

NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORP /DC/

Form 424B5

October 08, 2013

**Filed pursuant to Rule 424(b)(5)**

**Registration No. 333-177949**

PROSPECTUS SUPPLEMENT

(To prospectus dated November 14, 2011)

National Rural Utilities

Cooperative Finance Corporation

Member Capital Securities

Series 2013

National Rural Utilities Cooperative Finance Corporation (“CFC”) is offering to its voting members who are existing CFC security holders from time to time its Series 2013 member capital securities. Each Series 2013 member capital security will mature on a date 30 years from its date of issuance. Unless specified otherwise in the applicable pricing supplement to this prospectus supplement, interest on the Series 2013 member capital securities will be paid on April 1 and October 1 of each year and at maturity. Series 2013 member capital securities may be redeemed at CFC’s option at any time after ten years from issuance. Series 2013 member capital securities will be unsecured obligations of CFC and subordinate to all existing and future senior indebtedness of CFC and all existing and future subordinated indebtedness of CFC that may be held by or transferred to non-members of CFC, but will rank pari passu to CFC’s member subordinated certificates and CFC’s other subordinated indebtedness that may only be held by or transferred to members of CFC, including CFC’s previously-issued and outstanding member capital securities. The Series 2013 member capital securities may not be transferred without the prior written consent of CFC and only CFC’s voting members who are existing CFC security holders may purchase and hold the securities.

The applicable pricing supplement will describe the additional terms of each Series 2013 member capital security. You should read this prospectus supplement, the accompanying prospectus, the applicable pricing supplement and any other offering materials carefully before you invest.

The Series 2013 member capital securities are being offered in minimum denominations of \$25,000 and integral multiples of \$5,000 in excess thereof.

**Investing in the Series 2013 member capital securities involves risks. See “Risk Factors” on page S-6 of this prospectus supplement and in the documents incorporated by reference herein.**

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if the prospectus supplement or attached prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The Series 2013 member capital securities will be offered and sold directly to investors. The Series 2013 member capital securities will not be listed on any securities exchange.

Prospectus Supplement dated October 8, 2013

**You should rely only on the information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus, the applicable pricing supplement and any other offering materials. We have not authorized anyone to provide you with different information. You should not assume that the information contained in this prospectus supplement, the accompanying prospectus, the applicable pricing supplement or any other offering materials is accurate as of any date other than the date on the front cover of this prospectus supplement or other document. We are not making an offer of these securities in any state or other jurisdiction where such an offer is not permitted.**

The distribution of this prospectus supplement, the accompanying prospectus and any accompanying pricing supplement and the offering of the securities in certain jurisdictions may be restricted by law. Persons into whose possession this prospectus supplement, the accompanying prospectus and any accompanying pricing supplement come should inform themselves about and observe any such restrictions. This prospectus supplement, the accompanying prospectus and any accompanying pricing supplement do not constitute, and may not be used in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer or solicitation.

In addition to using our full name, we also refer to our company as “CFC”. References in this prospectus supplement to “\$” and “dollars” are to the currency of the United States.

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## **ABOUT THIS PROSPECTUS SUPPLEMENT; PRICING SUPPLEMENT**

CFC may use this prospectus supplement, together with the attached prospectus, a pricing supplement and any other offering material, to offer CFC's Series 2013 member capital securities from time to time.

This prospectus supplement sets forth certain terms of the Series 2013 member capital securities that CFC may offer. It supplements the description of the debt securities contained in the attached prospectus. If information in this prospectus supplement is inconsistent with the prospectus, this prospectus supplement applies and supersedes that information in the prospectus.

Each time CFC issues Series 2013 member capital securities, it will attach a pricing supplement to this prospectus supplement. The pricing supplement will contain the specific description of the Series 2013 member capital securities being offered and the terms of the offering. The pricing supplement may add, update or change information in this prospectus supplement or the attached prospectus. Any information in the pricing supplement or any other offering material that you have been provided, including any changes in the method of calculating interest on any security, that is inconsistent with this prospectus supplement applies and supersedes that information in this prospectus supplement. Throughout this prospectus supplement, where we indicate that information may be supplemented in an applicable pricing supplement, that information may also be supplemented in other offering material we provide to you.

It is important for you to read and consider all the information contained in this prospectus supplement, the attached prospectus, the pricing supplement and any other offering material in making your investment decision. You should also read and consider the information in the documents CFC has referred you to in “Where You Can Find More Information and Incorporation by Reference” on page S-3 of this prospectus supplement and page 2 of the accompanying prospectus.

## **WHERE YOU CAN FIND MORE INFORMATION**

We file annual, quarterly and current reports and other information with the Securities and Exchange Commission (the “SEC”). You may read and copy any document we file at the SEC’s Public Reference Room located at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information about the operation of the Public Reference Room. Our SEC filings are also available to the public at the SEC’s website at <http://www.sec.gov>.

As permitted by SEC rules, this prospectus supplement may not contain all of the information we have included in the registration statement and the accompanying exhibits and schedules we file with the SEC. You may refer to the registration statement, exhibits and schedules for more information about us and the securities. The registration statement, exhibits and schedules are available through the SEC’s public reference room or website.

## **INCORPORATION BY REFERENCE**

The SEC allows us to “incorporate by reference” into this prospectus supplement information we have filed with the SEC. This permits us to disclose important information to you by referring to these filed documents. The information incorporated by reference is an important part of this prospectus supplement, and the information we file subsequently with the SEC will automatically update and supersede the information in this prospectus supplement. Absent unusual circumstances, we will have no obligation to amend this prospectus supplement, other than filing subsequent information with the SEC. The historical and future information that is incorporated by reference in this prospectus

supplement is considered to be part of this prospectus supplement. The information included elsewhere in the prospectus and this prospectus supplement, and the following information incorporated by reference is considered to be part of the prospectus and this prospectus supplement:

- Annual Report on Form 10-K for the year ended May 31, 2013 (filed August 28, 2013); and
- Current Report on Form 8-K, dated June 19, 2013 (filed June 24, 2013).

CFC also incorporates by reference all additional documents that it may file with the SEC under the Securities Exchange Act of 1934 as amended (the “Exchange Act”), between the date of this prospectus supplement and the completion of this offering. However, CFC is not incorporating any document or information that is deemed to be furnished and not filed in accordance with SEC rules.

You may obtain a copy of these filings from the SEC’s website at [www.sec.gov](http://www.sec.gov) or request a copy of these filings from CFC by writing or telephoning us at the following address:

National Rural Utilities Cooperative Finance Corporation

20701 Cooperative Way

Dulles, VA 20166-6691

(703) 467-1800

Attn: J. Andrew Don, Senior Vice President and Chief Financial Officer

See also “Where You Can Find More Information” on page 3 of the accompanying prospectus.

## SUMMARY

*This section summarizes the legal and financial terms of the Series 2013 member capital securities that are described in more detail under the captions “Description of the Series 2013 Member Capital Securities” herein and “Description of the Debt Securities” in the Prospectus. Final terms of any particular Series 2013 member capital securities will be determined at the time of sale and will be contained in the pricing supplement relating to those Series 2013 member capital securities. The terms of the Series 2013 member capital securities appearing in that pricing supplement may vary from, and if they do vary will supersede, the terms contained in this summary and in “Description of the Series 2013 Member Capital Securities” herein and “Description of the Debt Securities” in the Prospectus. In addition, in deciding whether to invest in any particular Series 2013 member capital securities you should read the more detailed information appearing elsewhere in this prospectus supplement, the prospectus and in the applicable pricing supplement.*

Issuer	National Rural Utilities Cooperative Finance Corporation
Offerees	Only voting members of CFC who are existing CFC security holders
Securities Being Offered	Member Capital Securities, Series 2013
Minimum Investment	\$25,000, multiples of \$5,000 in excess thereof
Subordination	The Series 2013 member capital securities will be subordinate to all existing and future senior indebtedness of CFC and all existing and future subordinated indebtedness of CFC that may be held by or transferred to non-members of CFC. The Series 2013 member capital securities will rank pari passu with CFC’s member subordinated certificates and CFC’s other subordinated indebtedness that may only be held by or transferred to members of CFC, including CFC’s previously issued and outstanding member capital securities.
Maturity	30 years from the date of issuance
Interest	The Series 2013 member capital securities will bear interest at the fixed or floating rate stated in the applicable pricing supplement from the date on which the Series 2013 member capital securities are issued or from the most recent interest payment date until the principal amount thereof becomes due and payable.
Restrictions on Purchase and Transfer	The Series 2013 member capital securities may not be transferred without CFC’s prior written consent and only CFC’s voting members who are existing CFC security holders may purchase and hold the Series 2013 member capital securities.
Redemption	

The Series 2013 member capital securities will be redeemable at the option of CFC, in whole or in part, at any time after ten years from the date the securities were issued at 100% of the principal amount to be redeemed together with accrued and unpaid interest to the redemption date.

Deferral of  
Interest  
Payments

CFC may at its option and from time to time during the term of the Series 2013 member capital securities, defer payment of interest for a period not exceeding 10 consecutive semi-annual interest payment periods (or an equivalent period of quarterly or other interest payment periods). During a deferral period, interest will continue to accrue, but will not be paid on the regular interest payment date. At the end of a deferral period, CFC must pay all interest then accrued and unpaid together with interest thereon at the same rate as specified for the member capital securities to the extent permitted by applicable law.

Payment  
Restriction

No payment shall be made in respect of Series 2013 member capital securities if, at the time of such payment or immediately after giving effect thereto, (i) there shall exist a default by CFC in the payment of principal or mandatory prepayments or premium, if any, of sinking funds or interest on any senior or subordinated indebtedness of CFC, or (ii) there shall have occurred an event of default (other than a default in the payment of principal, premium, if any, mandatory prepayments, sinking funds or interest) with respect to any senior or subordinated indebtedness (as defined in the instrument under which the same is



outstanding) permitting the holders thereof (or of the indebtedness secured thereby) to accelerate the maturity thereof, and such event of default shall not have been cured or waived or shall not have ceased to exist.

Voting Rights None

Listing The Series 2013 member capital securities are not and will not be listed.

Ratings None

Certificated Form Each Series 2013 member capital security will be issued in certificated form.

Trustee The trustee for the Series 2013 member capital securities is U.S. Bank National Association under an indenture dated as of October 15, 1996. The trustee also will act as paying agent and registrar.

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## **RISK FACTORS**

*Investing in the Series 2013 member capital securities involves significant risks. Before you invest in the securities, you should carefully consider the following risks in addition to the other information contained or incorporated by reference in this prospectus supplement and in the accompanying prospectus, including the risks and uncertainties discussed in our periodic and current reports filed with the SEC and incorporated herein. In addition to considering the information contained or incorporated by reference elsewhere in this prospectus supplement and in the accompanying prospectus, you should not purchase the Series 2013 member capital securities unless you understand the following risks:*

***Series 2013 member capital securities are subordinate to other CFC debt.***

The obligations of CFC under the Series 2013 member capital securities are unsecured and subordinate in right of payment to all existing and future senior indebtedness of CFC and all existing and future subordinated indebtedness of CFC that is holdable by or transferable to non-members of CFC. There are no terms in the Series 2013 member capital securities that limit CFC's ability to incur additional indebtedness, including indebtedness that ranks senior to the Series 2013 member capital securities. See "Description of Debt Securities— Subordination" in the accompanying prospectus.

***CFC has the option to defer interest payments.***

CFC may, at its option at any time and from time to time during the term of the Series 2013 member capital securities, defer payment of interest for a period not exceeding 10 consecutive semi-annual interest payment periods (or an equivalent period of quarterly or other interest payment periods). At the end of a deferral period, CFC must pay all interest then accrued and unpaid. During any deferral period, CFC may not declare or pay any dividend or interest on, or principal of, or redeem, purchase, acquire or make a liquidation payment with respect to, any of its member subordinated certificates, members' equity or patronage capital. Before the end of any deferral period, CFC may further defer the payment of interest, but the deferral period, together with all previous and further deferrals, may not exceed 10 consecutive semi-annual interest payment periods (or equivalent thereof) or extend beyond the maturity of the Series 2013 member capital securities. Upon the termination of a deferral period and the payment of all amounts then due, CFC may select a new deferral period, subject to the above conditions.

Should a deferral period occur, a holder of Series 2013 member capital securities will be required to accrue income as original issue discount for U.S. federal income tax purposes even though interest is not being paid on a current basis. See "Certain United States Federal Income Tax Consequences."

Should CFC declare or make any payment on or redeem, purchase, acquire or make a liquidation payment with respect to any of its members subordinated certificates, members' equity or patronage capital during a deferral period, this would constitute an immediate event of default under the terms of the Series 2013 member capital securities. However, because of the terms of the subordination provisions in CFC's member subordinated certificates, CFC's failure to pay interest on, or principal of, those certificates during a deferral period will not be a default under those securities.

***Series 2013 member capital securities may be sold or transferred only to other CFC voting members and may have limited or no liquidity.***

The Series 2013 member capital securities will be offered and sold only to voting members of CFC who are existing CFC security holders and may be resold or transferred only to other CFC voting members who are existing CFC security holders only with CFC's prior written consent. The Series 2013 member capital securities are not redeemable at the option of the holder thereof and you may not be able to resell the Series 2013 member capital securities at a price that you wish to receive or at all. The Series 2013 member capital securities are not, and will not be, listed on any securities exchange.

***We may choose to redeem the Series 2013 member capital securities when prevailing interest rates are relatively low.***

The Series 2013 member capital securities are redeemable at the option of CFC, in whole or in part, at any time after ten years from the date the securities were issued and we may choose to redeem your securities from time to time thereafter. Prevailing interest rates at the time we redeem your securities likely would be lower than the rate then borne by the securities. In such a case you would not be able to reinvest the redemption proceeds in a comparable security at an effective interest rate as high as the interest rate on the securities being redeemed.

## **USE OF PROCEEDS**

Unless we describe a different use in a particular pricing supplement, the net proceeds from the sale of Series 2013 member capital securities will be added to the general funds of CFC and will be available to fund operations, including the retirement of debt. Such proceeds initially may be used to reduce short-term borrowings, primarily commercial paper.

## **DESCRIPTION OF THE SERIES 2013 MEMBER CAPITAL SECURITIES**

The following description summarizes the specific terms of the Series 2013 member capital securities supplements and should be read in conjunction with the description of the general terms and provisions of the debt securities set forth in the accompanying prospectus under the caption "Description of Debt Securities." If any specific information regarding the Series 2013 member capital securities in this prospectus supplement or in a pricing supplement is inconsistent with the terms of the debt securities described in the accompanying prospectus, you should rely on the information in this prospectus supplement.

The following summary does not purport to be complete and is subject in all respects to the provisions of, and is qualified in its entirety by reference to, the description in the indenture.

### **Principal Amount, Interest and Maturity**

The securities will be issued as a series of subordinated debt securities under the indenture dated as of October 15, 1996, between CFC and U.S. Bank National Association, as successor trustee. We may issue an unlimited aggregate principal amount of the Series 2013 member capital securities under the indenture. There is no limit on the amount of additional securities similar to the Series 2013 member capital securities that may be issued under the indenture.

The Series 2013 member capital securities will mature 30 years from the date on which they are issued. The Series 2013 member capital securities will bear interest at the fixed or floating rate stated in the applicable pricing supplement from the date on which the Series 2013 member capital securities are issued or from the most recent interest payment date until the principal amount thereof becomes due and payable. Unless specified otherwise in the applicable pricing supplement, interest will be payable in arrears on April 1, October 1 and at maturity, commencing on the first interest payment date after issuance. Unless specified otherwise in the applicable pricing supplement, interest will be payable to the person in whose name the securities are registered at the close of business on March 15 and September 15 of each year.

Unless specified otherwise in the applicable pricing supplement, the first payment of interest on any Series 2013 member capital security originally issued between a regular record date and an interest payment date will be made on the interest payment date following the next regular record date. Interest payments on Series 2013 member capital securities will equal the amount of interest accrued from and including the prior interest payment date or from and including the date of issue, but excluding the related interest payment date or maturity.

In the event that any interest payment date is not a business day, then the interest payment date shall be postponed to the next succeeding business day (without any interest or other payment in respect of any such delay), except that, if such next succeeding business day is in the following month, the interest payment date shall be the immediately preceding business day. A “business day” is any week day other than a day on which banking institutions in the borough of Manhattan, city and state of New York are authorized by law to close or on which CFC is closed.

CFC may change interest rates, or interest rate formulas, from time to time, but no change will affect any Series 2013 member capital security or other member capital security already issued.

#### *Fixed Rate Series 2013 Member Capital Securities*

Each fixed rate Series 2013 member capital security will bear interest from its date of issue at the annual rate stated in the applicable pricing supplement. Interest on fixed rate Series 2013 member capital securities will be computed and paid on the basis of a 360-day year of twelve 30-day months.

#### *Floating Rate Series 2013 Member Capital Securities*

The interest rate on each floating rate Series 2013 member capital security will equal the interest rate calculated by reference to the specified interest rate formula set forth in the applicable pricing supplement plus or minus any spread and/or multiplied by any spread multiplier also set forth in such pricing supplement. The “spread” is the number of basis points specified in the applicable pricing supplement as applying to the interest rate for the Series 2013 member capital security and the “spread multiplier” is the percentage specified in the applicable pricing supplement as applying to the interest rate for the Series 2013 member capital security. Interest on floating rate Series 2013 member capital securities will be computed on the basis of the actual number of days in the applicable interest period divided by 360.

The applicable pricing supplement relating to a floating rate Series 2013 member capital security will designate one or more interest rate bases for the floating rate Series 2013 member capital security. The basis or bases will be determined by reference to:

LIBOR, in which case the Series 2013 member capital security will be a LIBOR Series 2013 member capital security, or

- any other interest rate basis or formula as is set forth in the pricing supplement.

In addition, the pricing supplement may define or specify for each Series 2013 member capital security the following terms, if applicable: calculation date, initial interest rate, interest payment dates, regular record dates, interest determination dates and interest reset dates with respect to the Series 2013 member capital security.

The rate of interest on each floating rate Series 2013 member capital security will be reset according to the index maturity, as specified in the applicable pricing supplement. Unless otherwise specified in the applicable pricing supplement, the interest reset dates will be each April 1 and October 1. However,

the interest rate in effect from the date of issue to the first interest reset date with respect to a floating rate Series 2013 member capital security will be the initial interest rate (as set forth in the applicable pricing supplement), and

unless otherwise specified in an applicable pricing supplement, the interest rate in effect for the ten calendar days immediately prior to maturity, if applicable, will be that in effect on the tenth calendar day preceding maturity.

If any interest reset date for any floating rate Series 2013 member capital security would otherwise be a day that is not a business day for that floating rate Series 2013 member capital security, the interest reset date for that floating rate Series 2013 member capital security will be postponed to the next business day. For this purpose, "business day" shall mean

with respect to LIBOR Series 2013 member capital securities only, any day on which dealings in deposits in U.S. dollars are transacted in the London interbank market, and

with respect to any other floating rate Series 2013 member capital security, any week day other than a day on which banking institutions in the borough of Manhattan, city and state of New York are authorized by law to close.

The interest determination date pertaining to an interest reset date for a LIBOR member capital security will be the second London business day prior to that interest reset date.

The interest rate on the floating rate Series 2013 member capital securities will in no event be higher than the maximum rate permitted by applicable law. Under present New York law, subject to certain exceptions, the maximum rate of interest for any loan in an amount less than \$250,000 is 16% per annum, and for any loan in the amount of \$250,000 or more but less than \$2,500,000 is 25% per annum on a simple interest basis. The limit may not apply to floating rate Series 2013 member subordinated capital securities in which \$2,500,000 or more has been invested.

Upon the request of the holder of any floating rate Series 2013 member capital security, the calculation agent will provide the interest rate then in effect. If it has been determined, the calculation agent will also provide the interest rate which will become effective as a result of a determination made on the most recent interest determination date with respect to that floating rate Series 2013 member capital security. Unless otherwise provided in the applicable pricing supplement, CFC will be the calculation agent with respect to the floating rate Series 2013 member capital securities. Unless otherwise specified in the applicable pricing supplement, the calculation date, if applicable, pertaining to any interest determination date will be the earlier of the tenth calendar day after such interest determination date, or, if such day is not a business day, the next succeeding business day or the business day preceding the applicable interest payment date or maturity, as the case may be.

All percentages resulting from any calculation on floating rate Series 2013 member capital securities will be rounded to the nearest one hundred-thousandth of a percentage point, with five one millionths of a percentage point rounded upwards (e.g., 9.876545% (or .09876545) would be rounded to 9.87655% (or .0987655)), and all dollar amounts used in or resulting from this calculation will be rounded to the nearest cent (with one-half cent or unit being rounded upward).

#### *LIBOR*

LIBOR shall be determined by the calculation agent in accordance with the following provisions:

With respect to any interest determination date, LIBOR will be the offered rate for deposits in United States dollars having a maturity of three months commencing on the applicable interest reset date that appears on the designated LIBOR Page as of 11:00 A.M., London time, on the interest determination date. If no rate appears, LIBOR in respect of that interest determination date will be determined in accordance with the following provisions:

The calculation agent will request the principal London offices of each of four major reference banks (which may include affiliates of the underwriters) in the London Interbank market, as selected by the calculation agent (after consultation with CFC), to provide the calculation agent with its offered quotation for deposits in United States dollars for the three-month period commencing on the interest reset date, to prime banks in the London Interbank market at approximately 11:00 A.M., London time, on that interest determination date and in a principal amount that is representative for a single transaction in United States dollars in that market at that time.

If at least two quotations are so provided, then LIBOR on the interest determination date will be the arithmetic mean of those quotations.

If fewer than two quotations are so provided, then LIBOR on the interest determination date will be the arithmetic mean of the rates quoted at approximately 11:00 A.M., New York City time, on the interest determination date by three major banks (which may include affiliates of the underwriters) in the City of New York selected by the calculation agent (after consultation with CFC) for loans in United States dollars to leading European banks having a three-month maturity and in a principal amount that is representative for a single transaction in United States dollars in that market at that time.

If the banks so selected by the calculation agent are not providing quotations as provided above, LIBOR determined as of that interest determination date will be LIBOR in effect on that interest determination date.

The designated LIBOR page is the Reuters screen "LIBOR01", or any successor service for the purpose of displaying the London Interbank rates of major banks for United States dollars. The Reuters screen "LIBOR01" is the display designated as the Reuters screen "LIBOR01", or such other page as may replace the Reuters screen "LIBOR01" on that service or such other service or services as may be denominated by the British Bankers' Association for the purpose of displaying London Interbank offered rates for United States dollar deposits.

All calculations made by the calculation agent for the purposes of calculating the interest rate on the floating rate Series 2013 member capital securities shall be conclusive and binding on the holders of floating rate Series 2013 member capital securities, CFC and the trustee, absent manifest error.

## **Redemption**

The Series 2013 member capital securities will be redeemable at the option of CFC, in whole or in part, at any time after ten years from the date the securities were issued at 100% of the principal amount to be redeemed together with accrued and unpaid interest to the redemption date. Notice of any redemption will be mailed at least 30 days but not more than 60 days before the date of redemption to each holder of the Series 2013 member capital securities to be redeemed. Unless CFC defaults in payment of the redemption price, on and after the date of redemption, interest will cease to accrue on such Series 2013 member capital securities or the portion called for redemption.



### **Option to Defer Interest Payments**

CFC may at its option and from time to time during the term of the Series 2013 member capital securities, defer payment of interest for a period not exceeding 10 consecutive semi-annual interest payment periods (or an equivalent period of quarterly or other interest payment periods). During a deferral period, interest will continue to accrue, but will not be paid on the regular interest payment date. At the end of a deferral period, CFC must pay all interest then accrued and unpaid together with interest thereon at the same rate as specified for the Series 2013 member capital securities to the extent permitted by applicable law. During a deferral period CFC may not declare or pay any dividend or interest on, or principal of, or redeem, purchase, acquire or make a liquidation payment with respect to, any of its member subordinated certificates, members' equity or patronage capital. Before the end of any deferral period, CFC may further defer the payment of interest, but the deferral period, together with all previous and further deferrals, may not exceed 10 consecutive semi-annual interest payment periods (or equivalent thereof) or extend beyond the maturity of the Series 2013 member capital securities. Upon the termination of a deferral period and the payment of all amounts then due, CFC may elect a new deferral period, subject to the above conditions.

CFC will inform the holders of Series 2013 member capital securities of its intent to defer payment of interest in writing at least ten business days before the earlier of (i) the next interest payment due date and (ii) the date CFC is required to give notice to holders of the Series 2013 member capital securities of the record or payment date for such interest payment. The notice will indicate the length of the deferral period or the number of semi-annual interest payments that will be deferred.

### **Subordination**

The Series 2013 member capital securities will be unsecured obligations of CFC and subordinate to all existing and future senior indebtedness of CFC and all existing and future subordinated indebtedness of CFC that may be held by or transferred to non-members of CFC. The Series 2013 member capital securities will rank pari passu with CFC's member subordinated certificates and CFC's other

subordinated indebtedness that may only be held by or transferred to members of CFC, including CFC's previously issued and outstanding member capital securities.

### **Payment Restriction**

No payment shall be made in respect of Series 2013 member capital securities if, at the time of such payment or immediately after giving effect thereto, (i) there shall exist a default by CFC in the payment of principal or mandatory prepayments or premium, if any, of sinking funds or interest on any senior or subordinated indebtedness (as defined in the instrument under which the same is outstanding) of CFC, or (ii) there shall have occurred an event of default (other than a default in the payment of principal, premium, if any, mandatory prepayments, sinking funds or interest) with respect to any senior or subordinated indebtedness (as defined in the instrument under which the same is outstanding) permitting the holders thereof (or of the indebtedness secured thereby) to accelerate the maturity thereof (or of the indebtedness secured thereby), and such event of default shall not have been cured or waived or shall not have ceased to exist.

### **Restrictions on Purchase and Transfer**

The securities may not be transferred without CFC's prior written consent and only CFC's voting members who are existing CFC security holders may purchase and hold the securities. Any purported transfer of Series 2013 member capital securities without CFC's prior written consent will be void *ab initio*.

### **Additional Events of Default**

In addition to the events of default described in the accompanying prospectus under the caption "Description of Debt Securities — Events of Default," the following will constitute events of default under the indenture with respect to the Series 2013 member capital securities: payment of any dividend or interest on, or principal of, or redemption, purchase, acquisition, retirement or liquidation payment with respect to any member subordinated certificates, members' equity or patronage capital, if such payment is made during an extension period and either (i) such extension period has not expired or been terminated or (ii) CFC has not made all payments due on the Series 2013 member capital securities as a result of such expiration or termination. However, because of the terms of the subordination provisions in CFC's member subordinated certificates, CFC's failure to pay interest on, or principal of, such certificates during an extension period will not be a default thereunder.

### **Defeasance**

The provisions described in the accompanying prospectus under the caption “Description of Debt Securities — Defeasance” are applicable to the Series 2013 member capital securities.

As set forth in that description, subject to conditions specified in the indenture, the Series 2013 member capital securities will be deemed paid for purposes of the indenture and the entire indebtedness of CFC will be deemed to have been satisfied and discharged, if there has been irrevocably deposited with the trustee or any paying agent in trust sufficient cash or certain government securities, or a combination of the two, to fully satisfy all principal of and interest on the Series 2013 member capital securities.

### **Certificated Form**

Each Series 2013 member capital security will be issued in certificated form. Payments of principal and any interest on Series 2013 member capital securities payable at maturity or upon redemption will be made in immediately available funds at the office of the paying agent in the Borough of Manhattan, The City of New York. Payments in immediately available funds will be made only if the certificated Series 2013 member capital securities are presented to the paying agent in time for the paying agent to make payments in immediately available funds in accordance with its normal procedures. Interest on Series 2013 member capital securities will be paid by wire transfer in immediately available funds, but only if appropriate instructions have been received in writing by the paying agent on or prior to the applicable regular record date for the payment of interest. If no instructions have been received in writing by the paying agent, the funds will be paid by check mailed to the address of the person entitled to the interest.

Series 2013 member capital securities may be presented for registration of transfer or exchange at the office of U.S. Bank National Association in the Borough of Manhattan, City of New York.

### **Paying Agent and Registrar**

Initially, U.S. Bank National Association, acting through its office in the Borough of Manhattan, City of New York, will act as paying agent and registrar for the Series 2013 member capital securities.

## **CERTAIN UNITED STATES FEDERAL INCOME TAX CONSEQUENCES**

This section describes certain material United States federal income tax consequences to United States holders of owning the Series 2013 member capital securities. For purposes of this section, “United States holder” includes any holder that is a corporation or other entity treated as a corporation for United States federal income tax purposes created or organized under the laws of the United States, any state thereof or the District of Columbia. It applies to you only if you acquire Series 2013 member capital securities upon their original issuance at their original offering price and you hold your Series 2013 member capital securities as capital assets for tax purposes. This section generally applies to members of CFC that are subject to United States federal income taxation, and does not address all of the tax considerations that may be relevant to a holder in light of its particular circumstances or to holders subject to special tax treatment under United States federal income tax law. This section does not address the effect of any state, local or foreign tax laws.

This section is based on the Internal Revenue Code of 1986, as amended, its legislative history, existing and proposed regulations under the Internal Revenue Code, published rulings and court decisions, all as currently in effect. These laws are subject to change, possibly on a retroactive basis.

We have not sought any rulings concerning the treatment of the Series 2013 member capital securities, and the statements made in this section are not binding on the IRS or the courts. Investors should consult their tax advisors in determining the specific tax consequences and risks to them of purchasing, holding and disposing of the Series 2013 member capital securities, including the application to their particular situation of the United States federal income tax considerations discussed below, as well as the application of state, local, foreign or other tax laws.

### **Classification of the Series 2013 Member Capital Securities**

The determination of whether a security, such as a Series 2013 member capital security, should be classified as indebtedness or equity for United States federal income tax purposes requires a judgment based on all relevant facts and circumstances. There is no statutory, judicial or administrative authority that directly addresses the United States federal income tax treatment of securities similar to the Series 2013 member capital securities, and, as noted above, no rulings have been sought or are expected to be sought from the IRS. We intend to take the position that the Series 2013 member capital securities are indebtedness of CFC for United States federal income tax purposes. The remainder of this discussion assumes that the Series 2013 member capital securities will not be recharacterized as other than indebtedness of CFC. Holders should consult their own tax advisors regarding the consequences that would arise if the Series 2013 member capital securities are not treated as indebtedness of CFC.

### **Interest Income and Original Issue Discount**

Under applicable Treasury regulations, a “remote” contingency that stated interest will not be timely paid will be ignored in determining whether a debt instrument is issued with original issue discount “OID.” We believe that the likelihood of our exercising our option to defer payments on the Series 2013 member capital securities is remote within the meaning of the regulations. Based on the foregoing, we believe that the Series 2013 member capital securities will not be considered to be issued with OID at the time of their original issuance. Accordingly, each holder of Series 2013 member capital securities should include in gross income that holder’s allocable share of interest on the Series 2013 member capital securities in accordance with that holder’s method of tax accounting.

Under the applicable Treasury Regulations, if the option to defer any payment of interest was determined not to be “remote”, or if we exercised that option, the Series 2013 member capital securities would be treated as issued with OID at the time of issuance or at the time of that exercise, as the case may be, then, all stated interest on the Series 2013 member capital securities would thereafter be treated as OID as long as the Series 2013 member capital securities remained outstanding. In that event, all of a holder’s taxable interest income relating to the Series 2013 member capital securities would constitute OID that would have to be included in income on an economic accrual basis before the receipt of the cash attributable to the interest, regardless of that holder’s method of tax accounting, and actual distributions of stated interest would not be reported as taxable income. Consequently, a holder of Series 2013 member capital securities would be required to include in gross income OID even though we do not make actual payments on the Series 2013 member capital securities during a deferral period. The IRS has not defined the meaning of the term “remote” as used in the applicable Treasury Regulations in any binding ruling or interpretation, and it is possible that the IRS could take a position contrary to the interpretation in this prospectus supplement.

Because income on the Series 2013 member capital securities will constitute interest or OID, corporate holders of Series 2013 member capital securities will not be entitled to a dividends-received deduction relating to any income recognized relating to the Series 2013 member capital securities.

### **Sales of Series 2013 Member Capital Securities**

A holder that sells Series 2013 member capital securities will recognize gain or loss equal to the difference between its adjusted tax basis in the Series 2013 member capital securities and the amount realized on the sale of those Series 2013 member capital securities. Assuming that we do not exercise our option to defer payments of interest on the Series 2013 member capital securities and that the Series 2013 member capital securities are not deemed to be issued with OID, a holder's adjusted tax basis in the Series 2013 member capital securities generally will be its initial purchase price. If the Series 2013 member capital securities are deemed to be issued with OID, a holder's tax basis in the Series 2013 member capital securities generally will be its initial purchase price, increased by OID previously includible in that holder's gross income to the date of disposition and decreased by distributions or other payments received on the Series 2013 member capital securities since and including the date that the Series 2013 member capital securities were deemed to be issued with OID. That gain or loss generally will be a capital gain or loss, except to the extent of any accrued interest required to be included in income, and generally will be long-term capital gain or loss if the Series 2013 member capital securities have been held for more than one year.

Should we exercise our option to defer payment of interest on the Series 2013 member capital securities, the Series 2013 member capital securities may trade at a price that does not fully reflect the accrued but unpaid interest relating to the underlying Series 2013 member capital securities. In the event of that deferral, a holder who disposes of its Series 2013 member capital securities between record dates for payments of distributions will be required to include in income as ordinary income accrued but unpaid interest on the Series 2013 member capital securities to the date of disposition and to add that amount to its adjusted tax basis in its Series 2013 member capital securities disposed of. To the extent the selling price is less than the holder's adjusted tax basis, that holder will recognize a capital loss. Capital losses generally cannot be applied to offset ordinary income for United States federal income tax purposes.

### **Information Reporting and Backup Withholding**

Income on the Series 2013 member capital securities may be subject to information reporting. In addition, holders may be subject to a backup withholding tax on those payments if they do not provide their taxpayer identification numbers to the paying agent in the manner required, fail to certify that they are not subject to backup withholding tax, or otherwise fail to comply with applicable backup withholding tax rules. Holders may also be subject to information reporting and backup withholding tax with respect to the proceeds from a sale, exchange, retirement or other taxable disposition (collectively, a "disposition") of the Series 2013 member capital securities. Any amounts withheld under the backup withholding rules will be allowed as a credit against the holder's United States federal income tax liability provided the required information is timely furnished to the IRS.

**THE UNITED STATES FEDERAL INCOME TAX DISCUSSION SET FORTH ABOVE IS INCLUDED FOR GENERAL INFORMATION ONLY AND MAY NOT BE APPLICABLE DEPENDING UPON A HOLDER'S PARTICULAR SITUATION. HOLDERS SHOULD CONSULT THEIR TAX ADVISORS REGARDING**

**THE TAX CONSEQUENCES TO THEM OF THE PURCHASE, OWNERSHIP AND DISPOSITION OF THE SERIES 2013 MEMBER CAPITAL SECURITIES, INCLUDING THE TAX CONSEQUENCES UNDER STATE, LOCAL, FOREIGN AND OTHER TAX LAWS.**

**PLAN OF DISTRIBUTION**

The Series 2013 member capital securities are offered on a continuing basis by CFC on its own behalf directly to its voting members. CFC will have the sole right to accept offers to purchase Series 2013 member capital securities and may reject any such offer, in whole or in part.

Unless otherwise indicated in the applicable pricing supplement, payment of the purchase price of Series 2013 member capital securities will be required to be made in immediately available funds to CFC.

**LEGAL MATTERS**

The validity of the Series 2013 member capital securities offered hereby and certain United States tax matters in connection with the offering of Series 2013 member capital securities have been passed upon for CFC by Hogan Lovells US LLP, Columbia Square, 555 Thirteenth Street NW, Washington, D.C.

**EXPERTS**

The consolidated financial statements incorporated in this Prospectus Supplement by reference from CFC's Annual Report on Form 10-K for the year ended May 31, 2013 have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report, which is incorporated herein by reference. Such consolidated financial statements have been so incorporated in reliance upon the report of such firm given upon their authority as experts in accounting and auditing.

## PROSPECTUS

### **National Rural Utilities Cooperative Finance Corporation**

Senior Debt Securities  
Subordinated Debt Securities

We plan to offer from time to time senior debt securities and subordinated debt securities. We will provide the specific terms of these senior debt securities and subordinated debt securities and the offering in one or more supplements to this prospectus. A prospectus supplement may also add, change or update information contained in this prospectus. You should read this prospectus and any supplements carefully before you invest.

We may sell these securities on a continuous or delayed basis directly, through agents, dealers or underwriters as designated from time to time, or through a combination of these methods. We reserve the sole right to accept, and together with any agents, dealers and underwriters, reserve the right to reject, in whole or in part, any proposed purchase of securities. For additional information on the method of sale, refer to the section entitled "Plan of Distribution" below. The names of any underwriters, dealers or agents involved in the sale of any securities, the specific manner in which they may be offered and any applicable commissions or discounts will be set forth in the prospectus supplement covering the sales of those securities.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved these senior debt securities and subordinated debt securities, or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

**Investing in the senior debt securities and subordinated debt securities involves risks. See "Risk Factors" on page 2.**

This prospectus may not be used to consummate sales of senior debt securities or subordinated debt securities unless accompanied by a prospectus supplement.



The date of this prospectus is November 14, 2011

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## ABOUT THIS PROSPECTUS

To understand the terms of the senior debt securities and subordinated debt securities (the securities) offered by this prospectus, you should carefully read this prospectus, any prospectus supplement or pricing supplement. You should also read the documents referred to under the heading Where You Can Find More Information and Incorporation By Reference for information on National Rural Utilities Cooperative Finance Corporation (CFC or the Company, also referred to as we, us and our), including its financial statements. Certain capitalized terms used in this prospectus are defined elsewhere in this prospectus.

This prospectus is part of a registration statement that we have filed with the U.S. Securities and Exchange Commission (the SEC), using a shelf registration procedure. Under this procedure, we may offer and sell the securities from time to time. Each time we offer the securities, we will provide you with a prospectus supplement or pricing supplement that will describe the specific amounts, prices and terms of the securities being offered, including the names of any underwriters, dealers or agents, the compensation of any underwriters and the net proceeds to us. The prospectus supplement may contain information about any material U.S. federal income tax considerations relating to the securities covered by the prospectus supplement. The prospectus supplement or pricing supplement may also add, update or change information contained in this prospectus.

We are not making an offer of these securities in any state or jurisdiction where the offer is not permitted.

## RISK FACTORS

Investing in the securities involves significant risks. Before you invest in the securities, in addition to the other information contained in this prospectus and in any prospectus supplement, you should carefully consider the risks and uncertainties discussed under Item 1A, Risk Factors, or otherwise discussed in our Annual Report on Form 10-K for the fiscal year ended May 31, 2011 and in other filings we may make from time to time with the SEC after the date of the registration statement of which this prospectus is a part.

## WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports and other information with the SEC. You may read and copy any document we file at the SEC's Public Reference Room located at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information about the operation of the Public Reference Room. Our SEC filings are also available to the public at the SEC's website at <http://www.sec.gov>.

As permitted by SEC rules, this prospectus may not contain all of the information we have included in the registration statement and the accompanying exhibits and schedules we file with the SEC. You may refer to the registration statement, exhibits and schedules for more information about us and the securities. The registration statement, exhibits and schedules are available through the SEC's public reference room or website.

### **INCORPORATION BY REFERENCE**

The SEC allows us to incorporate by reference into this prospectus information we have filed with the SEC, which means that we can disclose important information to you by referring you to those filed documents. The information incorporated by reference is an important part of this prospectus, and the information we subsequently file with the SEC will automatically update and supersede the information in this prospectus. Absent unusual circumstances, we will have no obligation to amend this prospectus, other than filing subsequent information with the SEC. We incorporate by reference the documents listed below and any future filings made with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act) until this offering is completed:

Annual Report on Form 10-K for the year ended May 31, 2011 (filed August 19, 2011) (the 2011 Form 10-K);

Quarterly Report on Form 10-Q for the quarter ended August 31, 2011 (as filed on October 14, 2011 and as amended on November 4, 2011) (the 2012 Q1 Form 10-Q); and

Current Reports on Form 8-K, dated July 21, 2011 (filed July 25, 2011), July 20, 2011 (filed July 28, 2011), September 19, 2011 (filed September 20, 2011), and October 21, 2011 (filed October 21, 2011).

We are not incorporating by reference any document or information that is deemed to be furnished and not filed in accordance with SEC rules.

Any statement contained in a document incorporated or deemed to be incorporated by reference into this prospectus will be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained in this prospectus or any other subsequently filed document that is deemed to be incorporated by reference into this prospectus modifies or supersedes the statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

You may request a copy of these filings from the SEC as described under Where You Can Find More Information. You may also request, at no cost (other than an exhibit to these filings, or an exhibit to any other filings incorporated by reference into this registration statement, unless we have incorporated that exhibit by reference into this registration statement), a copy of these filings by writing to or telephoning us at the following address:

National Rural Utilities Cooperative Finance Corporation  
20701 Cooperative Way  
Dulles, VA 20166-6691  
(703) 467-1800  
Attn: J. Andrew Don  
Senior Vice President and Treasurer