$ 69,108	2.42 %	$3,330,949	$ 35,248	1.41 %
Medium-term notes	3,851,758	100,555	3.49	3,258,159	80,711	3.31
Collateral trust bonds	7,319,359	208,044	3.80	7,621,435	254,328	4.46
Guaranteed Underwriter Program notes payable	4,918,616	107,259	2.92	4,987,617	105,523	2.83
Farmer Mac notes payable	2,718,697	64,499	3.17	2,503,828	36,753	1.96
Other notes payable	29,139	946	4.34	34,511	1,150	4.46
Subordinated deferrable debt	742,456	28,250	5.09	742,318	28,247	5.09
Subordinated certificates	1,372,977	43,071	4.19	1,402,077	44,012	4.20
Total interest-bearing liabilities	$24,764,776	$ 621,732	3.36 %	$23,880,894	$ 585,972	3.28 %
Other liabilities	891,089			882,937		
Total liabilities	25,655,865			24,763,831		
Total equity	1,559,908			1,180,505		
Total liabilities and equity	$27,215,773			$25,944,336		
Net interest spread[4]			0.95 %			0.96 %
Impact of non-interest bearing funding[5]			0.19			0.19
Net interest income/net interest yield[6]		$ 223,578	1.14 %		$ 217,234	1.15 %
Adjusted net interest income/adjusted net interest yield:						
Interest income		$ 845,310	4.31 %		$ 803,206	4.24 %
Interest expense		621,732	3.36		585,972	3.28
Add: Net accrued periodic derivative cash settlements[7]		34,433	0.42		58,781	0.73
Adjusted interest expense/adjusted average cost[8]		$ 656,165	3.54 %		$ 644,753	3.61 %
Adjusted net interest spread[4]			0.77 %			0.63 %

Impact of non-interest bearing funding[5]		0.19			0.21	
Adjusted net interest income/adjusted net interest yield[9]	$ 189,145	0.96	%	$ 158,453	0.84	%

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[1]Interest income on long-term, fixed-rate loans includes loan conversion fees, which are generally deferred and recognized as interest income using the effective interest method.
[2]Troubled debt restructuring ("TDR") loans.
[3]Consists of late payment fees and net amortization of deferred loan fees and loan origination costs.

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(4)Net interest spread represents the difference between the average yield on total average interest-earning assets and the average cost of total average interest-bearing liabilities. Adjusted net interest spread represents the difference between the average yield on total average interest-earning assets and the adjusted average cost of total average interest-bearing liabilities.
(5)Includes other liabilities and equity.
(6)Net interest yield is calculated based on annualized net interest income for the period divided by total average interest-earning assets for the period.
(7)Represents the impact of net accrued periodic interest rate swap settlements during the period. This amount is added to interest expense to derive non-GAAP adjusted interest expense. The average (benefit)/cost associated with derivatives is calculated based on annualized net accrued periodic interest rate swap settlements during the period divided by the average outstanding notional amount of derivatives during the period. The average outstanding notional amount of interest rate swaps was $10,980 million and $10,841 million for the three months ended February 28, 2019 and 2018, respectively. The average outstanding notional amount of interest rate swaps was $11,019 million and $10,808 million for the nine months ended February 28, 2019 and 2018, respectively.
(8)Adjusted interest expense represents interest expense plus net accrued periodic interest rate swap cash settlements during the period. Net accrued periodic derivative cash settlements are reported on our condensed consolidated statements of operations as a component of derivative gains (losses). Adjusted average cost is calculated based on annualized adjusted interest expense for the period divided by total average interest-bearing liabilities during the period.
(9)Adjusted net interest yield is calculated based on annualized adjusted net interest income for the period divided by total average interest-earning assets for the period.

Table 3 displays the change in net interest income between periods and the extent to which the variance is attributable to: (i) changes in the volume of our interest-earning assets and interest-bearing liabilities or (ii) changes in the interest rates of these assets and liabilities. The table also presents the change in adjusted net interest income between periods. Changes that are not solely due to either volume or rate are allocated to these categories on a pro-rata basis based on the absolute value of the change due to average volume and average rate.

Table 3: Rate/Volume Analysis of Changes in Interest Income/Interest Expense

	Three Months Ended February 28, 2019 versus 2018			Nine Months Ended February 28, 2019 versus 2018		
	Total	Variance due to:[1]		Total	Variance due to:[1]	
(Dollars in thousands)	Variance	Volume	Rate	Variance	Volume	Rate
Interest income:						
Long-term fixed-rate loans	$948	$1,269	$(321)	$7,799	$7,443	$356
Long-term variable-rate loans	3,691	977	2,714	11,178	4,046	7,132
Line of credit loans	6,811	2,388	4,423	12,901	2,875	10,026
Restructured loans	(12)	(13)	1	(31)	(35)	4
Other income, net	23	—	23	(15)	—	(15)
Total loans	11,461	4,621	6,840	31,832	14,329	17,503
Cash, time deposits and investment securities	2,637	2,687	(50)	10,272	6,449	3,823
Interest income	14,098	7,308	6,790	42,104	20,778	21,326
Interest expense:						
Short-term borrowings	12,477	1,268	11,209	33,860	5,088	28,772
Medium-term notes	6,278	4,104	2,174	19,844	14,705	5,139
Collateral trust bonds	(22,325)	(4,139)	(18,186)	(46,284)	(10,080)	(36,204)
Guaranteed Underwriter Program notes payable	2,678	1,224	1,454	1,736	(1,460)	3,196
Farmer Mac notes payable	10,375	1,601	8,774	27,746	3,154	24,592
Other notes payable	(67)	(60)	(7)	(204)	(179)	(25)
Subordinated deferrable debt	2	2	—	3	5	(2)
Subordinated certificates	(154)	(92)	(62)	(941)	(913)	(28)
Interest expense	9,264	3,908	5,356	35,760	10,320	25,440
Net interest income	$4,834	$3,400	$1,434	$6,344	$10,458	$(4,114)
Adjusted net interest income:						
Interest income	$14,098	$7,308	$6,790	$42,104	$20,778	$21,326
Interest expense	9,264	3,908	5,356	35,760	10,320	25,440
Net accrued periodic derivative cash settlements[2]	(9,125)	242	(9,367)	(24,348)	1,149	(25,497)
Adjusted interest expense[3]	139	4,150	(4,011)	11,412	11,469	(57)
Adjusted net interest income	$13,959	$3,158	$10,801	$30,692	$9,309	$21,383

[1]The changes for each category of interest income and interest expense are divided between the portion of change attributable to the variance in volume and the portion of change attributable to the variance in rate for that category. The amount attributable to the combined impact of volume and rate has been allocated to each category based on the proportionate absolute dollar amount of change for that category.

[2]For net accrued periodic derivative cash settlements, the variance due to average volume represents the change in derivative cash settlements resulting from the change in the average notional amount of derivative contracts outstanding. The variance due to average rate represents the change in derivative cash settlements resulting from the net difference between the average rate paid and the average rate received for interest rate swaps during the period.

[3] See “Non-GAAP Financial Measures” for additional information on our adjusted non-GAAP measures.

Reported Net Interest Income

Reported net interest income of $78 million for the current quarter was up $5 million, or 7%, from the comparable prior-year quarter, driven by an increase in the net interest yield of 3% (3 basis points) to 1.19% and an increase in average interest-earning assets of 4%.

- Net Interest Yield: The increase of 3 basis points in the net interest yield for the current quarter reflected the combined impact of an increase in the average yield on interest-earning assets of 6 basis points to 4.34%, which was partially offset by an increase in the average cost of funds of 3 basis points to 3.33%. The increase in the average yield on interest-earning assets was attributable to higher rates for our line of credit and variable-rate loans due to a rise in short-term interest rates. On July 12, 2018, we early redeemed $300 million aggregate principal amount of our 10.375% collateral trust bonds due November 1, 2018, and repaid the remaining $700 million principal amounts of these bonds at maturity. We replaced this high-cost debt with lower-cost funding. Although we experienced a slight increase in our average cost of funds for the current quarter due to higher interest rates on our shorter and medium-term borrowings, the cost savings associated with the redemption and maturity of the $1 billion aggregate principal amount of 10.375% collateral trust bonds mitigated the increase in interest expense and our average cost of funds resulting from the overall increase in our average borrowings and the increased cost of our short- and medium-term borrowings.

- Average Interest-Earning Assets: The increase in average interest-earning assets of 4% for the current quarter was attributable to growth in average total loans of $598 million, or 2%, and an increase in our investment securities portfolio.

Reported net interest income of $224 million for the nine months ended February 28, 2019 was up $6 million, or 3%, from the comparable prior-year period, driven by an increase in average interest-earning assets of 4%, which was partially offset by a decrease in net interest yield of 1% (1 basis point) to 1.14%.

- Net Interest Yield: The decrease of 1 basis point in the net interest yield reflected the impact of an 8 basis point increase in the average cost of funds to 3.36%, which was largely offset by a 7 basis point increase in the average yield on interest-earning assets to 4.31%. The increase in the average yield on interest-earning assets and the increase in the average cost of funds were both largely due to an increase in rates on short-term and variable-rate loans and borrowings as a result of a rise in short-term interest rates. The 3-month London Interbank Offered Rate ("LIBOR") was 2.62% as of February 28, 2019, an increase of 60 basis points from February 28, 2018, while the federal funds target rate was 2.50% as of February 28, 2019, up 100 basis points from February 28, 2018.

- Average Interest-Earning Assets: The increase in average interest-earning assets of 4% for the nine months ended February 28, 2019 was attributable to growth in average total loans of $560 million, or 2%, and an expansion of our investment securities portfolio.

Adjusted Net Interest Income

Adjusted net interest income of $68 million for the current quarter was up $14 million, or 26%, from the comparable prior-year quarter, driven by an increase in the adjusted net interest yield of 18 basis points, or 21%, to 1.04% and the increase in average interest-earning assets of 4%. The increase in the adjusted net interest yield reflected the benefit from a reduction in our adjusted average cost of funds of 13 basis points to 3.49%. This reduction was primarily due to the cost savings from the early redemption and maturity of $1 billion aggregate principal amount of 10.375% collateral trust bonds due November 1, 2018, which we replaced with lower-cost funding. The cost savings from the collateral trust bonds largely offset the increase in interest expense on our short-term, variable-rate borrowings resulting from the increase in short-term interest rates. The increase in short-term interest rates resulted in a decrease in our periodic derivative cash settlement expense amounts, which also had a favorable impact on the adjusted average cost of funds and adjusted net interest yield.

Adjusted net interest income of $189 million for the nine months ended February 28, 2019 was up $31 million, or 19%, from the comparable prior-year period, driven by an increase in the adjusted net interest yield of 12 basis points, or 14%, to 0.96% and the increase in average interest-earning assets of 4%. The increase in the adjusted net interest yield was primarily due to a reduction in our adjusted average cost of funds of 7 basis points to 3.54%, attributable to

the early redemption and maturity of the $1 billion aggregate principal amount of the 10.375% collateral trust bonds, which offset the increase in the average cost associated with our short-term, variable rate borrowing due to higher short-term interest rates. In addition, the net periodic derivative settlement expense declined as a result of higher short-term interest rates during the period.

Net periodic derivative cash settlement expense of $10 million for the current quarter decreased by $9 million, or 48%, from $19 million for the same prior-year quarter. Net periodic derivative cash settlement expense of $34 million for the nine months ended February 28, 2019 decreased by $24 million, or 41%, from $59 million for the same prior-year period. The reduction in net periodic derivative cash settlements was attributable to the rise in short-term interest rates, which resulted in

an increase in the periodic floating interest rate amounts due to us on our pay-fixed swaps. The floating rate payments on our interest rate swaps are typically determined based on the 3-month LIBOR.

We include net accrued periodic derivative cash settlements during the period in the calculation of our adjusted average cost of funds, which, as a result, also impacts the calculation of adjusted net interest income and adjusted net interest yield. See "Non-GAAP Financial Measures" for additional information on our adjusted measures, including a reconciliation of these measures to the most comparable GAAP measures.

Provision for Loan Losses

Our provision for loan losses in each period is primarily driven by the level of allowance that we determine is necessary for probable incurred loan losses inherent in our loan portfolio as of each balance sheet date.

We recorded a provision for loan losses of less than $1 million for the three months ended February 28, 2019 and a benefit for loan losses of $2 million for the nine months ended February 28, 2019. In comparison, we recorded a provision for loan losses of $1 million for the same prior-year periods. The credit quality and performance statistics of our loan portfolio continued to remain strong. We had no payment defaults or charge-offs during the nine months ended February 28, 2019, and no delinquent loans or nonperforming loans in our loan portfolio as of February 28, 2019 or May 31, 2018.

We provide additional information on our allowance for loan losses under "Credit Risk—Allowance for Loan Losses" and "Note 5—Allowance for Loan Losses" of this report. For additional information on our allowance methodology, see "MD&A—Critical Accounting Policies and Estimates" and "Note 1—Summary of Significant Accounting Policies" in our 2018 Form 10-K.

Non-Interest Income

Non-interest income consists of fee and other income, gains and losses on derivatives not accounted for in hedge accounting relationships and results of operations of foreclosed assets.

Table 4 presents the components of non-interest income recorded in results of operations for the three and nine months ended February 28, 2019 and 2018.

Table 4: Non-Interest Income

	Three Months Ended February 28,		Nine Months Ended February 28,	
(Dollars in thousands)	2019	2018	2019	2018
Non-interest income:				
Fee and other income	$3,714	$3,935	$11,220	$13,422
Derivative gains (losses)	(132,174)	168,048	(61,648)	247,443
Results of operations of foreclosed assets	—	—	—	(34)
Total non-interest income	$(128,460)	$171,983	$(50,428)	$260,831

The significant variances in non-interest income between periods were primarily attributable to changes in net derivative gains (losses) recognized in our condensed consolidated statements of operations.

Derivative Gains (Losses)

Our derivative instruments are an integral part of our interest rate risk management strategy. Our principal purpose in using derivatives is to manage our aggregate interest rate risk profile within prescribed risk parameters. The derivative instruments we use primarily include interest rate swaps, which we typically hold to maturity. In addition, we may on occasion use treasury locks to manage the interest rate risk associated with debt that is scheduled to reprice in the future. The primary factors affecting the fair value of our derivatives and derivative gains (losses) recorded in our results of operations include changes in interest rates, the shape of the swap curve and the composition of our derivative portfolio. We generally do not designate our interest rate swaps, which currently account for the substantial majority of our derivatives, for hedge

accounting. Accordingly, changes in the fair value of interest rate swaps are reported in our condensed consolidated statements of operations under derivative gains (losses). However, we typically designate treasury locks as cash flow hedges. We did not have any derivatives designated as accounting hedges as of February 28, 2019.

We currently use two types of interest rate swap agreements: (i) we pay a fixed rate of interest and receive a variable rate of interest ("pay-fixed swaps"); and (ii) we pay a variable rate of interest and receive a fixed rate of interest ("receive-fixed swaps"). The interest amounts are based on a specified notional balance, which is used for calculation purposes only.
The benchmark variable rate for the substantial majority of the floating rate payments under our swap agreements is 3-month LIBOR.

Table 5 displays the average notional amount outstanding, by swap agreement type, and the weighted-average interest rate paid and received for interest rate swap settlements during the three and nine months ended February 28, 2019 and 2018.

Table 5: Derivative Average Notional Amounts and Average Interest Rates

	Three Months Ended February 28,									
	2019					2018				
(Dollars in thousands)	Average Notional Balance	Weighted-Average Rate Paid		Weighted-Average Rate Received		Average Notional Balance	Weighted-Average Rate Paid		Weighted-Average Rate Received	
Pay-fixed swaps	$7,373,993	2.76	%	2.66	%	$7,004,710	2.84	%	1.65	%
Receive-fixed swaps	3,605,666	3.22		2.49		3,836,499	2.18		2.61	
Total	$10,979,659	2.91	%	2.60	%	$10,841,209	2.60	%	2.00	%

	Nine Months Ended February 28,									
	2019					2018				
(Dollars in thousands)	Average Notional Balance	Weighted-Average Rate Paid		Weighted-Average Rate Received		Average Notional Balance	Weighted-Average Rate Paid		Weighted-Average Rate Received	
Pay-fixed swaps	$7,330,332	2.72	%	2.42	%	$7,004,166	2.84	%	1.42	%
Receive-fixed swaps	3,688,835	3.08		2.51		3,803,670	1.98		2.63	
Total	$11,019,167	2.84	%	2.45	%	$10,807,836	2.53	%	1.85	%

The average remaining maturity of our pay-fixed and receive-fixed swaps was 19 years and four years, respectively, as of February 28, 2019. In comparison, the average remaining maturity of our pay-fixed and receive-fixed swaps was 19 years and five years, respectively, as of February 28, 2018.

As indicated in Table 5, our derivative portfolio consists of a higher proportion of pay-fixed swaps than receive-fixed swaps, with pay-fixed swaps representing approximately 69% and 65% of the outstanding notional amount of our derivative portfolio as of February 28, 2019 and May 31, 2018, respectively. As interest rates decline, pay-fixed swaps generally decrease in value and result in the recognition of derivative losses, as the amount of interest we pay remains fixed, while the amount of interest we receive declines. In contrast, as interest rates rise, pay-fixed swaps generally increase in value and result in the recognition of derivative gains, as the amount of interest we pay remains fixed, but the amount we receive decreases. With a receive-fixed swap, the opposite results occur as interest rates decline or rise. Because our pay-fixed and receive-fixed swaps are referenced to different maturity terms along the swap curve, different changes in the swap curve—parallel, flattening or steepening—will also impact the fair value of our derivatives.

The chart below provides comparative swap curves as of the end of February 28, 2019, November 30, 2018, May 31, 2018, February 28, 2018 and May 31, 2017.

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Benchmark rates obtained from Bloomberg.

Table 6 presents the components of net derivative gains (losses) recorded in results of operations for the three and nine months ended February 28, 2019 and 2018. Derivative cash settlements represent the net periodic contractual interest amount for our interest-rate swaps for the reporting period. Derivative forward value gains (losses) represent the change in fair value of our interest rate swaps during the reporting period due to changes in expected future interest rates over the remaining life of our derivative contracts.

Table 6: Derivative Gains (Losses)

	Three Months Ended February 28,		Nine Months Ended February 28,	
(Dollars in thousands)	2019	2018	2019	2018
Derivative gains (losses) attributable to:				
Derivative cash settlements	$(9,799)	$(18,924)	$(34,433)	$(58,781)
Derivative forward value gains (losses)	(122,375)	186,972	(27,215)	306,224
Derivative gains (losses)	$(132,174)	$168,048	$(61,648)	$247,443

The net derivative losses of $132 million and $62 million for the three and nine months ended February 28, 2019, were attributable to a decrease in the fair value of our pay-fixed swaps resulting from a decrease in medium- and longer-term

interest rates, as depicted by the February 28, 2019 swap curve presented in the above chart. As discussed above, pay-fixed swaps, which represent a higher proportion of our derivative portfolio, typically decrease in fair value and result in derivative losses when interest rates decline.

The net derivative gains of $168 million and $247 million for the three and nine months ended February 28, 2018, respectively, were attributable to an increase in the fair value of our pay-fixed swaps, as interest rates increased across the yield curve during each period.

The reduction in net periodic derivative cash settlements was attributable to higher short-term interest rates relative to the comparable prior-year periods, which resulted in an increase in the periodic floating interest rate amounts due to us on our pay-fixed swaps, as the floating interest rate payment amounts are typically determined based on the 3-month LIBOR.

See “Note 9—Derivative Instruments and Hedging Activities” for additional information on our derivative instruments.

Non-Interest Expense

Non-interest expense consists of salaries and employee benefit expense, general and administrative expenses, losses on early extinguishment of debt and other miscellaneous expenses.

Table 7 presents the components of non-interest expense recorded in results of operations for the three and nine months ended February 28, 2019 and 2018.

Table 7: Non-Interest Expense

	Three Months Ended February 28,		Nine Months Ended February 28,	
(Dollars in thousands)	2019	2018	2019	2018
Non-interest expense:				
Salaries and employee benefits	$(13,020)	$(13,011)	$(38,094)	$(36,843)
Other general and administrative expenses	(9,978)	(9,201)	(31,979)	(28,919)
Losses on early extinguishment of debt	—	—	(7,100)	—
Other non-interest expense	1,789	(402)	(1,305)	(1,542)
Total non-interest expense	$(21,209)	$(22,614)	$(78,478)	$(67,304)

Non-interest expense of $21 million for the current quarter decreased by $1 million, or 6%, from the comparable prior-year quarter, primarily due to decreases in other non-interest expense.

Non-interest expense of $78 million for the nine months ended February 28, 2019 increased by $11 million, or 17%, from the comparable prior-year quarter. The increase was largely due to the loss on early extinguishment of debt of $7 million, attributable to the premium paid for the early redemption of $300 million of the $1 billion collateral trust bonds, with a coupon rate of 10.375%, that matured on November 1, 2018.

Net Income (Loss) Attributable to Noncontrolling Interests

Net income (loss) attributable to noncontrolling interests represents 100% of the results of operations of NCSC and RTFC, as the members of NCSC and RTFC own or control 100% of the interest in their respective companies. The fluctuations in net income (loss) attributable to noncontrolling interests are primarily due to changes in the fair value of NCSC’s derivative instruments recognized in NCSC's earnings.

We recorded a net loss attributable to noncontrolling interests of $1 million and less than $1 million for the three and nine months ended February 28, 2019, respectively. We recorded net income attributable to noncontrolling interests of $2 million and $3 million for the three and nine months ended February 28, 2018, respectively.

CONSOLIDATED BALANCE SHEET ANALYSIS

Total assets of $27,410 million as of February 28, 2019 increased by $720 million, or 3%, from May 31, 2018, primarily due to growth in our loan portfolio. Total liabilities of $25,857 million as of February 28, 2019 increased by $673 million, or 3%, from May 31, 2018, largely due to debt issuances to fund loan growth. Total equity increased by $47 million to $1,553 million as of February 28, 2019, attributable to our reported net income of $96 million during the nine months ended February 28, 2019, which was partially offset by patronage capital retirement of $48 million in August 2018.

Following is a discussion of changes in the major components of our assets and liabilities during the nine months ended February 28, 2019. Period-end balance sheet amounts may vary from average balance sheet amounts due to liquidity and balance sheet management activities that are intended to manage liquidity requirements for the company and our customers and our market risk exposure in accordance with our risk appetite.

Loan Portfolio

We offer long-term fixed- and variable-rate loans and line of credit variable-rate loans. The substantial majority of loans in our portfolio represent advances under secured long-term facilities with terms up to 35 years. Borrowers have the option of selecting a fixed or variable interest rate for each advance for periods ranging from one year to the final maturity of the facility. Line of credit loans are typically revolving facilities and are generally unsecured.

Loans Outstanding

Table 8 summarizes loans to members, by loan type and by member class, as of February 28, 2019 and May 31, 2018. As indicated in Table 8, long-term fixed-rate loans accounted for 88% and 90% of loans to members as of February 28, 2019 and May 31, 2018, respectively.

Table 8: Loans Outstanding by Type and Member Class

	February 28, 2019		May 31, 2018		
(Dollars in thousands)	Amount	% of Total	Amount	% of Total	Change
Loans by type:					
Long-term loans:					
Fixed-rate	$22,960,860	88 %	$22,696,185	90 %	$264,675
Variable-rate	1,125,471	5	1,039,491	4	85,980
Total long-term loans	24,086,331	93	23,735,676	94	350,655
Lines of credit	1,920,104	7	1,431,818	6	488,286
Total loans outstanding	26,006,435	100	25,167,494	100	838,941
Deferred loan origination costs	11,244	—	11,114	—	130
Loans to members	$26,017,679	100%	$25,178,608	100%	$839,071
Loans by member class:					
CFC:					
Distribution	$20,275,130	79 %	$19,551,511	78 %	$723,619
Power supply	4,520,699	17	4,397,353	18	123,346
Statewide and associate	85,305	—	69,055	—	16,250
CFC total	24,881,134	96	24,017,919	96	863,215
NCSC	771,930	3	786,457	3	(14,527)
RTFC	353,371	1	363,118	1	(9,747)

Total loans outstanding	26,006,435	100	25,167,494	100	838,941
Deferred loan origination costs	11,244	—	11,114	—	130
Loans to members	$26,017,679	100%	$25,178,608	100%	$839,071

Loans to members totaled $26,018 million as of February 28, 2019, an increase of $839 million, or 3%, from May 31, 2018. The increase was primarily due to an increase in CFC distribution loans of $724 million and an increase in CFC power supply loans of $123 million, which was partially offset by decreases in NCSC and RTFC loans of $15 million and $10 million, respectively.

Long-term loan advances totaled $1,441 million during the nine months ended February 28, 2019, with approximately 85% of those advances for capital expenditures by members and 13% for the refinancing of loans made by other lenders. In comparison, long-term loan advances totaled $1,864 million during the prior year nine months ended February 28, 2018, with approximately 64% of those advances for capital expenditures and 25% for refinancing of loans made by other lenders. The decrease in long-term loan advances from the same prior-year period reflects weaker demand from borrowers, due to more limited refinancings by our members of loans made by other lenders.

We provide additional information on our loan product types in “Item 1. Business—Loan Programs” and “Note 4—Loans” in our 2018 Form 10-K. See “Debt—Collateral Pledged” below for information on encumbered and unencumbered loans and “Credit Risk Management” for information on the credit risk profile of our loan portfolio.

Loan Retention Rate

Table 9 presents a comparison between the historical retention rate of CFC’s long-term fixed-rate loans that repriced, in accordance with our standard loan provisions, during the nine months ended February 28, 2019 and loans that repriced during fiscal year 2018, and provides information on the percentage of loans that repriced to either another fixed-rate term or a variable rate. The retention rate is calculated based on the election made by the borrower at the repricing date. The average annual retention rate of CFC’s repriced loans has been 98% over the last three fiscal years.

Table 9: Historical Retention Rate and Repricing Selection[1]

	Nine Months Ended February 28, 2019		Fiscal Year Ended May 31, 2018	
(Dollars in thousands)	Amount	% of Total	Amount	% of Total
Loans retained:				
Long-term fixed rate selected	$489,457	72 %	$741,792	82 %
Long-term variable rate selected	119,357	18	157,539	17
Total loans retained by CFC	608,814	90	899,331	99
Loans repaid[2]	66,693	10	4,637	1
Total	$675,507	100%	$903,968	100%

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[1]Does not include NCSC and RTFC loans.
[2]Includes loans totaling $1 million as of May 31, 2018 that were converted to new loans at the repricing date and transferred to a third party as part of our direct loan sale program. See “Note 4—Loans” for information on our sale of loans.

Debt

We utilize both short-term borrowings and long-term debt as part of our funding strategy and asset/liability interest rate risk management. We seek to maintain diversified funding sources across products, programs and markets to manage funding concentrations and reduce our liquidity or debt rollover risk. Our funding sources include a variety of secured and unsecured debt securities in a wide range of maturities to our members and affiliates and in the capital

markets.

Debt Outstanding

Table 10 displays the composition, by product type, of our outstanding debt as of February 28, 2019 and May 31, 2018. Table 10 also displays the composition of our debt based on several additional selected attributes.

Table 10: Total Debt Outstanding

(Dollars in thousands)	February 28, 2019	May 31, 2018	Change
Debt product type:			
Commercial paper:			
Members, at par	$1,105,060	$1,202,105	$(97,045)
Dealer, net of discounts	1,069,295	1,064,266	5,029
Total commercial paper	2,174,355	2,266,371	(92,016)
Select notes to members	836,688	780,472	56,216
Daily liquidity fund notes to members	299,505	400,635	(101,130)
Medium-term notes:			
Members, at par	613,002	643,821	(30,819)
Dealer, net of discounts	3,280,826	3,002,979	277,847
Total medium-term notes	3,893,828	3,646,800	247,028
Collateral trust bonds	7,379,953	7,639,093	(259,140)
Guaranteed Underwriter Program notes payable	5,433,855	4,856,143	577,712
Farmer Mac notes payable	3,172,262	2,891,496	280,766
Other notes payable	26,428	29,860	(3,432)
Subordinated deferrable debt	742,516	742,410	106
Members' subordinated certificates:			
Membership subordinated certificates	630,467	630,448	19
Loan and guarantee subordinated certificates	505,782	528,386	(22,604)
Member capital securities	221,170	221,148	22
Total members' subordinated certificates	1,357,419	1,379,982	(22,563)
Total debt outstanding	$25,316,809	$24,633,262	$683,547
Security type:			
Unsecured debt	37 %	37 %	
Secured debt	63	63	
Total	100 %	100 %	
Funding source:			
Members	17 %	18 %	
Private placement:			
Guaranteed Underwriter Program notes payable	21	20	
Farmer Mac notes payable	13	12	
Total private placement	34	32	
Capital markets	49	50	
Total	100 %	100 %	
Interest rate type:			
Fixed-rate debt	75 %	74 %	
Variable-rate debt	25	26	
Total	100 %	100 %	
Interest rate type, including the impact of swaps:			
Fixed-rate debt[(1)]	91 %	87 %	
Variable-rate debt[(2)]	9	13	
Total	100 %	100 %	

Maturity classification:[3]				
Short-term borrowings	14	%	15	%
Long-term and subordinated debt[4]	86		85	
Total	100	%	100	%

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(1) Includes variable-rate debt that has been swapped to a fixed rate, net of any fixed-rate debt that has been swapped to a variable rate.
(2) Includes fixed-rate debt that has been swapped to a variable rate, net of any variable-rate debt that has been swapped to a fixed rate. Also includes commercial paper notes, which generally have maturities of less than 90 days. The interest rate on commercial paper notes does not change once the note has been issued; however, the interest rate for new commercial paper issuances changes daily.
(3) Borrowings with an original contractual maturity of one year or less are classified as short-term borrowings. Borrowings with an original contractual maturity of greater than one year are classified as long-term debt.
(4) Consists of long-term debt, subordinated deferrable debt and total members' subordinated debt reported on the condensed consolidated balance sheets. Maturity classification is based on the original contractual maturity as of the date of issuance of the debt.

Our outstanding debt volume generally increases and decreases in response to member loan demand. As our loan balances increased during the nine months ended February 28, 2019, our debt volume also increased. Total debt outstanding increased $684 million, or 3%, to $25,317 million as of February 28, 2019, from May 31, 2018, due to an increase in borrowings to fund the increase in loans to members. The increase was primarily attributable to a net increase in borrowings under the Guaranteed Underwriter Program of $578 million, a net increase in Farmer Mac notes payable of $281 million and a net increase in dealer medium-term notes of $278 million. These increases were partially offset by net decreases in collateral trust bonds of $259 million and in member commercial paper, select notes and daily liquidity fund notes of $142 million.

Below is a summary of significant financing activities during the nine months ended February 28, 2019.

- On July 12, 2018, we redeemed $300 million of the $1 billion 10.375% collateral trust bonds due November 1, 2018, at a premium of $7 million. We repaid the remaining $700 million of these bonds on the maturity date.

- On July 26, 2018, we issued $300 million aggregate principal amount of dealer medium-term notes at a variable rate of 3-month LIBOR plus 37.5 basis points due 2021.

- On October 31, 2018, we issued $325 million aggregate principal amount of 3.90% collateral trust bonds due 2028 and $300 million aggregate principal amount of 4.40% collateral trust bonds due 2048.

- On November 15, 2018, we closed on a $750 million committed loan facility ("Series N") from the Federal Financing Bank under the Guaranteed Underwriter Program.

- On November 28, 2018, we amended the three-year and five-year committed bank revolving line of credit agreements to extend the maturity dates to November 28, 2021 and November 28, 2023, respectively, and to terminate certain third-party bank commitments.

- On January 31, 2019, we issued $450 million aggregate principal amount of 3.70% collateral trust bonds due 2029 and $500 million aggregate principal amount of 4.30% collateral trust bonds due 2049.

Member Investments

Debt securities issued to our members represent an important, stable source of funding. Table 11 displays outstanding member debt, by debt product type, as of February 28, 2019 and May 31, 2018.

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Table 11: Member Investments

	February 28, 2019		May 31, 2018		
(Dollars in thousands)	Amount	% of Total [1]	Amount	% of Total [1]	Change
Commercial paper	$1,105,060	51 %	$1,202,105	53 %	$(97,045)
Select notes	836,688	100	780,472	100	56,216
Daily liquidity fund notes	299,505	100	400,635	100	(101,130)
Medium-term notes	613,002	16	643,821	18	(30,819)
Members' subordinated certificates	1,357,419	100	1,379,982	100	(22,563)
Total outstanding member debt	$4,211,674		$4,407,015		$(195,341)
Percentage of total debt outstanding	17 %		18 %		

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[1] Represents outstanding debt attributable to members for each debt product type as a percentage of the total outstanding debt for each debt product type.

Member investments accounted for 17% and 18% of total debt outstanding as of February 28, 2019 and May 31, 2018, respectively. Over the last three fiscal years, outstanding member investments have averaged $4,406 million on a quarterly basis.

Short-Term Borrowings

Short-term borrowings consist of borrowings with an original contractual maturity of one year or less and do not include the current portion of long-term debt. Short-term borrowings totaled $3,652 million and accounted for 14% of total debt outstanding as of February 28, 2019, compared with $3,796 million, or 15%, of total debt outstanding as of May 31, 2018. See "Liquidity Risk" below and for "Note 6—Short-Term Borrowings" for information on the composition of our short-term borrowings.

Long-Term and Subordinated Debt

Long-term debt, defined as debt with an original contractual maturity term of greater than one year, primarily consists of medium-term notes, collateral trust bonds, notes payable under the Guaranteed Underwriter Program and notes payable under our note purchase agreement with Farmer Mac. Subordinated debt consists of subordinated deferrable debt and members' subordinated certificates. Our subordinated deferrable debt and members' subordinated certificates have original contractual maturity terms of greater than one year.

Long-term and subordinated debt totaled $21,665 million and accounted for 86% of total debt outstanding as of February 28, 2019, compared with $20,837 million, or 85%, of total debt outstanding as of May 31, 2018. We provide additional information on our long-term debt below under "Liquidity Risk" and in "Note 7—Long-Term Debt" and "Note 8—Subordinated Deferrable Debt."

Collateral Pledged

We are required to pledge loans or other collateral in borrowing transactions under our collateral trust bond indentures, note purchase agreements with Farmer Mac and bond agreements under the Guaranteed Underwriter Program. We are required to maintain pledged collateral equal to at least 100% of the face amount of outstanding borrowings. However, we typically maintain pledged collateral in excess of the required percentage to ensure that required collateral levels are maintained and to facilitate the timely execution of debt issuances by reducing or

eliminating the lead time to pledge additional collateral. Under the provisions of our committed bank revolving line of credit agreements, the excess collateral that we are allowed to pledge cannot exceed 150% of the outstanding borrowings under our collateral trust bond indentures, Farmer Mac note purchase agreements or the Guaranteed Underwriter Program. In certain cases, provided that all conditions of eligibility under the different programs are satisfied, we may withdraw excess pledged collateral or transfer collateral from one borrowing program to another to facilitate a new debt issuance.

Table 12 displays the collateral coverage ratios as of February 28, 2019 and May 31, 2018 for the debt agreements noted above that require us to pledge collateral.

Table 12: Collateral Pledged

Debt Agreement	Requirement/Limit		Actual[1]	
	Debt Indenture Minimum	Committed Bank Revolving Line of Credit Agreements Maximum	February 28, 2019	May 31, 2018
Collateral trust bonds 1994 indenture	100 %	150 %	120 %	111 %
Collateral trust bonds 2007 indenture	100	150	120	114
Guaranteed Underwriter Program notes payable	100	150	115	119
Farmer Mac notes payable	100	150	119	115
Clean Renewable Energy Bonds Series 2009A	100	150	132	109

[1] Calculated based on the amount of collateral pledged divided by the face amount of outstanding secured debt.

Of our total debt outstanding of $25,317 million as of February 28, 2019, $15,996 million, or 63%, was secured by pledged loans totaling $19,215 million. In comparison, of our total debt outstanding of $24,633 million as of May 31, 2018, $15,398 million, or 63%, was secured by pledged loans totaling $18,145 million. Total debt outstanding on our condensed consolidated balance sheet is presented net of unamortized discounts and issuance costs. However, our collateral pledging requirements are based on the face amount of secured outstanding debt, which does not take into consideration the impact of net unamortized discounts and issuance costs.

Table 13 displays the unpaid principal balance of loans pledged for secured debt, the excess collateral pledged and unencumbered loans as of February 28, 2019 and May 31, 2018.

Table 13: Unencumbered Loans

(Dollars in thousands)	February 28, 2019	May 31, 2018
Total loans outstanding[1]	$26,006,435	$25,167,494
Less: Loans required to be pledged for secured debt [2]	(16,278,726)	(15,677,138)
Loans pledged in excess of requirement [2][3]	(2,936,516)	(2,467,444)
Total pledged loans	(19,215,242)	(18,144,582)
Unencumbered loans	$6,791,193	$7,022,912
Unencumbered loans as a percentage of total loans	26 %	28 %

[1] Represents the unpaid principal amount of loans as of the end of each period presented and excludes unamortized deferred loan origination costs of $11 million as of both February 28, 2019 and May 31, 2018.
[2] Reflects unpaid principal balance of pledged loans.
[3] Excludes cash collateral pledged to secure debt. If there is an event of default under most of our indentures, we can only withdraw the excess collateral if we substitute cash or permitted investments of equal value.

As displayed above in Table 13, we had excess loans pledged as collateral totaling $2,937 million and $2,467 million as of February 28, 2019 and May 31, 2018, respectively. We typically pledge loans in excess of the required amount for the following reasons: (i) our distribution and power supply loans are typically amortizing loans that require

scheduled principal payments over the life of the loan, whereas the debt securities issued under secured indentures and agreements typically have bullet maturities; (ii) distribution and power supply borrowers have the option to prepay their loans; and (iii) individual loans may become ineligible for various reasons, some of which may be temporary.

We provide additional information on our borrowings, including the maturity profile, below in “Liquidity Risk.” Refer to “Note 4—Loans—Pledging of Loans” for additional information related to pledged collateral. Also refer to “Note 5—Short-

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Term Borrowings," "Note 6—Long-Term Debt," "Note 7—Subordinated Deferrable Debt" and "Note 8—Members' Subordina Certificates" in our 2018 Form 10-K for a more detailed description of each of our debt product types.

Equity

Table 14 presents the components of total CFC equity and total equity as of February 28, 2019 and May 31, 2018. We provide the detail of our total members' equity, which is a non-GAAP measure, in Table 38 under "Non-GAAP Financial Measures".

Table 14: Equity

(Dollars in thousands)	February 28, 2019	May 31, 2018	Change
Membership fees and educational fund:			
Membership fees	$969	$969	$—
Educational fund	1,303	1,976	(673)
Total membership fees and educational fund	2,272	2,945	(673)
Patronage capital allocated	763,986	811,493	(47,507)
Members' capital reserve	687,785	687,785	—
Total allocated equity	1,454,043	1,502,223	(48,180)
Unallocated net income (loss):			
Prior year-end cumulative derivative forward value losses[(1)]	(30,831)	(332,525)	301,694
Current year derivative forward value gains (losses)[(1)]	(27,312)	301,694	(329,006)
Current period-end cumulative derivative forward value gains (losses)[(1)]	(58,143)	(30,831)	(27,312)
Other unallocated net income (loss)	126,796	(5,603)	132,399
Unallocated net income (loss)	68,653	(36,434)	105,087
CFC retained equity	1,522,696	1,465,789	56,907
Accumulated other comprehensive income	847	8,544	(7,697)
Total CFC equity	1,523,543	1,474,333	49,210
Noncontrolling interests	29,069	31,520	(2,451)
Total equity	$1,552,612	$1,505,853	$46,759

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[(1)]Represents derivative forward value gains (losses) for CFC only, as total CFC equity does not include the noncontrolling interests of the variable interest entities NCSC and RTFC, which we are required to consolidate. See "Note 13—Business Segments" for the statements of operations for CFC.

Total equity increased by $47 million to $1,553 million as of February 28, 2019. The increase was primarily attributable to our net income of $96 million for the nine months ended February 28, 2019, which was partially offset by patronage capital retirement of $48 million in August 2018.

In July 2018, the CFC Board of Directors authorized the allocation of fiscal year 2018 adjusted net income as follows: $95 million to members in the form of patronage capital; $57 million to the members' capital reserve; and $1 million to the cooperative educational fund. The amount of patronage capital allocated each year by CFC's Board of Directors is based on adjusted non-GAAP net income, which excludes the impact of derivative forward value gains (losses). See "Non-GAAP Financial Measures" for information on adjusted net income.

In July 2018, the CFC Board of Directors also authorized the retirement of patronage capital totaling $48 million, which represented 50% of the patronage capital allocation for fiscal year 2018. This amount was returned to members in cash in August 2018. The remaining portion of the allocated amount will be retained by CFC for 25 years under guidelines adopted by the CFC Board of Directors in June 2009.

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The CFC Board of Directors is required to make annual allocations of adjusted net income, if any. CFC has made annual retirements of allocated net earnings in 39 of the last 40 fiscal years; however, future retirements of allocated amounts are determined based on CFC's financial condition. The CFC Board of Directors has the authority to change the current practice for allocating and retiring net earnings at any time, subject to applicable laws. See "Item 1. Business—Allocation and Retirement of Patronage Capital" of our 2018 Form 10-K for additional information.

OFF-BALANCE SHEET ARRANGEMENTS

In the ordinary course of business, we engage in financial transactions that are not presented on our condensed consolidated balance sheets, or may be recorded on our condensed consolidated balance sheets in amounts that are different from the full contract or notional amount of the transaction. Our off-balance sheet arrangements consist primarily of guarantees of member obligations and unadvanced loan commitments intended to meet the financial needs of our members.

Guarantees

We provide guarantees for certain contractual obligations of our members to assist them in obtaining various forms of financing. We use the same credit policies and monitoring procedures in providing guarantees as we do for loans and commitments. If a member defaults on its obligation, we are obligated to pay required amounts pursuant to our guarantees. Meeting our guarantee obligations satisfies the underlying obligation of our member systems and prevents the exercise of remedies by the guarantee beneficiary based upon a payment default by a member. In general, the member is required to repay any amount advanced by us with accrued interest, pursuant to the documents evidencing the member's reimbursement obligation. Table 15 displays the notional amount of our outstanding guarantee obligations, by guarantee type and by company, as of February 28, 2019 and May 31, 2018.

Table 15: Guarantees Outstanding

(Dollars in thousands)	February 28, 2019	May 31, 2018	Change
Guarantee type:			
Long-term tax-exempt bonds	$313,205	$316,985	$(3,780)
Letters of credit	327,314	343,970	(16,656)
Other guarantees	145,512	144,206	1,306
Total	$786,031	$805,161	$(19,130)
Company:			
CFC	$769,472	$793,156	$(23,684)
NCSC	14,493	10,431	4,062
RTFC	2,066	1,574	492
Total	$786,031	$805,161	$(19,130)

Of the total notional amount of our outstanding guarantee obligations of $786 million and $805 million as of February 28, 2019 and May 31, 2018, respectively, 59% and 57%, respectively, were secured by a mortgage lien on substantially all of the assets and future revenue of our member cooperatives for which we provide guarantees.

In addition to providing a guarantee on long-term tax-exempt bonds issued by member cooperatives totaling $313 million as of February 28, 2019, we also were the liquidity provider on $248 million of those tax-exempt bonds. As liquidity provider, we may be required to purchase bonds that are tendered or put by investors. Investors provide notice to the remarketing agent that they will tender or put a certain amount of bonds at the next interest rate reset date. If the remarketing agent is unable to sell such bonds to other investors by the next interest rate reset date, we have unconditionally agreed to purchase such bonds. We were not required to perform as liquidity provider pursuant

to these obligations during the nine months ended February 28, 2019 or the prior fiscal year.

We had outstanding letters of credit for the benefit of our members totaling $327 million as of February 28, 2019. These letters of credit relate to obligations for which we may be required to advance funds based on various trigger events specified in the letter of credit agreements. If we are required to advance funds, the member is obligated to repay the advance amount and accrued interest to us. In addition to these letters of credit, we had master letter of credit facilities in place as of February 28, 2019, under which we may be required to issue letters of credit to third parties for the benefit of our members up to an additional $59 million as of February 28, 2019. All of our master letter of credit facilities as of February 28, 2019 were subject to material adverse change clauses at the time of issuance. Prior to issuing a letter of credit under these facilities, we confirm that there has been no material adverse change in the business or condition, financial or otherwise, of the borrower since the time the loan was approved and that the borrower is currently in compliance with the letter of credit terms and conditions.

Table 16 presents the maturities for each of the next five fiscal years and thereafter of the notional amount of our outstanding guarantee obligations as of February 28, 2019.

Table 16: Maturities of Guarantee Obligations

	Outstanding	Maturities of Guarantee Obligations					
(Dollars in thousands)	Amount	2019	2020	2021	2022	2023	Thereafter
Guarantees	$ 786,031	$114,730	$191,819	$121,850	$31,017	$159,041	$167,574

We recorded a guarantee liability of $9 million and $11 million as of February 28, 2019 and May 31, 2018, respectively, for our guarantee and liquidity obligations associated with our members' debt. We provide additional information about our guarantee obligations in "Note 11—Guarantees."

Unadvanced Loan Commitments

Unadvanced loan commitments represent approved and executed loan contracts for which funds have not been advanced to borrowers. Our line of credit commitments include both contracts that are subject to material adverse change clauses and contracts that are not subject to material adverse change clauses, while our long-term loan commitments are subject to material adverse change clauses.

Table 17 displays the amount of unadvanced loan commitments, which consist of line of credit and long-term loan commitments, as of February 28, 2019 and May 31, 2018.

Table 17: Unadvanced Loan Commitments

	February 28, 2019		May 31, 2018		
(Dollars in thousands)	Amount	% of Total	Amount	% of Total	Change
Line of credit commitments:					
Conditional[1]	$4,618,323	36 %	$4,835,434	38 %	$(217,111)
Unconditional[2]	2,905,836	22	2,857,350	23	48,486
Total line of credit unadvanced commitments	7,524,159	58	7,692,784	61	(168,625)
Total long-term loan unadvanced commitments[1]	5,387,440	42	4,952,834	39	434,606
Total unadvanced loan commitments	$12,911,599	100%	$12,645,618	100%	$265,981

[1]Represents amount related to facilities that are subject to material adverse change clauses.
[2]Represents amount related to facilities that are not subject to material adverse change clauses.

Table 18 presents the amount of unadvanced loan commitments, by loan type, as of February 28, 2019 and the maturities of the commitment amounts for each of the next five fiscal years and thereafter.

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Table 18: Notional Maturities of Unadvanced Loan Commitments

	Available	Notional Maturities of Unadvanced Loan Commitments					
(Dollars in thousands)	Balance	2019	2020	2021	2022	2023	Thereafter
Line of credit loans	$7,524,159	$65,818	$3,835,418	$889,301	$695,602	$1,254,289	$783,731
Long-term loans	5,387,440	190,742	450,208	737,648	1,506,127	1,159,886	1,342,829
Total	$12,911,599	$256,560	$4,285,626	$1,626,949	$2,201,729	$2,414,175	$2,126,560

Unadvanced line of credit commitments accounted for 58% of total unadvanced loan commitments as of February 28, 2019, while unadvanced long-term loan commitments accounted for 42% of total unadvanced loan commitments. Unadvanced line of credit commitments are typically revolving facilities for periods not to exceed five years and generally serve as supplemental back-up liquidity to our borrowers. Historically, borrowers have not drawn the full commitment amount for line of credit facilities, and we have experienced a very low utilization rate on line of credit loan facilities regardless of whether or not we are obligated to fund the facility where a material adverse change exists. Our unadvanced long-term loan commitments have a five-year draw period under which a borrower may advance funds prior to the expiration of the commitment. We expect that the majority of the long-term unadvanced loan commitments of $5,387 million will be advanced prior to the expiration of the commitment.

Because we historically have experienced a very low utilization rate on line of credit loan facilities, which account for the majority of our total unadvanced loan commitments, we believe the unadvanced loan commitment total of $12,912 million as of February 28, 2019 is not necessarily representative of our future funding requirements.

Unadvanced Loan Commitments—Conditional

The majority of our line of credit commitments and all our unadvanced long-term loan commitments include material adverse change clauses. Unadvanced loan commitments subject to material adverse change clauses totaled $10,006 million and $9,789 million as of February 28, 2019 and May 31, 2018, respectively, and accounted for 77% of the combined total of unadvanced line of credit and long-term loan commitments as of both February 28, 2019 and May 31, 2018. Prior to making advances on these facilities, we confirm that there has been no material adverse change in the borrower’s business or condition, financial or otherwise, since the time the loan was approved and confirm that the borrower is currently in compliance with loan terms and conditions. In some cases, the borrower’s access to the full amount of the facility is further constrained by use of proceeds restrictions, imposition of borrower-specific restrictions, or by additional conditions that must be met prior to advancing funds. Since we generally do not charge a fee for the borrower to have an unadvanced amount on a loan facility that is subject to a material adverse change clause, our borrowers tend to request amounts in excess of their immediate estimated loan requirements.

Unadvanced Loan Commitments—Unconditional

Unadvanced loan commitments not subject to material adverse change clauses at the time of each advance consisted of unadvanced committed lines of credit totaling $2,906 million and $2,857 million as of February 28, 2019 and May 31, 2018, respectively. For contracts not subject to a material adverse change clause, we are generally required to advance amounts on the committed facilities as long as the borrower is in compliance with the terms and conditions of the facility.

Syndicated loan facilities, where the pricing is set at a spread over a market index rate as agreed upon by all of the participating financial institutions based on market conditions at the time of syndication, accounted for 90% of unconditional line of credit commitments as of February 28, 2019. The remaining 10% represented unconditional committed line of credit loans, which under any new advance would be made at rates determined by us.

Table 19 presents the maturities for each of the next five fiscal years and thereafter of the notional amount of unconditional committed lines of credit not subject to a material adverse change clause as of February 28, 2019.

Table 19: Maturities of Notional Amount of Unconditional Committed Lines of Credit

(Dollars in thousands)	Available Balance	Notional Maturities of Unconditional Committed Lines of Credit					
		2019	2020	2021	2022	2023	Thereafter
Committed lines of credit	$2,905,836	$—	$323,082	$466,030	$403,716	$1,028,019	$684,989

See “MD&A—Off-Balance Sheet Arrangements” in our 2018 Form 10-K for additional information on our off-balance sheet arrangements.

RISK MANAGEMENT

Overview

We face a variety of risks that can significantly affect our financial performance, liquidity, reputation and ability to meet the expectations of our members, investors and other stakeholders. As a financial services company, the major categories of risk exposures inherent in our business activities include credit risk, liquidity risk, market risk and operational risk. These risk categories are summarized below.

- Credit risk is the risk that a borrower or other counterparty will be unable to meet its obligations in accordance with agreed-upon terms.
- Liquidity risk is the risk that we will be unable to fund our operations and meet our contractual obligations or that we will be unable to fund new loans to borrowers at a reasonable cost and tenor in a timely manner.
- Market risk is the risk that changes in market variables, such as movements in interest rates, may adversely affect the match between the timing of the contractual maturities, re-pricing and prepayments of our financial assets and the related financial liabilities funding those assets.
- Operational risk is the risk of loss resulting from inadequate or failed internal controls, processes, systems, human error or external events. Operational risk also includes compliance risk, fiduciary risk, reputational risk and litigation risk.

Effective risk management is critical to our overall operations and to achieving our primary objective of providing cost-based financial products to our rural electric members while maintaining the sound financial results required for investment-grade credit ratings on our rated debt instruments. Accordingly, we have a risk-management framework that is intended to govern the principal risks we face in conducting our business and the aggregate amount of risk we are willing to accept, referred to as risk appetite, in the context of CFC’s mission and strategic objectives and initiatives. We provide information on our risk management framework in our 2018 Form 10-K under “Item 7. MD&A—Risk Management—Risk Management Framework.”

CREDIT RISK

Our loan portfolio, which represents the largest component of assets on our balance sheet, and guarantees account for the substantial majority of our credit risk exposure. We also engage in certain non-lending activities that may give rise to credit and counterparty settlement risk, including the purchase of investment securities and entering into derivative transactions to manage interest rate risk. Our primary credit exposure is to rural electric cooperatives that provide essential electric services to end-users, the majority of which are residential customers. We also have a limited portfolio of loans to not-for-profit and for-profit telecommunication companies. We provide a discussion of our credit risk management processes and activities in our 2018 Form 10-K under “Item 7. MD&A—Credit Risk—Credit Risk Management.”

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Loan and Guarantee Portfolio Credit Risk

Below we provide information on the credit risk profile of our loan portfolio and guarantees, including security provisions, loan concentration, credit performance and our allowance for loan losses.

Security Provisions

Except when providing line of credit loans, we generally lend to our members on a senior secured basis. Long-term loans are generally secured on parity with other secured lenders (primarily RUS), if any, by all assets and revenue of the borrower with exceptions typical in utility mortgages. Line of credit loans are generally unsecured. In addition to the collateral pledged to secure our loans, distribution and power supply borrowers also are required to set rates charged to customers to achieve certain specified financial ratios.

Table 20 presents, by loan type and by company, the amount and percentage of secured and unsecured loans in our loan portfolio as of February 28, 2019 and May 31, 2018. Of our total loans outstanding, 91% were secured and 9% were unsecured as of February 28, 2019. In comparison, of our total loans outstanding, 93% were secured and 7% were unsecured as of May 31, 2018.

Table 20: Loan Portfolio Security Profile

	February 28, 2019						
(Dollars in thousands)	Secured	% of Total		Unsecured	% of Total		Total
Loan type:							
Long-term loans:							
Long-term fixed-rate loans	$22,505,861	98	%	$454,999	2	%	$22,960,860
Long-term variable-rate loans	1,116,406	99		9,065	1		1,125,471
Total long-term loans	23,622,267	98		464,064	2		24,086,331
Line of credit loans	113,561	6		1,806,543	94		1,920,104
Total loans outstanding[1]	$23,735,828	91		$2,270,607	9		$26,006,435
Company:							
CFC	$22,712,959	91	%	$2,168,175	9	%	$24,881,134
NCSC	688,466	89		83,464	11		771,930
RTFC	334,403	95		18,968	5		353,371
Total loans outstanding[1]	$23,735,828	91		$2,270,607	9		$26,006,435

	May 31, 2018				
(Dollars in thousands)	Secured	% of Total	Unsecured	% of Total	Total
Loan type:					
Long-term loans:					
Long-term fixed-rate loans	$22,220,087	98 %	$476,098	2 %	$22,696,185
Long-term variable-rate loans	996,970	96	42,521	4	1,039,491
Total long-term loans	23,217,057	98	518,619	2	23,735,676
Line of credit loans	69,097	5	1,362,721	95	1,431,818
Total loans outstanding[1]	$23,286,154	93	$1,881,340	7	$25,167,494
Company:					
CFC	$22,233,592	93 %	$1,784,327	7 %	$24,017,919
NCSC	703,396	89	83,061	11	786,457
RTFC	349,166	96	13,952	4	363,118
Total loans outstanding[1]	$23,286,154	93	$1,881,340	7	$25,167,494

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[1] Represents the unpaid principal amount of loans as of the end of each period presented and excludes deferred loan origination costs of $11 million as of both February 28, 2019 and May 31, 2018.

As part of our strategy in managing our credit risk exposure, we entered into a long-term standby purchase commitment agreement with Farmer Mac in fiscal year 2016. Under this agreement, we may designate certain loans to be covered under the commitment, as approved by Farmer Mac, and in the event any such loan later goes into payment default for at least 90 days, upon request by us, Farmer Mac must purchase such loan at par value. The outstanding principal balance of loans covered under this agreement totaled $628 million as of February 28, 2019, compared with $660 million as of May 31, 2018. No loans have been put to Farmer Mac for purchase pursuant to this agreement. Our credit exposure is also mitigated by long-term loans guaranteed by RUS. Guaranteed RUS loans totaled $156 million and $161 million as of February 28, 2019 and May 31, 2018, respectively.

Credit Concentration

Concentrations may exist when there are amounts loaned to borrowers engaged in similar activities or in geographic areas that would cause them to be similarly impacted by economic or other conditions or when there are large exposures to single borrowers. As a tax-exempt, member-owned finance cooperative, CFC’s principal focus is to provide funding to its rural electric utility cooperative members to assist them in acquiring, constructing and operating electric distribution, power supply systems and related facilities. Because we lend primarily to our rural electric utility cooperative members, we have a loan portfolio subject to single-industry and single-obligor concentrations. Outstanding loans to electric utility organizations represented approximately 99% of our total outstanding loan portfolio as of February 28, 2019, unchanged from May 31, 2018. Although our organizational structure and mission results in single-industry concentration, we serve a geographically diverse group of electric and telecommunications members throughout the United States and its territories, including all 50 states, the District of Columbia, American Samoa and Guam. Our consolidated membership totaled 1,449 members and 215 associates as of February 28, 2019. Texas has the largest number of member cooperatives and the largest concentration of outstanding loans to borrowers in any one state, with approximately 15% of total loans outstanding as of both February 28, 2019 and May 31, 2018.

Single-Obligor Concentration

Table 21 displays the combined exposure of loans and guarantees of the 20 largest borrowers, by exposure type and by company, as of February 28, 2019 and May 31, 2018. The 20 borrowers with the largest exposure consisted of 10

distribution systems, nine power supply systems and one NCSC associate as of February 28, 2019. The 20 borrowers with the largest exposure consisted of nine distribution systems, 10 power supply systems and one NCSC associate as of May 31, 2018. The largest total outstanding exposure to a single borrower or controlled group represented approximately 2% of total loans and guarantees outstanding as of both February 28, 2019 and May 31, 2018.

Table 21: Credit Exposure to 20 Largest Borrowers

	February 28, 2019		May 31, 2018		
(Dollars in thousands)	Amount	% of Total	Amount	% of Total	Change
By exposure type:					
Loans	$5,712,256	21 %	$5,613,991	22 %	$98,265
Guarantees	139,405	1	347,138	1	(207,733)
Total exposure to 20 largest borrowers	5,851,661	22	5,961,129	23	(109,468)
Less: Loans covered under Farmer Mac standby purchase commitment	(363,963)	(1)	(354,694)	(1)	(9,269)
Net exposure to 20 largest borrowers	$5,487,698	21 %	$5,606,435	22 %	$(118,737)
By company:					
CFC	$5,599,657	21 %	$5,703,723	22 %	$(104,066)
NCSC	252,004	1	257,406	1	(5,402)
Total exposure to 20 largest borrowers	5,851,661	22	5,961,129	23	(109,468)
Less: Loans covered under Farmer Mac standby purchase commitment	(363,963)	(1)	(354,694)	(1)	(9,269)
Net exposure to 20 largest borrowers	$5,487,698	21 %	$5,606,435	22 %	$(118,737)

Although CFC has been exposed to single-industry and single-obligor concentrations since inception in 1969, we historically have experienced limited defaults and very low credit losses in our electric loan portfolio. The likelihood of default and loss for our electric cooperative borrowers, which account for 99% of our outstanding loans as of February 28, 2019, has been low due to several factors. First, as discussed above, we generally lend to our members on a senior secured basis. Second, electric cooperatives typically are consumer-owned, not-for-profit entities that provide an essential service to end-users, the majority of which are residential customers. Third, electric cooperatives face limited competition, as they tend to operate in exclusive territories not serviced by public investor-owned utilities. Fourth, the majority operate in states where electric cooperatives are not subject to rate regulation. Thus, they are able to make rate adjustments to pass along increased costs to the end customer without first obtaining state regulatory approval, allowing them to cover operating costs and generate sufficient earnings and cash flows to service their debt obligations. Finally, they tend to adhere to a conservative business strategy model that has historically resulted in a relatively stable, resilient operating environment and overall strong financial performance and credit strength for the electric cooperative network.

Credit Quality

Assessing the overall credit quality of our loan portfolio and measuring our credit risk is an ongoing process that involves tracking payment status, the internal risk ratings of our borrowers, troubled debt restructurings, nonperforming and impaired loans, charge-offs and other indicators of credit risk. We monitor and subject each borrower and loan facility in our loan portfolio to an individual risk assessment based on quantitative and qualitative factors. Internal risk ratings and payment status trends are indicators, among others, of the probability of borrower default and level of credit risk in our loan portfolio.

The overall credit quality of our loan portfolio remained high, as evidenced by our strong asset performance metrics, including low levels of criticized exposure. We generally lend to members on a senior secured basis, which reduces the risk of loss in the event of a borrower default. As displayed in Table 20 above, 91% and 93% of our total outstanding loans were secured as of February 28, 2019 and May 31, 2018, respectively. We had no delinquent or nonperforming loans as of February 28, 2019 and May 31, 2018. In addition, we had no loan defaults or charge-offs during the nine months ended February 28, 2019.

Borrower Risk Ratings

Our borrower risk ratings are intended to align with banking regulatory agency credit risk rating definitions of pass and criticized classifications, with loans classified as criticized further classified as special mention, substandard or doubtful. Pass ratings reflect relatively low probability of default, while criticized ratings have a higher probability of default. Loans with borrowers classified as criticized totaled $185 million, or 0.71%, of total loans outstanding as of February 28, 2019. Of

this amount, $178 million, was classified as substandard. In comparison, loans with borrowers classified as criticized totaled $178 million, or 0.71%, of total loans outstanding as of May 31, 2018. Of this amount, $171 million was classified as substandard. We did not have any loans classified as doubtful as of February 28, 2019 or May 31, 2018. See "Note 4—Loans" for a description of each of the risk rating classifications.

Troubled Debt Restructurings

We actively monitor problem loans and, from time to time, attempt to work with borrowers to manage such exposures through loan workouts or modifications that better align with the borrower's current ability to pay. A loan restructuring or modification of terms is accounted for as a troubled debt restructuring ("TDR") if, for economic or legal reasons related to the borrower's financial difficulties, a concession is granted to the borrower that we would not otherwise consider. TDR loans generally are initially placed on nonaccrual status, although in many cases such loans were already on nonaccrual status prior to modification. Interest accrued but not collected at the date a loan is placed on nonaccrual status is reversed against earnings. These loans may be returned to performing status and the accrual of interest resumed if the borrower performs under the modified terms for an extended period of time, and we expect the borrower to continue to perform in accordance with the modified terms. In certain limited circumstances in which a TDR loan is current at the modification date, the loan may remain on accrual status at the time of modification.

Table 22 presents the carrying value of loans modified as TDRs and the performance status as of February 28, 2019 and May 31, 2018. Our last modification of a loan that met the definition of a TDR occurred in fiscal year 2017. Although TDR loans may be returned to performing status if the borrower performs under the modified terms of the loan for an extended period of time, TDR loans are considered individually impaired.

Table 22: Troubled Debt Restructured Loans

	February 28, 2019			May 31, 2018		
(Dollars in thousands)	Carrying Amount	% of Total Loans Outstanding		Carrying Amount	% of Total Loans Outstanding	
TDR loans:						
CFC	$6,261	0.03	%	$6,507	0.03	%
RTFC	5,717	0.02		6,092	0.02	
Total TDR loans	$11,978	0.05	%	$12,599	0.05	%
Performance status of TDR loans:						
Performing TDR loans	$11,978	0.05	%	$12,599	0.05	%

As indicated in Table 22 above, we did not have any TDR loans classified as nonperforming as of February 28, 2019 or May 31, 2018.

Nonperforming Loans

In addition to TDR loans that may be classified as nonperforming, we also may have nonperforming loans that have not been modified as a TDR loan. We classify such loans as nonperforming at the earlier of the date when we determine: (i) interest or principal payments on the loan is past due 90 days or more; (ii) as a result of court proceedings, the collection of interest or principal payments based on the original contractual terms is not expected; or (iii) the full and timely collection of interest or principal is otherwise uncertain. Once a loan is classified as nonperforming, we generally place the loan on nonaccrual status. Interest accrued but not collected at the date a loan is placed on nonaccrual status is reversed against earnings. We had no loans classified as nonperforming as of February 28, 2019 or May 31, 2018.

Net Charge-Offs

Charge-offs represent the amount of a loan that has been removed from our consolidated balance sheet when the loan is deemed uncollectible. Generally the amount of a charge-off is the recorded investment in excess of the fair value of the

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expected cash flows from the loan, or, if the loan is collateral dependent, the fair value of the underlying collateral securing the loan. We report charge-offs net of amounts recovered on previously charged off loans. We had no loan defaults or charge-offs during the nine months ended February 28, 2019 and 2018.

Historical Loan Losses

In its 49-year history, CFC has experienced only 16 defaults, of which 10 resulted in no loss and six resulted in the cumulative historical net charge-offs of $86 million for our electric utility loan portfolio. Of this amount, $67 million was attributable to electric utility power supply cooperatives and $19 million was attributable to electric distribution cooperatives. We discuss the reasons loans to electric utility cooperatives, our principal lending market, typically have a relatively low risk of default above under “Credit Concentration.”

In comparison, since RTFC’s inception in 1987, we have had 15 defaults and cumulative net charge-offs attributable to telecommunication borrowers totaling $427 million, the most significant of which was a charge-off of $354 million in fiscal year 2011. This charge-off related to outstanding loans to Innovative Communications Corporation (“ICC”), a former RTFC member, and the transfer of ICC’s assets in foreclosure to Caribbean Asset Holdings, LLC.

Outstanding loans to electric utility organizations totaled $25,653 million and accounted for 99% of our total outstanding loan portfolio as of February 28, 2019, while outstanding RTFC telecommunications loans totaled $353 million and accounted for 1% of our total outstanding loan portfolio as of February 28, 2019.

We provide additional information on the credit quality of our loan portfolio in “Note 4—Loans.”

Allowance for Loan Losses

The allowance for loan losses represents management’s estimate of probable losses inherent in our loan portfolio as of each balance sheet date. We determine the allowance based on borrower risk ratings, historical loss experience, specific problem loans, economic conditions and other pertinent factors that, in management’s judgment, may affect the risk of loss in our loan portfolio.

Table 23 summarizes changes in the allowance for loan losses for the three and nine months ended February 28, 2019 and 2018, and provides a comparison of the allowance by company as of February 28, 2019 and May 31, 2018.

Table 23: Allowance for Loan Losses

	Three Months Ended February 28,		Nine Months Ended February 28,	
(Dollars in thousands)	2019	2018	2019	2018
Beginning balance	$16,904	$36,774	$18,801	$37,376
Provision (benefit) for loan losses	182	1,105	(1,715)	503
Ending balance	$17,086	$37,879	$17,086	$37,879

	February 28, 2019	May 31, 2018
Allowance for loan losses by company:		
CFC	$12,320	$12,300
NCSC	2,085	2,082
RTFC	2,681	4,419
Total	$17,086	$18,801

Allowance coverage ratios:		
Total loans outstanding[1]	$26,006,435	$25,167,494
Percentage of total loans outstanding	0.07 %	0.07 %

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(1) Represents the unpaid principal amount of loans as of the end of each period presented and excludes unamortized deferred loan origination costs of $11 million as of both February 28, 2019 and May 31, 2018.

Our allowance for loan losses decreased by $2 million to $17 million as of February 28, 2019 from May 31, 2018. The allowance coverage ratio was 0.07% as of both February 28, 2019 and May 31, 2018. We had no loans classified as nonperforming as of February 28, 2019 or May 31, 2018. We experienced no charge-offs during the three and nine months ended February 28, 2019 and 2018. Loans designated as individually impaired totaled $12 million and $13 million as of February 28, 2019 and May 31, 2018, respectively, and the specific allowance related to those loans totaled $1 million as of both February 28, 2019 and May 31, 2018.

See "MD&A—Critical Accounting Policies and Estimates—Allowance for Loan Losses" and "Note 1—Summary of Significa Accounting Policies" in our 2018 Form 10-K for additional information on the methodology for determining our allowance for loan losses and the key assumptions. See "Note 4—Loans" of this report for additional information on the credit quality of our loan portfolio.

Counterparty Credit Risk

We are exposed to counterparty credit risk related to the performance of the parties with which we enter into financial transactions, primarily for derivative instruments, cash and time deposit accounts and our investment security holdings. To mitigate this risk, we only enter into these transactions with financial institutions with investment-grade ratings. Our cash and time deposits with financial institutions generally have an original maturity of less than one year.

We manage our derivative counterparty credit risk by monitoring the overall credit worthiness of each counterparty based on our internal counterparty credit risk scoring model; using counterparty-specific credit risk limits; executing master netting arrangements; and diversifying our derivative transactions among multiple counterparties. We also require that our derivative counterparties be a participant in one of our committed bank revolving line of credit agreements. Our derivative counterparties had credit ratings ranging from Aa2 to Baa2 by Moody's Investors Service ("Moody's") and from AA- to BBB+ by S&P Global Inc. ("S&P") as of February 28, 2019. Our largest counterparty exposure, based on the outstanding notional amount, represented approximately 23% and 24% of the total outstanding notional amount of derivatives as of February 28, 2019 and May 31, 2018, respectively.

Credit Risk-Related Contingent Features

Our derivative contracts typically contain mutual early-termination provisions, generally in the form of a credit rating trigger. Under the mutual credit rating trigger provisions, either counterparty may, but is not obligated to, terminate and settle the agreement if the credit rating of the other counterparty falls below a level specified in the agreement. If a derivative contract is terminated, the amount to be received or paid by us would be equal to the prevailing fair value, as defined in the agreement, as of the termination date.

Our senior unsecured credit ratings from Moody's and S&P were A2 and A, respectively, as of February 28, 2019. Both Moody's and S&P had our ratings on stable outlook as of February 28, 2019. Table 24 displays the notional amounts of our derivative contracts with rating triggers as of February 28, 2019, and the payments that would be required if the contracts were terminated as of that date because of a downgrade of our unsecured credit ratings or the counterparty's unsecured credit ratings below A3/A-, below Baa1/BBB+, to or below Baa2/BBB, below Baa3/BBB-, or to or below Ba2/BB+ by Moody's or S&P, respectively. In calculating the payment amounts that would be required upon termination of the derivative contracts, we assumed that the amounts for each counterparty would be netted in accordance with the provisions of the counterparty's master netting agreements. The net payment amounts are based on the fair value of the underlying derivative instrument, excluding the credit risk valuation adjustment, plus any

unpaid accrued interest amounts.

Table 24: Rating Triggers for Derivatives

(Dollars in thousands)	Notional Amount	Payable Due From CFC	Receivable Due to CFC	Net (Payable)/Receivable
Impact of rating downgrade trigger:				
Falls below A3/A-[1]	$50,460	$(8,374)	$—	$ (8,374)
Falls below Baa1/BBB+	7,069,507	(60,970)	24,211	(36,759)
Falls to or below Baa2/BBB [2]	561,720	—	3,388	3,388
Falls below Baa3/BBB-	222,255	(9,937)	—	(9,937)
Total	$7,903,942	$(79,281)	$ 27,599	$ (51,682)

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[1] Rating trigger for CFC falls below A3/A-, while rating trigger for counterparty falls below Baa1/BBB+ by Moody's or S&P, respectively.
[2] Rating trigger for CFC falls to or below Baa2/BBB, while rating trigger for counterparty falls to or below Ba2/BB+ by Moody's or S&P, respectively.

We have outstanding notional amount of derivatives with one counterparty subject to a ratings trigger and early termination provision in the event of a downgrade of CFC's senior unsecured credit ratings below Baa3, BBB- or BBB- by Moody's, S&P or Fitch Ratings Inc. ("Fitch"), respectively, which is not included in the above table, totaling $165 million as of February 28, 2019. These contracts were in an unrealized loss position of $4 million as of February 28, 2019.

The aggregate fair value amount, including the credit valuation adjustment, of all interest rate swaps with rating triggers that were in a net liability position was $85 million as of February 28, 2019. There were no counterparties that fell below the rating trigger levels in our interest swap contracts as of February 28, 2019. If a counterparty has a credit rating that falls below the rating trigger level specified in the interest swap contract, we have the option to terminate all derivatives with the counterparty. However, we generally do not terminate such agreements prematurely because our interest rate swaps are critical to our matched funding strategy to mitigate interest rate risk.

See "Item 1A. Risk Factors" in our 2018 Form 10-K for additional information about credit risk related to our business.

LIQUIDITY RISK

We define liquidity as the ability to convert assets to cash quickly and efficiently, maintain access to readily available funding and rollover or issue new debt, under both normal operating conditions and periods of CFC-specific and/or market stress, to ensure that we can meet borrower loan requests, pay current and future obligations and fund our operations on a cost-effective basis. Our primary sources of liquidity include cash flows from operations, member loan repayments, committed bank revolving lines of credit, committed loan facilities under the Guaranteed Underwriter Program, revolving note purchase agreements with Farmer Mac and our ability to issue debt in the capital markets, to our members and in private placements. We provide a discussion of our liquidity risk-management framework and activities undertaken to manage liquidity risk in our 2018 Form 10-K under "Item 7. MD&A—Liquidity Risk—Liquidity Risk Management."

Available Liquidity

As part of our strategy in managing liquidity risk and meeting our liquidity objectives, we seek to maintain a substantial level of on-balance sheet and off-balance sheet sources of liquidity that are readily available for access to meet our near-term liquidity needs. Table 25 presents the sources of our available liquidity as of February 28, 2019, compared with May 31, 2018.

Table 25: Available Liquidity

	February 28, 2019			May 31, 2018		
(Dollars in millions)	Total	Accessed	Available	Total	Accessed	Available
Cash and cash equivalents	$223	$ —	$ 223	$231	$ —	$ 231
Committed bank revolving line of credit agreements—unsecured[1]	2,975	3	2,972	3,085	3	3,082
Guaranteed Underwriter Program committed facilities—secured[2]	7,298	5,948	1,350	6,548	5,323	1,225
Farmer Mac revolving note purchase agreement, dated March 24, 2011, as amended—secured[3]	5,200	3,072	2,128	5,200	2,791	2,409
Farmer Mac revolving note purchase agreement, dated July 31, 2015, as amended—secured	300	100	200	300	100	200
Total	$15,996	$ 9,123	$ 6,873	$15,364	$ 8,217	$ 7,147

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(1) The committed bank revolving line of credit agreements consist of a three-year and a five-year line of credit agreement. The accessed amount of $3 million as of both February 28, 2019 and May 31, 2018, relates to letters of credit issued pursuant to the five-year line of credit agreement.

(2) The committed facilities under the Guaranteed Underwriter Program are not revolving.

(3) Availability subject to market conditions.

We believe we have sufficient liquidity from the available on- and off-balance sheet liquidity sources presented above in Table 25 and our ability to issue debt to meet demand for member loan advances and satisfy our obligations to repay long-term debt maturing over the next 12 months.

Borrowing Capacity Under Current Facilities

Following is a discussion of our borrowing capacity and key terms and conditions under our revolving line of credit agreements with banks and committed loan facilities under the Guaranteed Underwriter Program and revolving note purchase agreements with Farmer Mac.

Committed Bank Revolving Line of Credit Agreements—Unsecured

Our committed bank revolving lines of credit may be used for general corporate purposes; however, we generally rely on them as a backup source of liquidity for our member and dealer commercial paper. We had $2,975 million of commitments under committed bank revolving line of credit agreements as of February 28, 2019. Under our current committed bank revolving line of credit agreements, we have the ability to request up to $300 million of letters of credit, which would result in a reduction in the remaining available amount under the facilities.

On November 28, 2018, we amended the three-year and five-year committed bank revolving line of credit agreements to extend the maturity dates to November 28, 2021 and November 28, 2023, respectively, and to terminate certain third-party bank commitments totaling $53 million under the three-year agreement and $57 million under the five-year agreement. As a result, the total commitment amount from third-parties under the three-year facility and the five-year facility is $1,440 million and $1,535 million, respectively, resulting in a combined total commitment amount under the two facilities of $2,975 million.

Table 26 presents the total commitment, the net amount available for use and the outstanding letters of credit under our committed bank revolving line of credit agreements as of February 28, 2019. We did not have any outstanding borrowings under our bank revolving line of credit agreements as of February 28, 2019.

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Table 26: Committed Bank Revolving Line of Credit Agreements

	February 28, 2019				
(Dollars in millions)	Total Commitment	Letters of Credit Outstanding	Net Available for Advance	Maturity	Annual Facility Fee [1]
3-year agreement	$1,440	$ —	$ 1,440	November 28, 2021	7.5 bps
5-year agreement	1,535	3	1,532	November 28, 2023	10 bps
Total	$2,975	$ 3	$ 2,972		

[1]Facility fee based on CFC's senior unsecured credit ratings in accordance with the established pricing schedules at the inception of the related agreement.

Our committed bank revolving line of credit agreements do not contain a material adverse change clause or rating triggers that would limit the banks' obligations to provide funding under the terms of the agreements; however, we must be in compliance with the covenants to draw on the facilities. We have been and expect to continue to be in compliance with the covenants under our committed bank revolving line of credit agreements. As such, we could draw on these facilities to repay dealer or member commercial paper that cannot be rolled over. See "Financial Ratios and Debt Covenants" below for additional information, including the specific financial ratio requirements under our committed bank revolving line of credit agreements.

Guaranteed Underwriter Program Committed Facilities—Secured

Under the Guaranteed Underwriter Program, we can borrow from the Federal Financing Bank and use the proceeds to make new loans and refinance existing indebtedness. As part of the program, we pay fees, based on outstanding borrowings supporting the USDA Rural Economic Development Loan and Grant program. The borrowings under this program are guaranteed by RUS.

On November 15, 2018, we closed on a $750 million committed loan facility ("Series N") from the Federal Financing Bank under the Guaranteed Underwriter Program. Pursuant to this facility, we may borrow any time before July 15, 2023. Each advance is subject to quarterly amortization and a final maturity not longer than 20 years from the advance date. During the nine months ended February 28, 2019, we borrowed $625 million under our committed loan facilities with the Federal Financing Bank. We had up to $1,350 million available for access under the Guaranteed Underwriter Program as of February 28, 2019. Of this amount, $600 million is available for advance through July 15, 2022 and $750 million is available for advance through July 15, 2023.

We are required to pledge eligible distribution system loans or power supply system loans as collateral in an amount at least equal to the total outstanding borrowings under the Guaranteed Underwriter Program. See "Consolidated Balance Sheet Analysis—Debt—Collateral Pledged" and "Note 4—Loans" for additional information on pledged collateral.

Farmer Mac Revolving Note Purchase Agreements—Secured

As indicated in Table 25, we have two revolving note purchase agreements with Farmer Mac, which together allow us to borrow up to $5,500 million from Farmer Mac. Under our first revolving note purchase agreement with Farmer Mac, dated March 24, 2011, as amended, we can borrow, subject to market conditions, up to $5,200 million at any time through January 11, 2022, and such date shall automatically extend on each anniversary date of the closing for an additional year, unless prior to any such anniversary date, Farmer Mac provides us with a notice that the draw period will not be extended beyond the remaining term. This revolving note purchase agreement allows us to borrow, repay and re-borrow funds at any time through maturity, as market conditions permit, provided that the outstanding principal

amount at any time does not exceed the total available under the agreement. Each borrowing under the note purchase agreement is evidenced by a pricing agreement setting forth the interest rate, maturity date and other related terms as we may negotiate with Farmer Mac at the time of each such borrowing. We may select a fixed rate or variable rate at the time of each advance with a maturity as determined in the applicable pricing agreement. We had outstanding secured notes payable totaling $3,072 million and $2,791 million as of February 28, 2019 and May 31, 2018, respectively, under the Farmer Mac revolving note purchase agreement of $5,200 million. We borrowed $575 million under this note purchase agreement with Farmer Mac during the nine months ended February 28, 2019. The available borrowing amount totaled $2,128 million as of February 28, 2019.

Under our second revolving note purchase agreement with Farmer Mac, dated July 31, 2015, as amended, we can borrow up to $300 million at any time through December 20, 2023 at a fixed spread over LIBOR. This agreement also allows us to borrow, repay and re-borrow funds at any time through maturity, provided that the outstanding principal amount at any time does not exceed the total available under the agreement. Prior to the maturity date, Farmer Mac may terminate the agreement upon 30 days written notice to us on periodic facility renewal dates, the first of which was January 31, 2019. Subsequent facility renewal dates are on each June 20 or December 20 thereafter until the maturity date. We may terminate the agreement upon 30 days written notice at any time. Under the terms of the first revolving note purchase agreement with Farmer Mac described above, the $5,200 million commitment will increase to $5,500 million in the event the second revolving note purchase agreement is terminated. We had outstanding secured notes payable under this program totaling $100 million as of February 28, 2019, and an available borrowing amount of $200 million. The secured notes payable of $100 million were repaid in full subsequent to February 28, 2019. We had outstanding borrowings of $100 million as of May 31, 2018 under this revolving note purchase agreement with Farmer Mac.

Pursuant to both Farmer Mac revolving note purchase agreements, we are required to pledge eligible distribution system or power supply system loans as collateral in an amount at least equal to the total principal amount of notes outstanding. See “Consolidated Balance Sheet Analysis—Debt—Collateral Pledged” and “Note 4—Loans” for additional information on pledged collateral.

Short-Term Borrowings and Long-Term and Subordinated Debt

Additional funding is provided by short-term borrowings and issuances of long-term and subordinated debt. We rely on short-term borrowings as a source to meet our daily, near-term funding needs. Long-term and subordinated debt represents the most significant component of our funding. The issuance of long-term debt allows us to reduce our reliance on short-term borrowings and effectively manage our refinancing and interest rate risk.

Short-Term Borrowings

Our short-term borrowings consist of commercial paper, which we offer to members and dealers, select notes and daily liquidity fund notes offered to members, and bank-bid notes and medium-term notes offered to members and dealers.

Table 27 displays the composition, by funding source, of our short-term borrowings as of February 28, 2019 and May 31, 2018. Member borrowings accounted for 68% of total short-term borrowings as of February 28, 2019, compared with 69% of total short-term borrowings as of May 31, 2018.

Table 27: Short-Term Borrowings—Funding Sources

	February 28, 2019			May 31, 2018		
(Dollars in thousands)	Amount Outstanding	% of Total Short-Term Borrowings		Amount Outstanding	% of Total Short-Term Borrowings	
Funding source:						
Members	$2,482,646	68	%	$2,631,644	69	%
Private placement—Farmer Mac notes payable	100,000	3		100,000	3	
Capital markets	1,069,295	29		1,064,266	28	
Total	$3,651,941	100	%	$3,795,910	100	%

Table 28 displays the composition, by product type, of our short-term borrowings as of February 28, 2019 and May 31, 2018.

Table 28: Short-Term Borrowings

(Dollars in thousands)	February 28, 2019		May 31, 2018	
	Amount Outstanding	% of Total Debt Outstanding	Amount Outstanding	% of Total Debt Outstanding
Short-term borrowings:				
Commercial paper:				
Commercial paper to dealers, net of discounts	$1,069,295	4 %	$1,064,266	4 %
Commercial paper to members, at par	1,105,060	5	1,202,105	5
Total commercial paper	2,174,355	9	2,266,371	9
Select notes to members	836,688	3	780,472	3
Daily liquidity fund notes to members	299,505	1	400,635	2
Medium-term notes to members	241,393	1	248,432	1
Farmer Mac revolving facility	100,000	—	100,000	—
Total short-term borrowings	$3,651,941	14 %	$3,795,910	15 %

Our short-term borrowings decreased by $144 million to $3,652 million as of February 28, 2019 from May 31, 2018. Our intent is to manage our short-term wholesale funding risk by maintaining outstanding dealer commercial paper at an amount below $1,250 million for the foreseeable future. Outstanding dealer commercial paper of $1,069 million and $1,064 million as of February 28, 2019 and May 31, 2018, respectively, was below our target limit of $1,250 million.

Long-Term and Subordinated Debt

In addition to access to private debt facilities, we also issue debt in the public capital markets. Pursuant to Rule 405 of the Securities Act, we are classified as a “well-known seasoned issuer.” See “Item 7. MD&A—Liquidity Risk” in our 2018 Form 10-K for additional information on our shelf registration statements with the SEC.

As discussed in “Consolidated Balance Sheet Analysis—Debt,” long-term and subordinated debt totaled $21,665 million and accounted for 86% of total debt outstanding as of February 28, 2019, from $20,837 million, or 85%, of total debt outstanding as of May 31, 2018. Table 29 summarizes long-term and subordinated debt issuances and repayments during the nine months ended February 28, 2019.

Table 29: Issuances and Repayments of Long-Term and Subordinated Debt[1]

(Dollars in thousands)	Nine Months Ended February 28, 2019		
	Issuances	Repayments[2]	Change
Long-term and subordinated debt activity:			
Collateral trust bonds	$1,575,000	$ 1,830,000	$(255,000)
Guaranteed Underwriter Program notes payable	625,000	47,520	577,480
Farmer Mac notes payable	575,000	294,234	280,766
Medium-term notes sold to members	108,243	132,023	(23,780)
Medium-term notes sold to dealers	312,325	36,856	275,469
Other notes payable	—	3,566	(3,566)
Members’ subordinated certificates	1,781	24,366	(22,585)
Total	$3,197,349	$ 2,368,565	$828,784

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[1]Amounts exclude unamortized debt issuance costs and discounts.

[2]Repayments include principal maturities, scheduled amortization payments, repurchases and redemptions.

Table 30 summarizes the scheduled amortization of the principal amount of long-term debt, subordinated deferrable debt and members' subordinated certificates as of February 28, 2019.

Table 30: Principal Maturity of Long-Term and Subordinated Debt

(Dollars in thousands)	Amount Maturing [1]	% of Total
Fiscal year ending:		
May 31, 2019	$448,769	2 %
May 31, 2020	1,595,107	7
May 31, 2021	1,840,028	8
May 31, 2022	1,936,684	9
May 31, 2023	1,193,525	6
Thereafter	14,650,509	68
Total	$21,664,622	100%

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[1]Excludes $0.2 million in subscribed and unissued member subordinated certificates for which a payment has been received. Member loan subordinated certificates totaling $254 million amortize annually based on the unpaid principal balance of the related loan.

We provide additional information on our financing activities above under "Consolidated Balance Sheet Analysis—Debt."

Investment Portfolio

In addition to our primary sources of liquidity discussed above, we have an investment portfolio composed of equity securities and held-to-maturity debt securities. We intend for our investment portfolio, which totaled $651 million and $710 million as of February 28, 2019 and May 31, 2018, respectively, to remain adequately liquid to serve as a contingent supplemental source of liquidity for unanticipated liquidity needs.

Pursuant to our investment policy and guidelines, all fixed-income debt securities, at the time of purchase, must be rated at least investment grade and on stable outlook based on external credit ratings from at least two of the leading global credit rating agencies, when available, or the corresponding equivalent, when not available. Securities rated investment grade, that is those rated Baa3 or higher by Moody's or BBB- or higher by S&P or BBB- or higher by Fitch, are generally considered by the rating agencies to be of lower credit risk than non-investment grade securities. We have the positive intent and ability to hold these securities to maturity. As such, we have classified them as held to maturity on our condensed consolidated balance sheet.

Our investment portfolio is unencumbered and structured so that securities have active secondary or resale markets under normal market conditions. The objective of the portfolio is to achieve returns commensurate with the level of risk assumed subject to CFC's investment policy and guidelines and liquidity requirements.

We provide additional information on our investment securities in "Note 3—Investment Securities."

Projected Near-Term Sources and Uses of Liquidity

As discussed above, our primary sources of liquidity include cash flows from operations, member loan repayments, committed bank revolving lines of credit, committed loan facilities, short-term borrowings and funds from the

issuance of long-term and subordinated debt. Our primary uses of liquidity include loan advances to members, principal and interest payments on borrowings, periodic settlement payments related to derivative contracts, and operating expenses.

Table 31 below displays our projected sources and uses of cash, by quarter, over the next six quarters through the quarter ending August 31, 2020. Our projected liquidity position reflects our current plan to expand our investment portfolio. Our assumptions also include the following: (i) the estimated issuance of long-term debt, including collateral trust bonds and private placement of term debt, is based on maintaining a matched funding position within our loan portfolio with our bank revolving lines of credit serving as a backup liquidity facility for commercial paper and on maintaining outstanding dealer

commercial paper at an amount below $1,250 million; (ii) long-term loan scheduled amortization payments represent the scheduled long-term loan payments for loans outstanding as of February 28, 2019, and our current estimate of long-term loan prepayments, which the amount and timing of are subject to change; (iii) other loan repayments and other loan advances primarily relate to line of credit repayments and advances; (iv) long-term debt maturities reflect scheduled maturities of outstanding term debt for the periods presented; and (v) long-term loan advances reflect our current estimate of member demand for loans, the amount and timing of which are subject to change.

Table 31: Projected Sources and Uses of Liquidity[1]

	Projected Sources of Liquidity				Projected Uses of Liquidity			
(Dollars in millions)	Long-Term Debt Issuance	Anticipated Long-Term Loan Repayments[2]	Other Loan Repayments[3]	Total Projected Sources of Liquidity	Long-Term Debt Maturities[4]	Long-Term Loan Advances	Total Projected Uses of Liquidity	Other Sources/ (Uses) of Liquidity[5]
4Q FY 2019	$440	$ 310	$ 271	$ 1,021	$516	$ 635	$ 1,151	$ 138
1Q FY 2020	515	328	—	843	302	359	661	(177)
2Q FY 2020	790	301	—	1,091	773	345	1,118	(16)
3Q FY 2020	690	324	—	1,014	625	435	1,060	29
4Q FY 2020	90	305	—	395	83	258	341	(137)
1Q FY 2021	520	313	—	833	483	405	888	71
Total	$3,045	$ 1,881	$ 271	$ 5,197	$2,782	$ 2,437	$ 5,219	$ (92)

[1] The dates presented represent the end of each quarterly period through the quarter ending August 31, 2020.
[2] Anticipated long-term loan repayments include scheduled long-term loan amortizations, anticipated cash repayments at repricing date and sales.
[3] Other loan repayments include anticipated short-term loan repayments.
[4] Long-term debt maturities also include medium-term notes with an original maturity of one year or less and expected early redemptions of debt.
[5] Includes net increase or decrease to dealer commercial paper, and purchases and maturity of investments.

As displayed in Table 31, we currently project long-term advances of $1,774 million over the next 12 months, which we anticipate will exceed anticipated loan repayments over the same period of $1,263 million by approximately $511 million. The estimates presented above are developed at a particular point in time based on our expected future business growth and funding. Our actual results and future estimates may vary, perhaps significantly, from the current projections, as a result of changes in market conditions, management actions or other factors.

Credit Ratings

Our funding and liquidity, borrowing capacity, ability to access capital markets and other sources of funds and the cost of these funds are partially dependent on our credit ratings. Rating agencies base their ratings on numerous factors, including liquidity, capital adequacy, industry position, member support, management, asset quality, quality of earnings and the probability of systemic support. Significant changes in these factors could result in different ratings. Table 32 displays our credit ratings as of February 28, 2019. Moody's, S&P and Fitch affirmed our ratings and outlook during the current quarter. Our credit ratings as of February 28, 2019 are unchanged from May 31, 2018, and as of the date of the filing of this Report.

Table 32: Credit Ratings

February 28, 2019

	Moody's	S&P	Fitch
Long-term issuer credit rating[1]	A2	A	A
Senior secured debt[2]	A1	A	A+
Senior unsecured debt[3]	A2	A	A
Subordinated debt	A3	BBB+	BBB+
Commercial paper	P-1	A-1	F1
Outlook	Stable	Stable	Stable

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(1) Based on our senior unsecured debt rating.
(2)Applies to our collateral trust bonds.
(3)Applies to our medium-term notes.

In order to access the commercial paper markets at attractive rates, we believe we need to maintain our current commercial paper credit ratings of P-1 by Moody's, A-1 by S&P and F1 by Fitch. In addition, the notes payable to the Federal Financing Bank and guaranteed by RUS under the Guaranteed Underwriter Program contain a provision that if during any portion of the fiscal year, our senior secured credit ratings do not have at least two of the following ratings: (i) A3 or higher from Moody's, (ii) A- or higher from S&P, (iii) A- or higher from Fitch or (iv) an equivalent rating from a successor rating agency to any of the above rating agencies, we may not make cash patronage capital distributions in excess of 5% of total patronage capital. See "Credit Risk—Counterparty Credit Risk—Credit Risk-Related Contingent Features" above for information on credit rating provisions related to our derivative contracts.

Financial Ratios

Our debt-to-equity ratio decreased to 16.65-to-1 as of February 28, 2019, from 16.72-to-1 as of May 31, 2018, primarily due to an increase in equity resulting from our reported net income of $96 million for the nine months ended February 28, 2019, which was partially offset by the patronage capital retirement of $48 million in August 2018.

Our adjusted debt-to-equity ratio increased to 6.29-to-1 as of February 28, 2019, from 6.18-to-1 as of May 31, 2018, primarily attributable to an increase in debt outstanding to fund loan growth. We provide a reconciliation of our adjusted debt-to-equity ratio to the most comparable GAAP measure and an explanation of the adjustments below in "Non-GAAP Financial Measures."

Debt Covenants

As part of our short-term and long-term borrowing arrangements, we are subject to various financial and operational covenants. If we fail to maintain specified financial ratios, such failure could constitute a default by CFC of certain debt covenants under our committed bank revolving line of credit agreements and senior debt indentures. We were in compliance with all covenants and conditions under our committed bank revolving line of credit agreements and senior debt indentures as of February 28, 2019.

As discussed above in "Summary of Selected Financial Data," the financial covenants set forth in our committed bank revolving line of credit agreements and senior debt indentures are based on adjusted financial measures, including adjusted TIER. We provide a reconciliation of adjusted TIER and other non-GAAP measures disclosed in this report to the most comparable GAAP measures and an explanation of the adjustments below in "Non-GAAP Financial Measures."

MARKET RISK

Interest rate risk represents our primary source of market risk. Interest rate risk is the risk to current or anticipated earnings or equity arising primarily from movements in interest rates. This risk results from differences between the timing of cash flows on our assets and the liabilities funding those assets. The timing of cash flows of our assets is impacted by re-pricing characteristics, prepayments and contractual maturities. Our interest rate risk exposure is primarily related to the funding of the fixed-rate loan portfolio. We provide a discussion of how we manage interest rate risk in our 2018 Form 10-K under "Item 7. MD&A—Market Risk—Market Risk Management."

Matched Funding Objective

Our funding objective is to manage the matched funding of asset and liability repricing terms within a range of adjusted total assets (calculated by excluding derivative assets from total assets) deemed appropriate by the Asset Liability Committee based on the current environment and extended outlook for interest rates. We refer to the difference between fixed-rate loans scheduled for amortization or repricing and the fixed-rate liabilities and equity funding those loans as our interest rate gap. Our primary strategies for managing our interest rate risk include the use of derivatives and limiting the amount of fixed-rate assets that can be funded by variable-rate debt to a specified percentage of adjusted total assets based on market conditions. We provide our members with many options on loans with regard to interest rates, the term for which the selected interest

rate is in effect and the ability to convert or prepay the loan. Long-term loans generally have maturities of up to 35 years. Borrowers may select fixed interest rates for periods of one year through the life of the loan. We do not match fund the majority of our fixed-rate loans with a specific debt issuance at the time the loans are advanced. We fund the amount of fixed-rate assets that exceed fixed-rate debt and members' equity with short-term debt, primarily commercial paper.

Interest Rate Gap Analysis

As part of our asset-liability management, we perform a monthly interest rate gap analysis that provides a comparison between the timing of cash flows, by year, for fixed-rate assets scheduled for amortization and repricing and for fixed-rate liabilities and members' equity maturing. This gap analysis is a useful tool in measuring, monitoring and mitigating the interest rate risk inherent in the funding of fixed-rate assets with variable-rate debt and also helpful in assessing liquidity risk.

Table 33 displays the scheduled amortization and repricing of fixed-rate assets and outstanding fixed-rate liabilities and equity as of February 28, 2019. We exclude variable-rate loans from our interest rate gap analysis, as we do not consider the interest rate risk on these loans to be significant because they are subject to repricing at least monthly. Loans with variable interest rates accounted for 12% and 10% of our total loan portfolio as of February 28, 2019 and May 31, 2018, respectively. Fixed-rate liabilities include debt issued at a fixed rate, as well as variable-rate debt swapped to a fixed rate using interest rate swaps. Fixed-rate debt swapped to a variable rate using interest rate swaps is excluded from the analysis because it is used to match fund our variable-rate loans. With the exception of members' subordinated certificates, which are generally issued with extended maturities, and commercial paper, our liabilities have average maturities that closely match the repricing terms (but not the maturities) of our fixed-rate loans.

Table 33: Interest Rate Gap Analysis

(Dollars in millions)	Prior to 5/31/19	Two Years 6/1/19 to 5/31/21	Two Years 6/1/21 to 5/31/23	Five Years 6/1/23 to 5/31/28	10 Years 6/1/28 to 5/31/38	6/1/38 and Thereafter	Total
Asset amortization and repricing	$370	$3,303	$3,050	$5,913	$7,288	$3,456	$23,380
Liabilities and members' equity:							
Long-term debt [1][2]	$233	$3,475	$3,108	$6,160	$5,632	$2,405	$21,013
Subordinated deferrable debt and subordinated certificates[2][3]	3	38	405	601	148	564	1,759
Members' equity[4]	—	22	23	102	282	932	1,361
Total liabilities and members' equity	$236	$3,535	$3,536	$6,863	$6,062	$3,901	$24,133
Gap [5]	$134	$(232)	$(486)	$(950)	$1,226	$(445)	$(753)
Cumulative gap	134	(98)	(584)	(1,534)	(308)	(753)	
Cumulative gap as a % of total assets	0.49 %	(0.36)%	(2.13)%	(5.60)%	(1.12)%	(2.75)%	
Cumulative gap as a % of adjusted total assets[6]	0.49	(0.36)	(2.15)	(5.63)	(1.13)	(2.77)	

[1] Includes long-term fixed-rate debt and the net impact of our interest rate swaps.

[2] The maturity presented for debt is based on the call date.

[3] Represents the amount of subordinated deferrable debt and subordinated certificates allocated to fund fixed-rate assets.

[4] Represents the portion of members' equity and loan loss allowance allocated to fund fixed-rate assets. See Table 38: Members' Equity below under "Non-GAAP Financial Measures" for a reconciliation of total CFC equity to members'

equity.
[5]Calculated based on the amount of assets scheduled for amortization and repricing less total liabilities and members' equity funding those assets.
[6]Adjusted total assets represents total assets reported in our condensed consolidated balance sheets less derivative assets.

When the amount of the cash flows related to fixed-rate assets scheduled for amortization and repricing exceeds the amount of cash flows related to the fixed-rate debt and equity funding those assets, we refer to the difference, or gap, as "warehousing." When the amount of the cash flows related to fixed-rate assets scheduled for amortization and repricing is less than the amount of the cash flows related to the fixed-rate debt and equity funding those assets, we refer to the gap as

"prefunding." The amount of the gap is an indication of our interest rate and liquidity risk exposure. Our goal is to maintain an unmatched position related to the cash flows for fixed-rate financial assets within a targeted range of adjusted total assets.

Because the substantial majority of our financial assets are fixed-rate, amortizing loans and these loans are primarily funded with bullet debt and equity, our interest rate gap analysis typically reflects a warehouse position. When we are in a warehouse position, we utilize some short-term borrowings to fund the scheduled amortization and repricing of our financial assets. However, we limit the extent to which we fund our long-term, fixed-rate loans with short-term, variable-rate debt because it exposes us to higher interest rate and liquidity risk.

As indicated above in Table 33, we were in a prefunded position of $753 million as of February 28, 2019, rather than a typical warehouse position. The primary factors that resulted in this prefunded position included a reduced level of member investments and our expectation that the yield curve will remain flat or inverted in the near term, which provided an opportunity for us to issue longer-term debt at an attractive coupon rate. We do not expect to maintain a prefunded position as we expect to continue to fund long-term fixed rate loans in the future.

NON-GAAP FINANCIAL MEASURES

In addition to financial measures determined in accordance with GAAP, management evaluates performance based on certain non-GAAP measures, which we refer to as "adjusted" measures. We provide a discussion of each of these non-GAAP measures in our 2018 Form 10-K under "Item 7. MD&A—Non-GAAP Measures." Below we provide a reconciliation of our adjusted measures to the most comparable GAAP measures in this section. We believe our non-GAAP adjusted metrics, which are not a substitute for GAAP and may not be consistent with similarly titled non-GAAP measures used by other companies, provide meaningful information and are useful to investors because management uses these metrics to compare operating results across financial reporting periods, for internal budgeting and forecasting purposes, for compensation decisions and for short- and long-term strategic planning decisions. In addition, certain of the financial covenants in our committed bank revolving line of credit agreements and debt indentures are based on our adjusted measures.

Statements of Operations Non-GAAP Adjustments

Table 34 provides a reconciliation of adjusted interest expense, adjusted net interest income and adjusted net income to the comparable GAAP measures for the three and nine months ended February 28, 2019 and 2018. The adjusted amounts are used in the calculation of our adjusted net interest yield and adjusted TIER.

Table 34: Adjusted Financial Measures—Income Statement

	Three Months Ended February 28,		Nine Months Ended February 28,	
(Dollars in thousands)	2019	2018	2019	2018
Interest expense	$(207,335)	$(198,071)	$(621,732)	$(585,972)
Include: Derivative cash settlements	(9,799)	(18,924)	(34,433)	(58,781)
Adjusted interest expense	$(217,134)	$(216,995)	$(656,165)	$(644,753)
Net interest income	$78,231	$73,397	$223,578	$217,234
Include: Derivative cash settlements	(9,799)	(18,924)	(34,433)	(58,781)
Adjusted net interest income	$68,432	$54,473	$189,145	$158,453
Net income (loss)	$(71,471)	$221,029	$96,233	$408,767
Exclude: Derivative forward value gains (losses)	(122,375)	186,972	(27,215)	306,224
Adjusted net income	$50,904	$34,057	$123,448	$102,543

We consider the cost of derivatives to be an inherent cost of funding and hedging our loan portfolio and, therefore, economically similar to the interest expense that we recognize on debt issued for funding. We therefore include derivative

cash settlements in our adjusted interest expense and exclude the unrealized forward value of derivatives from our adjusted net income.

TIER and Adjusted TIER

Table 35 presents our TIER and adjusted TIER for the three and nine months ended February 28, 2019 and 2018.

Table 35: TIER and Adjusted TIER

	Three Months Ended February 28,		Nine Months Ended February 28,	
	2019	2018	2019	2018
TIER [(1)]	0.66	2.12	1.15	1.70
Adjusted TIER [(2)]	1.23	1.16	1.19	1.16

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[(1)] TIER is calculated based on net income plus interest expense for the period divided by interest expense for the period.
[(2)] Adjusted TIER is calculated based on adjusted net income plus adjusted interest expense for the period divided by adjusted interest expense for the period.

Debt-to-Equity and Adjusted Debt-to-Equity

Table 36 provides a reconciliation between total liabilities and total equity used in calculating the debt-to-equity ratio and adjusted total liabilities and adjusted equity used in calculating the adjusted debt-to-equity ratio as of February 28, 2019 and May 31, 2018. As indicated in the table below, subordinated debt is treated in the same manner as equity in calculating our adjusted-debt-to-equity ratio.

Table 36: Adjusted Financial Measures—Balance Sheet

(Dollars in thousands)	February 28, 2019	May 31, 2018
Total liabilities	$25,857,449	$25,184,351
Exclude:		
Derivative liabilities	243,365	275,932
Debt used to fund loans guaranteed by RUS	155,743	160,865
Subordinated deferrable debt	742,516	742,410
Subordinated certificates	1,357,419	1,379,982
Adjusted total liabilities	$23,358,406	$22,625,162
Total equity	$1,552,612	$1,505,853
Exclude:		
Prior year-end cumulative derivative forward value losses	(34,974)	(340,976)
Current year derivative forward value gains (losses)	(27,215)	306,002
Accumulated other comprehensive income [(1)]	2,685	1,980
Include:		
Subordinated deferrable debt	742,516	742,410
Subordinated certificates	1,357,419	1,379,982

Adjusted total equity	$3,712,051	$3,661,239

(1) Represents AOCI related to derivatives. See "Note 10—Equity" for the components of AOCI.

Table 37 displays the calculations of our debt-to-equity and adjusted debt-to-equity ratios as of February 28, 2019 and May 31, 2018.

Table 37: Debt-to-Equity Ratio

	February 28, 2019	May 31, 2018
Debt-to-equity ratio [1]	16.65	16.72
Adjusted debt-to-equity ratio [2]	6.29	6.18

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[1] Calculated based on total liabilities as of the end of the period divided by total equity as of the end of the period.
[2] Calculated based on adjusted total liabilities at period end divided by adjusted total equity at period end.

Members' Equity

Members' equity represents equity attributable to CFC members. Table 38 provides a reconciliation of total CFC equity to members' equity as of February 28, 2019 and May 31, 2018.

Table 38: Members' Equity

(Dollars in thousands)	February 28, 2019	May 31, 2018
Members' equity:		
Total CFC equity	$1,523,543	$1,474,333
Excludes:		
Accumulated other comprehensive income	847	8,544
Current period-end cumulative derivative forward value losses	(58,143)	(30,831)
Subtotal	(57,296)	(22,287)
Members' equity	$1,580,839	$1,496,620

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Item 1. Financial Statements

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NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

	Three Months Ended February 28,		Nine Months Ended February 28,	
(Dollars in thousands)	2019	2018	2019	2018
Interest income	$285,566	$271,468	$845,310	$803,206
Interest expense	(207,335)	(198,071)	(621,732)	(585,972)
Net interest income	78,231	73,397	223,578	217,234
Benefit (provision) for loan losses	(182)	(1,105)	1,715	(503)
Net interest income after benefit (provision) for loan losses	78,049	72,292	225,293	216,731
Non-interest income:				
Fee and other income	3,714	3,935	11,220	13,422
Derivative gains (losses)	(132,174)	168,048	(61,648)	247,443
Results of operations of foreclosed assets	—	—	—	(34)
Total non-interest income	(128,460)	171,983	(50,428)	260,831
Non-interest expense:				
Salaries and employee benefits	(13,020)	(13,011)	(38,094)	(36,843)
Other general and administrative expenses	(9,978)	(9,201)	(31,979)	(28,919)
Losses on early extinguishment of debt	—	—	(7,100)	—
Other non-interest expense	1,789	(402)	(1,305)	(1,542)
Total non-interest expense	(21,209)	(22,614)	(78,478)	(67,304)
Income (loss) before income taxes	(71,620)	221,661	96,387	410,258
Income tax benefit (expense)	149	(632)	(154)	(1,491)
Net income (loss)	(71,471)	221,029	96,233	408,767
Less: Net (income) loss attributable to noncontrolling interests	539	(1,614)	60	(2,646)
Net income (loss) attributable to CFC	$(70,932)	$219,415	$96,293	$406,121

See accompanying notes to condensed consolidated financial statements.

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NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(UNAUDITED)

	Three Months Ended February 28,		Nine Months Ended February 28,	
(Dollars in thousands)	2019	2018	2019	2018
Net income (loss)	$(71,471)	$221,029	$96,233	$408,767
Other comprehensive income (loss):				
Unrealized losses on equity securities	—			