

PARKS AMERICA, INC
Form 10-K
May 15, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

X ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2008

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: 000-51254

PARKS! AMERICA, INC.

(Name of small business issuer on its charter)

NEVADA

91-0626756

State or other jurisdiction of incorporation or organization

(I.R.S. Employer Identification Number)

1300 Oak Grove Road

Pine Mountain, GA 31822

(Address, Including Zip Code of Principal Executive Offices)

(626) 335-4680

(Issuer's telephone number)

With copies to:

Richard A. Friedman, Esq.

Sichenzia Ross Friedman Ference LLP

61 Broadway, 32nd Fl.

New York, NY 10006

Tel: (212) 930-9700 Fax: (212) 930-9725

Securities registered under Section 12(b) of the Exchange Act:

NONE

Securities registered under Section 12(g) of the Exchange Act:

NONE

(Title of class)

Indicate by check mark whether the registrant is a well-known seasoned issuer as defined in Rule 405 of the Securities Act.

Yes No **X**.

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes No .

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No
X .

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. .

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company

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

As of June 30, 2008, the aggregate market value of the issued and outstanding common stock held by non-affiliates of the registrant, based upon the closing price of the common stock as quoted on the National Association of Securities Dealers Inc. OTC Bulletin Board of \$0.09 was approximately \$4,689,585. For purposes of the above statement only, all directors, executive officers and 10% shareholders are assumed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for any other purpose.

Number of shares of common stock outstanding as of May 5, 2009 was 52,106,537

DOCUMENTS INCORPORATED BY REFERENCE None

FORM 10-K

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2008

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FORWARD-LOOKING STATEMENTS

In this annual report, references to "Parks! America, Inc.," "Parks! America," "the Company," "we," "us," and "our" refer to Parks! America, Inc. and our wholly-owned subsidiaries.

Except for the historical information contained herein, some of the statements in this Report contain forward-looking statements that involve risks and uncertainties. These statements are found in the sections entitled "Business," "Management's Discussion and Analysis of Financial Condition and Results of Operation," and "Risk Factors." They include statements concerning: our business strategy; expectations of market and customer response; liquidity and capital expenditures; future sources of revenues; expansion of our proposed product line; and trends in industry activity generally. In some cases, you can identify forward-looking statements by words such as "may," "will," "should," "expect," "plan," "could," "anticipate," "intend," "believe," "estimate," "predict," "potential," "goal," or "continue" or similar terminology. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including, but not limited to, the risks outlined under "Risk Factors," that may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. For example, assumptions that could cause actual results to vary materially from future results include, but are not limited to: our ability to successfully develop and market our products to customers; our ability to generate customer demand for our products in our target markets; the development of our target markets and market opportunities; our ability to manufacture suitable products at competitive cost; market pricing for our products and for competing products; the extent of increasing competition; technological developments in our target markets and the development of alternate, competing technologies in them; and sales of shares by existing shareholders. Although we believe that the expectations reflected in the forward looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Unless we are required to do so under federal securities laws or other applicable laws, we do not intend to update or revise any forward-looking statements.

PART I

ITEM 1. BUSINESS

Overview

We are in the business of acquiring, developing and operating local and regional theme parks and attractions in the United States. We plan to build a family of parks primarily through acquisitions of small local and regional privately owned existing parks. Our goal is to develop a series of compatible but distinct entertainment and amusement products, including themed amusement parks, associated products, food and beverage, and multimedia offerings. The implementation of this strategy has begun with themed amusement parks and attractions. Our business plan is to

acquire existing properties.

Effective June 11, 2008, the Company changed its name from Great American Family Parks, Inc. to Parks! America, Inc. In addition, effective June 25, 2008, the Company's quotation symbol on the Over-the-Counter Bulletin Board was changed from GFAM to PRKA.

Parks! America, Inc. is the parent corporation of the following wholly-owned subsidiaries:

(1) Wild Animal Safari, Inc., a Georgia corporation that operates and owns the Wild Animal Safari theme park in Pine Mountain, Georgia.

(2) Wild Animal, Inc., a Missouri corporation that operates and owns the Wild Animal Safari theme park in Strafford, Missouri; which was acquired March of 2008.

On December 30, 2008, the Company entered into an agreement pursuant to which it agreed to re-convey certain assets of its previously wholly-owned subsidiary, Park Staffing Services LLC to the original owners of Park Staffing with an effective date of January 1, 2009. The assets of Park Staffing were previously acquired by the Company on September 30, 2007. This segment is presented as a discontinued operation in the December 31, 2008 financial statements. The Company has retained certain current assets, primarily accounts receivables and certain liabilities, primarily factor advances. The assets retained were greater than the liabilities assumed. As of May 2009, substantially all of the receivables were collected and all of the liabilities paid in 2009 that remained at December 31, 2008.

Corporate History

Great American Family Parks, Inc. was originally incorporated on July 30, 1954 as Painted Desert Uranium & Oil Co., Inc. in Washington State. On October 1, 2002, Painted Desert Uranium & Oil Co., Inc. changed its name to Royal Pacific Resources, Inc. and its corporate domicile to the State of Nevada.

On December 19, 2003, Royal Pacific Resources, Inc. acquired the assets of Great Western Parks LLC, including the Crossroads Convenience Center LLC., pursuant to a Share Exchange Agreement that resulted in our past management assuming control and changing the corporate name to Great American Family Parks, Inc. The acquisition was accounted for as a reverse acquisition in which Great Western Parks was considered to be the acquirer of Royal Pacific Resources for reporting purposes. Our common stock outstanding increased from 2,533,000 to 29,600,000 as a result of the acquisition.

Wild Animal Safari Theme Park

Our Wild Animal Safari Inc. subsidiary owns and operates the Wild Animal Safari theme park, which is located on 200 acres of a 500-acre plot, and includes a drive-through animal viewing area that opened in 1991. It is home to more than 1,700 animals from every continent (except Antarctica.) Most animals roam wild throughout the natural habitat; the total area utilized will be increased as further venues are added. In addition to availing themselves of the amenities described below, visitors to Wild Animal Safari are able to observe, photograph, and feed the animals from their own cars as they drive along the more than three miles of paved roads that run throughout the habitat area. Some animals are contained in special fenced areas within natural habitat, and others are located in a more traditional zoo-like atmosphere.

Wild Animal Safari Inc. s revenues are primarily derived from sales of the following items at the Wild Animal Safari Park: (1) admission fees (2) food and beverage and related items; and, (3) gift stores and specialty items.

In addition to the animal environments, the theme park contains a gift shop, a restaurant that includes the Noble Roman s Pizza and Tuscano s Italian Subs franchises which were purchased by our Wild Animal Safari, Inc. subsidiary on June 21, 2005, an ice cream parlor, an arcade, a picnic and group recreation area, lakes, a pavilion and concessions. Our Georgia Wildlife Museum, located next to our petting zoo, features wildlife specimen native to Georgia recreated in natural-like settings. Visitors to the Park have increased every year, and during calendar year 2008 exceeded 140,000 visitors, a modest increase over the prior year.

Wild Animal Safari s growth plans are predicated upon: our upgrade of the physical plant making it more attractive to visitors; and, the development of unused acreage surrounding the park.

Wild Animal Safari's main product is the opportunity to interact with our 1,700 animals from across the globe. However, we also sell food and beverages in our restaurant, and gift items from the gift shop to include shirts and hats, specialty items, educational books and toys about animals of the world, other toys, authentic gifts from various continents (ostrich eggs, hides and skins) and other family oriented items.

Wild Animal Safari purchases animals throughout the United States, and only seldom requests a permit to import animals. Auctions and sales of animals across the U.S. occur often, and we participate depending on which animals we believe will enhance our offerings. Most animals are born on the property itself. Food and beverages are purchased locally, although the main products and ingredients for the Noble Roman's Pizza and Tuscano's Subs are purchased from the national franchisor company.

Noble Roman s Pizza and Tuscano s Italian Subs Franchises

On June 21, 2005 our Wild Animal Safari, Inc. subsidiary entered into an agreement with Noble Romans, Inc. to purchase franchise rights to own and operate a Noble Roman s Pizza and Tuscano s Italian Subs food franchise operation at our Wild Animal Safari theme park. The two franchise agreements, which are identical except for the franchise name, contain the following significant terms:

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Each Agreement is for a term of five years, with automatic extensions of five years assuming the franchisee is not delinquent in fulfilling the terms of the Agreements at the time of renewal;

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There are no territorial rights;

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All costs and expenses related to construction and implementation are the franchisee s responsibility;

.

The initial franchise fee was \$5,000 for each franchise. An additional \$10,000 per franchise was paid for equipment and signage;

.

The Franchisor receives 7.0% of gross sales proceeds.

Research and Development

No research and development occurs in our Wild Animal Safari businesses except for normal product testing.

Government Regulation

Our Wild Animal Safari facility operates under various licenses and approvals from government at various levels. Wild Animal Safari has received its own operating license from the USDA. The licenses under which our businesses operate are crucial to our ongoing operations. Should any changes occur in the licensing requirements for either business, this could have an adverse effect on revenues, profits and attendance. There are inspections at Safari, but the nature of the business makes it unlikely for there to be environmental concerns.

Wild Animal Safari Business Licenses

1) U.S. DEPARTMENT OF INTERIOR FISH & WILDLIFE - IMPORT/ EXPORT LICENSE

Renewal Date: June 1, 2009

Notification of Renewal: 1-2 months prior, a renewal form is sent to be updated, signed and returned with \$100 check

Date of Issuance: not available

Grounds for Revocation: Smuggling, violation of clearance procedures, proper notification of shipments, etc.

Notes: This license is not crucial for the operation of the business, but would be necessary for importing/exporting animals, skins, horns, etc.

2) United States Department Of Agriculture Class C Exhibitor License

Renewal Date: October 13, 2009

Notification of Renewal: 1-2 months prior, a renewal form is sent to be updated, signed and returned with \$300 check

Approximate Date of Issuance: 1991

Grounds for Revocation: If the Secretary has reason to believe that any person licensed as an exhibitor subject to section 2142 of this title, has violated or is violating any provision of this chapter (54), or any of the rules or regulations or standards promulgated by the Secretary hereunder, he may suspend such person's license temporarily, but not to exceed 21 days, and after notice and opportunity for hearing, may suspend for such additional period as he may specify, or revoke such license, if such violation is determined to have occurred.

3) Georgia Department Of Natural Resources Wildlife Animal License

Renewal Date: March 31, 2010

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Notification of Renewal: Mid-January, a renewal form is sent to be updated, signed and returned with \$236 check

Approximate Date of Issuance: 1991

Grounds for Revocation: License is dependent upon current and valid USDA license. Violations are given different amounts of response times based upon the type of violation. Complete Revocation of license can only result from direct permission from the Commissioner of Natural Resources.

4) GEORGIA DEPARTMENT OF NATURAL RESOURCES WILDLIFE EXHIBITION LICENSE

Renewal Date: March 31, 2010

Notification of Renewal: Mid-January, a renewal form is sent to be updated, signed and returned with a \$59 check

Approximate Date of Issuance: March 1991.

Grounds for Revocation: Liability insurance must be maintained at all times. License is dependent upon current and valid USDA license. Violations are given different amounts of response times based upon the type of violation. Complete Revocation of license can only result from direct permission from the Commissioner of Natural Resources.

5) TROUP COUNTY BUSINESS LICENSE

Renewal Date: January 10, 2010 (yearly)

Notification of Renewal: Mid-October

Approximate Date of Issuance: 1991.

Grounds for Revocation: Not renewing license and legitimate complaints by neighbors.

6) Georgia Department Of Human Resources Food Serve Permit

Renewal Date: January 14, 2010 (yearly)

Notification of Renewal: Mid-December

Approximate Date of Issuance: 1991

Grounds for Revocation: A failing food inspection score. Being the source of food related illnesses.

Wild Animal, Inc. (Missouri Theme Park)

On March 6, 2008, Wild Animal, Inc., a newly formed wholly-owned subsidiary of the Company, entered into a Real Estate Contract with Oak Oak, Inc. (the Seller), pursuant to which the Company acquired the assets of the Animal Paradise Family Fun Park (Animal Paradise).

Wild Animal, Inc. is a ride-through wild animal park, located in Strafford, Missouri which is located 12 miles east of Springfield and 45 miles north of Branson, MO. The park has 255 acres and includes a five mile drive-through animal viewing area utilizing the entire campus. The theme park is currently home to 500 animals and growing, with

nearly 80 different varieties. Most animals roam wild throughout the natural habitat. Visitors to the theme park are able to observe, photograph, and feed the animals from their own cars as they drive along the more than five miles of paved roads that run throughout the habitat area. Some animals are contained in special fenced areas within natural habitat, and others are located in a more traditional zoo-like atmosphere. Visitors are also able to get personally acquainted with several species in our petting zoo. In addition, the park offers a gift shop, and an expanded and improved food and beverage area.

The acquisition was completed on March 6, 2008. Assets acquired include: (i) the real property on which the park is located which is comprised of approximately 255 acres of land and the fixtures thereon, (ii) certain equipment utilized in the operation of the park, certain office equipment, and (iii) certain items and fixtures utilized in the gift shop.

The consideration paid for the assets, aggregating \$2,000,000, consisted of \$250,000 in cash and a promissory note issued by Wild Animal, Inc to the Seller in the principal amount of \$1,750,000 (the Note). The Note bears interest at 8% per annum. Monthly installments on the Note will be equal to \$12,840.94 for 35 months with a balloon payment due on April 5, 2011. In addition, pursuant to the terms of the Note, Wild Animal, Inc. has the right to extend the maturity date of the Note for an additional 24 months beyond the original maturity date upon the payment of a fee of \$50,000. To secure the Note, Wild Animal Safari, Inc. entered into a Deed of Trust and a Security Agreement, pursuant to which it granted the Buyer a security interest in certain of the assets acquired.

Park Staffing Services (Discontinued Operations)

On September 30, 2007, the Company entered into an Asset Purchase Agreement with Computer Contact Service, Inc. (CCS), Stanley Harper and Troy Davis to acquire substantially all of the assets of tempSERV (now renamed Park Staffing Services, LLC) (Park Staffing Services), a division of CCS.

Park Staffing Services, which is located in Bakersfield, California, provides temporary industrial, construction, service, and clerical staffing services nationwide. In addition to the more traditional functions job placement, payroll and personnel administration, Park Staffing Services provides screening, testing, counseling and supervision of its placements.

The acquisition was completed on September 30, 2007. Assets acquired by the Company pursuant to the Agreement include: (i) certain fixed assets, equipment, fixtures, leasehold improvements located at tempSERV's office in Bakersfield, California; (ii) certain intellectual property of tempSERV; (iii) the goodwill of tempSERV; (iv) certain contracts related to the assets acquired by the Company.

The consideration for the assets acquired by the Company was an aggregate of \$1,162,500, consisting of \$600,000 in cash, and a promissory note in the principal amount of \$562,500 paid by Park Staffing Services, LLC (the Note) and a warrant to purchase 5,000,000 shares of the Company's common stock at a price of \$0.05 per share (the Warrant). The Note shall be paid out of the cash flow of Park Staffing Services in 36 equal monthly installments, in the amount of \$17,292.41 each, commencing on January 1, 2008, and continuing through December 1, 2010. The Warrant is exercisable for all or a portion of the shares at the option of the holder and transferable at any time or from time to time on or after the date on which the warrant is issued, provided that annual revenue generated from Park Staffing Services, LLC exceeds \$7 million, and that each transfer of shares does not result in the annual sale of more than 25% of the aggregate number of the shares issuable upon exercise of the warrants.

On December 30, 2008, the Company entered into an agreement with Stanley Harper, Troy Davis and CCS, pursuant to which the Company agreed to re-convey certain assets and the business of Park Staffing Services effective January 1, 2009. The cash consideration to be received for the assets of the Subsidiary totaled \$50,000. In addition, CCS agreed to forgive the remaining principal balance on the promissory note issued by the Subsidiary to CCS of \$393,015. Mr. Harper also agreed to return 25,000 shares of common stock of the Company and warrants to acquire an additional 5,000,000 shares of common stock of the Company to the Company for cancellation. Goodwill and other intangibles associated with the original acquisition of Park Staffing Services LLC were recorded in the amount of \$1,062,500. The Company reported a loss on the sale of discontinued operations of \$616,080 as of December 31, 2008 to reflect the consideration paid on January 1, 2009 under the terms of the re-conveyance agreement. As stated previously this segment is presented as a discontinued operation of the Company for financial reporting purposes.

Competition

The theme park industry is highly competitive, highly fragmented, rapidly evolving, and subject to technological change and intense marketing by providers with similar products. One of our competitors for general recreation consumer spending in Georgia, Callaway Gardens, is located within five miles of our Wild Animal Safari park. Many of the Company's current competitors are significantly larger and have substantially greater market presence as well as greater financial, technical, operational, marketing and other resources and experience than the Company has. In the event that such a competitor expends significant sales and marketing resources in one or several markets the Company may not be able to compete successfully in such markets. The Company believes that competition will continue to increase, placing downward pressure on prices. Such pressure could adversely affect the Company's gross margins if the Company is not able to reduce costs commensurate with such price reductions. In addition, the pace of technological change makes it impossible for the Company to predict whether it will face new competitors using different technologies to provide the same or similar products offered or proposed to be offered by the Company. If the Company's competitors were to provide better and more cost effective products, the Company's business initiatives could be materially and adversely affected.

The same is true of Wild Animal, Inc. of Missouri. It is located only 45 minutes from Branson, Missouri, a resort and entertainment venue.

In addition to competing with other themed and amusement parks, our venues compete with other types of recreational venues and entertainment alternatives, including but not limited to movies, sports attractions, vacation travel and video games. There can be no assurance that our Company will successfully differentiate itself from these entertainment alternatives or that consumers will consider our entertainment offerings to be more appealing than those of our competitors.

Our Wild Animal Safari subsidiary in Pine Mountain, GA has approximately 15 full-time employees. During Wild Animal Safari's prime attendance season, which runs from April through August, we typically engage up to approximately 20 additional part-time employees. Our recently formed subsidiary, Wild Animal, Inc. in Strafford MO has 6 employees. We also engage consultants from time to time. We have no collective bargaining agreements with our employees and believe our relations with our employees are good.

ITEM 1A. RISK FACTORS

YOU SHOULD READ THE FOLLOWING DISCUSSION AND ANALYSIS TOGETHER WITH OUR CONSOLIDATED FINANCIAL STATEMENTS AND RELATED NOTES INCLUDED ELSEWHERE IN THIS ANNUAL REPORT. SOME OF THE INFORMATION CONTAINED IN THIS DISCUSSION AND ANALYSIS OR SET FORTH ELSEWHERE IN THIS ANNUAL REPORT, INCLUDING INFORMATION WITH RESPECT TO OUR PLANS AND STRATEGIES FOR OUR BUSINESS, INCLUDES FORWARD-LOOKING STATEMENTS THAT INVOLVE RISKS AND UNCERTAINTIES. YOU SHOULD REVIEW THE "RISK FACTORS" SECTION OF THIS REPORT FOR A DISCUSSION OF IMPORTANT FACTORS THAT COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THE RESULTS DESCRIBED IN OR IMPLIED BY THE FORWARD-LOOKING STATEMENTS CONTAINED IN THIS REPORT. IF ANY OF THE FOLLOWING RISKS ACTUALLY OCCUR, OUR BUSINESS, FINANCIAL CONDITION AND RESULTS OF OPERATIONS COULD SUFFER.

Risk Factors Relating to Our Business:

We Have a Limited Operating History

We have a limited operating history and our financial health will be subject to all the risks inherent in the establishment of a new business enterprise. We have been officially operating under our current business plan of acquiring theme parks since 2003, when we reached a preliminary agreement to purchase Wild Animal Safari. Subsequently in 2003, the Company gained control of Royal Pacific Resources and changed its name to Great American Family Parks. Our purchase of Wild Animal Safari, Georgia theme park, was not completed until June of 2005. Wild Animal Inc., Missouri theme park, was purchased in March of 2008. The likelihood of our success must be considered in the light of the problems, expenses, difficulties, complications, and delays frequently encountered in connection with the startup and growth of a new business, and the competitive environment in which we will operate. Our success is dependent upon the successful financing and development of our business plan. No assurance of success is offered. Unanticipated problems, expenses, and delays are frequently encountered in establishing a new business and marketing and developing products. These include, but are not limited to, competition, the need to develop customers and market expertise, market conditions, sales, marketing and governmental regulation. Our failure to meet any of these conditions would have a materially adverse effect upon us and may force us to reduce or curtail our operations.

We May Not Identify or Complete Acquisitions in a Timely, Cost-Effective Manner, If At All.

Our business plan is predicated upon the acquisition of additional local or regional theme parks and attractions; and, the approval and expansion of our current facilities and offerings. However, there can be no assurance that we will be successful in acquiring and operating additional local or regional theme parks and attractions. Competition for acquisition opportunities in the theme park industry is intense as there is a limited number of parks within the United

States and Canada that could reasonably qualify as acquisition targets for us. Our acquisition strategy is dependent upon, among other things, our ability to: identify acquisition opportunities; obtain debt and equity financing; and obtain necessary regulatory approvals. Our ability to pursue our acquisition strategy may be hindered if we are not able to successfully identify acquisition targets or obtain the necessary financing or regulatory approvals, including but not limited to those arising under federal and state antitrust and environmental laws.

We May Be Unable To Effectively Manage Our Growth or Implement Our Expansion Strategy.

Our acquisition strategy is subject to related risks, including pressure on our management and on our internal systems and controls. Our planned growth will require us to invest in new, and improve our existing, operational, technological and financial systems and to expand, train and retain our employee base. Our failure to effectively manage our growth could have a material adverse effect on our future financial condition.

Significant Amounts of Additional Financing May Be Necessary For the Implementation of Our Business Plan.

The Company may require additional debt and equity financing to pursue its acquisition strategy. Given its limited operating history, there can be no assurance that we will be successful in obtaining additional financing. Lack of additional funding could force us to curtail substantially our expansion plans. Furthermore, the issuance by us of any additional securities and the exercise of Warrants which might arise under any future fundraising activities undertaken by us would dilute the ownership of existing shareholders and may reduce the price of our common stock.

A Downturn In Economic Conditions Could Adversely Affect Our Business.

The theme park industry typically relies upon the expenditure of consumer discretionary income. A significant downturn in the United States or global economy or any other uncertainties regarding future economic prospects could affect consumer-spending habits, which would have a material adverse impact on our operations and financial results. As of May 5, 2009, the current economic recession has not caused a dramatic decline in our attendance numbers at our Georgia park. Some of the factors that may have an adverse impact on our theme park operations include an increase in the price of fuel, an increase in the price of admission to our theme park, an increase security costs, and a decrease in the distance families are willing to travel for entertainment.

A Variety of Factors Beyond Our Control Could Adversely Impact Attendance at Our Venues and Thus Our Operating Results.

The success of our theme parks subsidiaries is dependent upon attracting large numbers of visitors on a continual basis. A variety of actual or projected events could reduce the number of visitors at our venues and harm our operating results, including but not limited to the following:

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Inclement weather and forecasts thereof;

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Natural disasters and forecasts thereof;

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Human or animal borne disease and threats thereof;

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Terrorist attacks and threats thereof;

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Accidents occurring or almost occurring at our venues or at competing venues;

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Actual or attempted security breaches at our venues or at competing venues;

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An economic downturn and projections thereof;

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Fuel price increases and projections thereof;

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Airline ticket price increases and forecasts thereof;

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Disruptions in air travel and threats thereof;

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Competition from numerous theme park and entertainment alternatives.

The Theme Park Industry is Highly Competitive and We May Be Unable to Compete Effectively.

The theme park industry is highly competitive, highly fragmented, rapidly evolving, and subject to technological change and intense marketing by providers with similar products. One of our competitors for attracting general recreation dollars, Callaway Gardens, is located within five miles of our Wild Animal Safari park in Georgia. Branson, Missouri is located just 45 minutes from our Animal Paradise Park in Missouri.

Many of our current competitors are significantly larger and have substantially greater market presence as well as greater financial, technical, operational, marketing and other resources and experience than we have. In the event that such a competitor expends significant sales and marketing resources in one or several markets we may not be able to compete successfully in such markets. The Company believes that competition will continue to increase, placing downward pressure on prices. Such pressure could adversely affect our gross margins if we are not able to reduce costs commensurate with such price reductions. In addition, the pace of technological change makes it impossible for us to predict whether we will face new competitors using different technologies to provide the same or similar products offered or proposed to be offered by us. If our competitors were to provide better and more cost effective products, our business could be materially and adversely affected.

We Face Strong Competition from Numerous Entertainment Alternatives.

In addition to competing with other themed and amusement parks, our venues compete with other types of recreational venues and entertainment alternatives, including but not limited to movies, sports attractions, vacation travel and video games. There can be no assurance that we will successfully differentiate ourselves from these entertainment alternatives or that consumers will consider our entertainment offerings to be more appealing than those of our competitors. The development of technology-based entertainment has provided families with a wider selection of entertainment alternatives close to or in their homes, including home entertainment units, online gaming, and video game parlors. In addition, traditional theme parks have been able to reduce the cost and increase the variety of their attractions by implementing technologies that cannot be readily incorporated by a wild animal park such as Wild Animal Safari and Wild Animal.

Our Insurance Coverage May Not Be Adequate To Cover All Possible Losses That We Could Suffer, and Our Insurance Costs May Increase.

Companies engaged in the theme park business may be sued for substantial damages in the event of an actual or alleged accident. An accident occurring at our parks or at competing parks may reduce attendance, increase insurance premiums, and negatively impact our operating results. Wild Animal Safari contains a drive-through, safari style animal park, and there are inherent risks associated with allowing the public to interact with animals. Although we carry liability insurance to cover this risk, there can be no assurance that our coverage will be adequate to cover liabilities, or that we will be able to afford or obtain adequate coverage should a catastrophic incident occur.

We currently have \$6,000,000 of liability insurance. We will continue to use reasonable commercial efforts to maintain policies of liability, fire and casualty insurance sufficient to provide reasonable coverage for risks arising from accidents, fire, weather, other acts of God, and other potential casualties. There can be no assurance that we will be able to obtain adequate levels of insurance to protect against suits and judgments in connection with accidents or other disasters that may occur in our theme parks.

Our Ownership of Real Property Subjects Us to Environmental Regulation, Which Creates Uncertainty Regarding Future Environmental Expenditures and Liabilities.

We may be required to incur costs to comply with environmental requirements, such as those relating to discharges to air, water and land; the handling and disposal of solid and hazardous waste; and the cleanup of properties affected by hazardous substances. Under these and other environmental requirements we may be required to investigate and clean up hazardous or toxic substances or chemical releases at one of our properties. As an owner or operator, we could also be held responsible to a governmental entity or third party for property damage, personal injury and investigation and cleanup costs incurred by them in connection with any contamination. Environmental laws typically impose cleanup responsibility and liability without regard to whether the owner or operator knew of or caused the presence of the contaminants. The liability under those laws has been interpreted to be joint and several unless the harm is divisible

and there is a reasonable basis for allocation of the responsibility. The costs of investigation, remediation or removal of those substances may be substantial, and the presence of those substances, or the failure to remediate a property properly, may impair our ability to use our property. We are not currently aware of any material environmental risks regarding our properties. However, we may be required to incur costs to remediate potential environmental hazards or to mitigate environmental risks in the future.

The Suspension or Termination of Any of our Business Licenses May Have a Negative Impact On Our Business

We maintain a variety of standard business licenses issued by federal, state and city government agencies that are renewable on a periodic basis. We cannot guarantee that we will be successful in renewing all of our licenses on a periodic basis. The suspension, termination or expiration of one or more of these licenses could have a significant adverse affect on our revenues and profits. In addition, any changes to the licensing requirements for any of our licenses could affect our ability to maintain the licenses.

We Are Dependent Upon the Services of Our Executive Officers and Consultants.

Our success is heavily dependent on the continued active participation of our executive officers listed under Management. Loss of the services of one or more of these officers could have a material adverse effect upon our business, financial condition or results of operations. In particular, we place substantial reliance upon the efforts and abilities of Dale Van Voorhis, Chairman and Chief Operating Officer and Jim Meikle, President of Wild Animal Inc and Wild Animal Safari Inc and Director. The loss of Mr. Van Voorhis or Mr. Meikle's services could have a serious adverse effect on our business, operations, revenues or prospects.

Further, our success and achievement of our growth plans depend on our ability to recruit, hire, train and retain other highly qualified technical and managerial personnel. Competition for qualified employees among companies in the theme park industry is intense, and the loss of any such persons, or an inability to attract, retain and motivate any additional highly skilled employees required for the expansion of the Company's activities, could have a materially adverse effect on the Company. The inability of the Company to attract and retain the necessary personnel and consultants and advisors could have a material adverse effect on the Company's business, financial condition or results of operations.

Risk Factors Relating to Our Common Stock:

The Market Price Of Our Common Stock May Decline Because There Are Warrants That May Be Available For Future Sale And The Sale Of These Shares May Depress The Market Price.

The market price of our common stock may decline because there are a large number of warrants that may be available for future sale, and the sale of these shares may depress the market price. As of May 5, 2009, we had approximately 52,106,537 shares of common stock issued and outstanding and outstanding warrants to purchase up to 14,300,000 shares of common stock. The warrants represent approximately 28% of our common stock issued and outstanding. All of the shares included in this prospectus may be sold without restriction. The sale of these shares may adversely affect the market price of our common stock.

Our Directors, Executive Officers and Affiliates Beneficially Own Approximately 3,825,000 shares of Our Common Stock; Their Interests Could Conflict with Yours; Significant Sales of Stock Held by Them Could Have a Negative Effect on Our Stock Price; Stockholders May be Unable to Exercise Control.

As of May 5, 2009, our executive officers, directors and affiliated persons beneficially owned approximately 7% of our common stock. Our executive officers, directors and affiliated persons have significant influence to:

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elect or defeat the election of our directors;

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amend or prevent amendment of our articles of incorporation or bylaws;

effect or prevent a merger, sale of assets or other corporate transaction; and

control the outcome of any other matter submitted to the stockholders for vote.

As a result of their ownership and positions, our directors and executive officers collectively are able to significantly influence all matters requiring stockholder approval, including the election of directors and approval of significant corporate transactions. In addition, sales of significant amounts of shares held by our directors and executive officers, or the prospect of these sales, could adversely affect the market price of our common stock.

Our Common Stock is Subject to the Penny Stock Rules of the SEC and the Trading Market in Our Securities is Limited, Which Makes Transactions In Our Stock Cumbersome and May Reduce the Value of an Investment in Our Stock.

The Securities and Exchange Commission has adopted Rule 15g-9 which establishes the definition of a "penny stock," for the purposes relevant to us, as any equity security that has a market price of less than \$5.00 per share or with an exercise price of less than \$5.00 per share, subject to certain exceptions. For any transaction involving a penny stock, unless exempt, the rules require:

that a broker or dealer approve a person's account for transactions in penny stocks; and

the broker or dealer receive from the investor a written agreement to the transaction, setting forth the identity and quantity of the penny stock to be purchased.

In order to approve a person's account for transactions in penny stocks, the broker or dealer must:

obtain financial information and investment experience objectives of the person; and

make a reasonable determination that the transactions in penny stocks are suitable for that person and the person has sufficient knowledge and experience in financial matters to be capable of evaluating the risks of transactions in penny stocks.

The broker or dealer must also deliver, prior to any transaction in a penny stock, a disclosure schedule prescribed by the Commission relating to the penny stock market, which, in highlight form:

sets forth the basis on which the broker or dealer made the suitability determination; and

that the broker or dealer received a signed, written agreement from the investor prior to the transaction.

Generally, brokers may be less willing to execute transactions in securities subject to the "penny stock" rules. This may make it more difficult for investors to dispose of our common stock and cause a decline in the market value of our stock.

Disclosure also has to be made about the risks of investing in penny stocks in both public offerings and in secondary trading and about the commissions payable to both the broker-dealer and the registered representative, current quotations for the securities and the rights and remedies available to an investor in cases of fraud in penny stock transactions. Finally, monthly statements have to be sent disclosing recent price information for the penny stock held in the account and information on the limited market in penny stocks.

We Do Not Expect to Pay Dividends for Some Time, if At All.

No cash dividends have been paid on our common stock. We expect that any income received from operations will be devoted to our future operations and growth. We do not expect to pay cash dividends in the near future. Payment of dividends would depend upon our profitability at the time, cash available for those dividends, and other factors.

Future Capital Needs Could Result in Dilution to Investors; Additional Financing Could be Unavailable or Have Unfavorable Terms.

Our future capital requirements will depend on many factors, including cash flow from operations, progress in our present operations, competing market developments, and our ability to market our products successfully. It may be necessary to raise additional funds through equity or debt financings. Any equity financings could result in dilution to our then-existing stockholders. Sources of debt financing may result in higher interest expense. Any financing, if available, may be on terms unfavorable to us. We anticipate that our existing capital resources will be adequate to

satisfy our operating expenses and capital requirements for at least the next 6 months. However, such estimates may prove to be inaccurate.

ITEM 1B. UNRESOLVED STAFF COMMENTS

Not applicable.

ITEM 2. PROPERTY

Our major real properties are located in Pine Mountain, Georgia and Strafford, Missouri. Wild Animal Safari, Inc. is a 200-acre wild animal park as part of a 500-acre parcel owned by the Company to be developed in totality. The land has an appraised value of approximately \$3.4 million. Wild Animal, Inc. in Missouri is located on 255 acres; all of which is utilized for operation

ITEM 3. LEGAL PROCEEDINGS

We are not a party to any pending legal proceedings, other than routine litigation deemed incidental to our business. There are no legal, administrative, arbitral, governmental or other proceedings, actions or governmental investigations of any nature pending or, to the best knowledge of the Company, threatened, against the Company, which could result in a material loss to the Company. The Company is not subject to any order, judgment, injunction, rule or decree that has or could result in a material loss to the Company.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None.

PART II**ITEM 5. MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDERS MATTERS**

Our common stock has been traded on the OTCBB under the symbol "PRKA". Effective June 25, 2008, the Company's quotation symbol on the Over-the-Counter Bulletin Board was changed from GFAM to PRKA. The table below sets forth, for the periods indicated, the high and low closing prices per share of the common stock as reported on the OTCBB. These quotations reflect prices between dealers, do not include retail mark-ups, markdowns, and commissions and may not necessarily represent actual transactions. The prices are adjusted to reflect all stock splits.

		High	Low
2009	First Quarter	\$ 0.04	\$ 0.01
	Second Quarter (through May 4, 2009)	\$ 0.02	\$ 0.01
2008	First Quarter	\$ 0.13	\$ 0.06
	Second Quarter	\$ 0.12	\$ 0.08
	Third Quarter	\$ 0.12	\$ 0.035
	Fourth Quarter	\$ 0.04	\$ 0.01
2007	First Quarter	\$ 0.16	\$ 0.055
	Second Quarter	\$ 0.17	\$ 0.055
	Third Quarter	\$ 0.155	\$ 0.09
	Fourth Quarter	\$ 0.12	\$ 0.07

As of May 5, 2009, there were 52,106,537 shares of common stock outstanding.

As of May 5, 2009 there were approximately 3,211 stockholders of record of our common stock. This does not reflect those shares held beneficially or those shares held in "street" name.

As of May 5, 2009, there were warrants outstanding to purchase approximately 14,300,000 shares of our common stock. Under the terms of the re-conveyance agreement of Parks Staffing to the original owners, 5,000,000 warrants were returned to the Company.

We do not currently pay any dividends on our common stock, and we currently intend to retain any future earnings, if any, for use in our business. Any future determination as to the payment of dividends on our common stock will be at the discretion of our Board of Directors and will depend on our earnings, operating and financial condition, capital requirements and other factors deemed relevant by our Board of Directors. The declaration of dividends on our common stock also may be restricted by the provisions of credit agreements that we may enter into from time to time.

RECENT SALES OF UNREGISTERED SECURITIES

N/A

ITEM 6. SELECTED FINANCIAL DATA

N/A.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Management's discussion and analysis of results of operations and financial condition (MD&A) is a supplement to the accompanying consolidated financial statements and provides additional information on Parks! America Inc.'s (Parks America or the Company) businesses, current developments, financial condition, cash flows and results of operations. The following discussion should be read in conjunction with our consolidated financial statements for the year ended December 31, 2008 provided in this annual report on Form 10-K. Certain statements contained herein may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements involve a number of risks, uncertainties and other factors that could cause actual results to differ materially, as discussed more fully herein.

The forward-looking information set forth in this annual report is as of the date of this filing, and we undertake no duty to update this information. More information about potential factors that could affect our business and financial results is included in the section entitled "Risk Factors" of this annual report.

Overview

Parks! America, Inc. is in the business of acquiring, developing and operating local and regional theme parks and attractions in the United States. We are in the process of building a family of parks primarily through acquisitions of small local or regional privately owned parks. Our goal is to develop a series of compatible, but distinct entertainment and amusement products including themed amusement parks, associated products, food and beverage. The implementation of this strategy has begun with themed attractions specifically drive through wild animal parks that feature animals from around the world. The park in Pine Mountain GA was acquired on June 21, 2005 and our second park in Strafford MO was acquired March 6, 2008. Our philosophy is to acquire existing properties with these primary criteria in mind:

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Properties that have an operating history;

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Properties where our management team believes the potential exists to increase profits and operating efficiencies; and

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Properties where there is additional, underutilized land upon which to expand operations.

It also is our belief that acquisitions should not unnecessarily encumber the Company with debt that cannot be justified by current operations. By using a combination of equity, debt and other non-traditional financing options, we intend to carefully monitor shareholder value in conjunction with our pursuit of growth.

Parks! America, Inc. is the parent corporation of the following wholly owned subsidiaries:

(1) Wild Animal Safari, Inc., a Georgia corporation that operates and owns the Wild Animal Safari theme park in Pine Mountain, Georgia (which is 70 miles south of Atlanta, GA and 40 miles north of Columbus, GA).

(2) Wild Animal, Inc., a Missouri corporation that operates and owns the Wild Animal theme park in Strafford, Missouri (which is 12 miles east of Springfield, MO and 45 miles north of Branson, MO.).

On December 30, 2008, the Company entered into an agreement pursuant to which it agreed to re-convey all of the assets of its previously wholly-owned subsidiary, Parks Staffing Services LLC (Park Staffing) to the original owners. The assets of Park Staffing were previously acquired by the Company on September 30, 2007. The results of operations and financial condition of Park Staffing are presented as discontinued operations in these financial statements. The sale of Park Staffing was effective January 1, 2009, therefore the assets and liabilities of Park Staffing were reported as discontinued assets and liabilities at year end.

Impact of the Current Economic Environment

Park Staffing operations were dramatically reduced in December due to economic recession, particularly in the oil fields of Bakersfield, CA and surrounding region in which a substantial portion of its temp staffing services were derived. On December 26, 2008, the Board of Directors approved the reconveyance of Park Staffing back to the original owners. An agreement was signed on December 30, 2008 with an effective date of January 1, 2009. The Board believed the operating results of Park Staffing would continue to suffer as a result of the recession and changes in workers compensation laws which had an adverse impact on the cost structure of this entity.

As of May 5, 2009, the economic recession has not dramatically affected our themed park results of operations.

Restatement of Financial Statements

The Board of Directors was informed by management that it had unrecorded expenses during 2007 totaling \$146,914. The Company's financial statements have been restated for 2007 to reflect this correction of an error. Earnings for this year were reduced by \$146,914, or \$0.00 per share for unrecorded expenses incurred at the corporate office in Santa Monica, CA on behalf of the Company. Further, the Company corrected its valuation of its Note Receivable acquired from the sale of its Idaho convenience center. The Note receivable is secured with 300,000 shares of its own Company stock which was tendered to the Company at time of the Idaho convenience store sale. The book value of the note receivable was written down by \$276,000 to a restated book value \$24,000, to reflect the closing price of Parks! America, Inc. common stock at December 31, 2007. The note was previously recorded at its face value of \$300,000. The total impact of these corrections was a reduction in earnings of \$422,914, or \$0.01 per share. Net earnings have been restated to a net loss of \$121,923, or \$0.00 per share from a profit of \$300,991, or \$0.01 per share. The impact of this restatement was less than \$0.01 per share, however due to rounding it appears as \$0.02 per share (see Note 10 of the financial statements for more information).

In addition, on September 26, 2008, management of the Company concluded that its financial statements for the years ended December 31, 2007 and 2006, which are included in its Form 10-KSB for the years ended December 31, 2007 and 2006, did not properly account for the sale of the Crossroads Convenience Center and were deficient in various footnote disclosures required in accordance with United States Generally Accepted Accounting Principles, and, as a result, cannot be relied upon. Accordingly, the Company has restated its financial statements for the years ended December 31, 2007 and 2006 in order to correct such errors.

Management has determined that, as of the December 31, 2008 measurement date, there were material weaknesses in both the design and effectiveness of our internal control over financial reporting. Management has assessed these deficiencies and has determined that there were material weaknesses in the Company's internal control over financial reporting. Management has concluded that our internal control over financial reporting was not effective as of December 31, 2008. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis.

In management's opinion, our assessment as of December 31, 2008 regarding the existence of material weaknesses in our internal control over financial reporting relates to (1) the absence of adequate staffing, proper role descriptions, inadequate training and poor communication between offices, (2) the lack of controls or ineffectively designed controls, (3) the failure in design and operating effectiveness of information technology controls over financial reporting, and (4) failures in operating control effectiveness identified during the testing of the internal control over financial reporting.

Results of Operations Year Ended December 31, 2008 Compared to Year Ended December 31, 2007

The Company completed two significant strategic transactions in 2008, the purchase of the Missouri theme park and the reconveyance of its Park Staffing Services business back to the original owners effective January 1, 2009.

In addition, the Company reported several asset write downs and impairments totaling \$938,259, or \$0.02 per share at year end. The write downs were required to properly state the carrying value of certain assets at December 31, 2008 to their fair market value. See the Impairment discussion further down in this MD&A discussion for more details.

Net Sales

Total net sales increased more than \$500,000 to \$3.1 million primarily as a result of the startup of Wild Animal Inc. (hereafter Missouri park) which opened in March 2008. The Missouri park generated \$444,000 in net sales since opening in 2008. The net sales of the Georgia theme park increased \$67,000, or 3% as a result of higher pricing for admission to the park. Attendance at the Georgia theme park reached a new high at over 140,000, or 0.5% more than 2007. Gasoline prices reached an all time high in 2008, negatively affecting visitor s sentiment to travel. Management was pleased to report attendance did increase despite the all time high gasoline prices.

Total cost of sales increased \$75,000 in 2008 as a result of adding the Missouri theme park. The Missouri park cost of sales were \$81,000 since opening in March 2008.

Total gross margin increased \$435,000 in 2008 because the Missouri park generated gross margin of \$364,000 since commencing operations. Wild Animal Safari Inc. (hereafter Georgia park) increased gross margin by \$72,000. The Georgia park had slightly higher operating expenses as a result of higher fuel cost to run its rental fleet (\$24,000 increase), slightly higher advertising, insurance utilities and payroll taxes. Georgia's payroll expense was \$44,000 lower as a result of transferring \$125,000 of officer payroll to Corporate. The Georgia park's EBITDA (Earnings Before Interest, Taxes, Depreciation and Amortization) percentage of 37% exceeded our internal goal of 35%, so the Georgia park is performing very well. We believe growth will come as we continue to build our reputation and word of mouth spreads that this park is a great family destination for families in the Georgia area.

Corporate spending increased \$394,000 in 2008 as a result of transferring salaries of \$125,000 out of the Georgia park and into corporate payroll, increased professional fees of \$140,000 (primarily for outside accountants for compliance and financial reporting deficiencies) and greater spending on office rent and support services (\$106,000 more in 2008). In March 2009, the corporate office was closed and moved to Pine Mountain, Georgia to reduce overhead spending.

The Company invested substantially in opening and starting up its new park in Missouri in 2008. This park reported a \$211,000 loss from operations in its first nine months of operation and \$338,000 negative contribution margin after including interest and depreciation. The Missouri park was run down and poorly operated in the past by its former owners, requiring us to make substantial and on-going improvements and for us to overcome past perceptions of the theme park. Our visitors are being built slowly, but it will take another year or so to get it to break even on operations, not including covering any depreciation and interest. This property has tremendous potential for growth in operating profit but it will take time to establish its reputation as a quality theme park.

The following table breaks down our continuing operations by subsidiary for 2008 versus 2007:

(in thousands)	Georgia Park		Missouri Park		Total	
	<u>2008</u>	<u>2007</u>	<u>2008</u>	<u>2007</u>	<u>2009</u>	<u>2008</u>
Net Sales	2,663	2,596	444	<i>Purchased</i>	3,107	2,596
Cost of Sales	(347)	(351)	(80)	<i>in Mar-08</i>	(427)	(351)
Gross Profit	2,316	2,245	364		2,680	2,245
Gross Profit %	87%	86%	82%		86%	86%
Operating Expenses	(1,342)	(1,331)	(574)		(1,916)	(1,331)
Operating Profit / EBITDA	974	914	(210)		764	914
EBITDA %	37%	35%	-47%		25%	35%
Depreciation & Interest	(382)	(341)	(128)		(510)	(341)
Contribution Margin	592	573	(338)		254	573

The operations of the Georgia park remain strong. The Missouri park is improving but is still losing money from operations. We expect Missouri to be generating a positive operating margin in 2010.

Expenses

General, administrative and selling expenses increased \$980,000 to \$3.0 million in 2008 with Missouri park spending \$574,000 since opening. Spending at the Georgia park remained at approximately the same level as that of 2007. Spending at Corporate headquarters increased \$394,000 to \$1.1 million as discussed above.

Depreciation and Amortization

Our depreciation and amortization expense increased \$90,000 to \$267,000 as a result of buying and opening the Missouri park in March 2008 (\$61,000) and higher depreciation expense at Georgia for new assets placed in service in 2008.

Discontinued Operations and Other Unusual Changes

As stated earlier, the Company entered into an agreement on December 30, 2008 to re-convey the assets of Parks Staffing back to the original owners effective January 1, 2009. The agreement was for \$616,080 less than the carrying value of the assets of Parks Staffing as of December 31, therefore goodwill and intangibles recorded on the Company's books were reduced by this amount and reported as a loss on the sale of discontinued operations.

The Company wrote off \$96,079 of Property and Equipment to impaired asset expense at December 31, 2008 for previously capitalized fees paid to appraisers, architects, attorneys, and surveyors contracted to develop expansion plans on 300 unused acres at the Georgia theme park. The expansion plan was abandoned in 2008 after management was unsuccessful at gaining proper zoning for this planned expansion and the entire capitalized cost was written off.

The Company wrote down the carrying value of securities in common stock that it received in exchange of services in 2007 to its year end listed market value of order-right:1px solid #999999;border-top:1px solid #999999;">

Everson

X

X (Chair)

X

X

Faivre-Davis

X

X

X (Chair)

Hill

X

X

Johnson

X

X

X

Junkins

X

X (Chair)

X

Maxwell

X

X

X (Chair)

McElroy

X

X

X

Raines

X

X

Sherrick

X

X

X

Watts

X

X

X (Chair)
Wilhelm

X
X

See "Class A Nominees," "Class B Nominees," and "Directors Appointed by the President of the United States" under "Proposal 1: Election of Directors—Information about Nominees for Directors" for additional information regarding the current members of the Board who are standing for re-election at the Meeting.

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The following table sets forth the responsibilities of each Board committee, as well as the number of meetings each committee held during 2013:

Name of Board Committee	Number of Meetings Held in 2013	Committee Responsibilities
Audit	10	Engages independent auditors to audit books, records, and accounts of Farmer Mac, approves any non-audit services by these independent auditors, reviews the scope of audits as recommended by the independent auditors and Farmer Mac's internal audit function, and assists the Board in overseeing the integrity of financial statements and legal and compliance requirements
Compensation	8	Approves and/or makes recommendations to the Board of Directors on compensation and benefit plans of all directors and executive officers
Corporate Governance	9	Selects nominees for election to the Board of Directors, reviews and approves corporate governance policies and corporate governance guidelines, oversees enterprise risk management, sets agendas for the meetings of the Board of Directors, resolves conflicts of interest, and exercises certain powers of the Board of Directors during the intervals between meetings of the Board
Credit	6	Reviews and approves all policy matters relating to changes to Farmer Mac's Seller/Service Guide and to credit, collateral valuation, underwriting, and loan diversification standards, and makes recommendations to the Board of Directors on credit matters
Finance	6	Determines Farmer Mac's financial policies and oversees its financial affairs
Marketing	6	Develops and monitors Farmer Mac's lines of business and marketing plan, and makes recommendations to the Board of Directors about commencement of new business initiatives and related products and modification or discontinuance of existing business initiatives and related products
Public Policy	6	Considers matters of public policy referred to it by the Board of Directors, including Farmer Mac's relationship with and policies regarding borrowers, Congress, and governmental agencies

Each of these Committees oversees aspects of Farmer Mac's enterprise risk management as described in the following paragraph. See "Proposal 1: Election of Directors" for more information about the Corporate Governance Committee. See "Executive Compensation Governance" for more information about the Compensation Committee. See "Report of the Audit Committee" and "Proposal 2: Selection of Independent Auditors" for more information about the Audit Committee.

Enterprise Risk Management

Farmer Mac's executive officers have the primary responsibility for managing the risks associated with Farmer Mac's business, including operational, credit, asset and liability management, legal, human resources, regulatory, reputational, and political risks. The Board of Directors oversees Farmer Mac's enterprise risk primarily through the Corporate Governance Committee and the delegation of specific areas of risk to the other Board committees, as well

as through Farmer Mac's internal audit and internal credit review functions. The internal audit function annually compiles an enterprise risk assessment and, under the oversight of the Audit Committee, conducts periodic audits of each of the various risk areas within Farmer Mac at least once every three years. The internal credit review function provides an independent assessment of credit risk, reporting directly to the Credit Committee. Each of the committees and management report at each Board meeting to the Corporate Governance Committee about the risks within their respective jurisdictions, and the Corporate Governance Committee provides a report to the full Board at each Board meeting.

The following table describes the various risks that each Board committee oversees:

Name of Board Committee	Risks Overseen by Board Committee
Audit	Financial reporting and accounting practices of Farmer Mac, as well as oversight of whistleblower complaints and allegations of fraud, security breaches, data integrity, business continuity planning, and regulatory compliance
Compensation	Alignment of Farmer Mac's compensation policies and plans with its overall risk tolerance, as well as oversight of all human resources issues such as employee benefits, employee development and retention, and staff turnover
Corporate Governance	Governance policies of Farmer Mac, compliance with Farmer Mac's code of business conduct and ethics, and Farmer Mac's overall enterprise risk management
Credit	Credit risks inherent in Farmer Mac's fulfillment of its statutory mission to deliver the benefits of a secondary market to agricultural and rural utilities lenders, including credit underwriting, loan servicing, documentation, and counterparty risk
Finance	Farmer Mac's finance-related risk, including asset and liability management, compliance with the Board's capital adequacy, investment, and interest rate risk policies, funding risk, changes in asset values, investment quality, and liquidity
Marketing	Reputational risks and risks related to the development and maintenance of Farmer Mac's customer relationships
Public Policy	Farmer Mac's exposure to political and regulatory risks

Additionally, on February 25, 2014, the Farm Credit Administration published in the Federal Register an advance notice of proposed rulemaking (the "ANPRM") seeking public comment on Farmer Mac's risk governance, among other items. For more information on the ANPRM, see "Management's Discussion and Analysis of Financial Condition and Results of Operations—Regulatory Matters" in Farmer Mac's Annual Report on Form 10-K for the fiscal year ended December 31, 2013 filed with the SEC on March 13, 2014.

Code of Business Conduct and Ethics

Farmer Mac has adopted a code of business conduct and ethics (the "Code") that applies to all directors, officers, employees, and agents of Farmer Mac, including Farmer Mac's principal executive officer, principal financial officer, and principal accounting officer. The Code was most recently amended in April 2014. A copy of the Code is available on Farmer Mac's website, www.farmermac.com, in the "Corporate Governance" portion of the "Investors" section. Farmer Mac will post any amendment to, or waiver from, a provision of the Code in that same location on its website. A print copy of the Code is available free of charge upon written request to Farmer Mac's Secretary at 1999 K Street, N.W., Fourth Floor, Washington, D.C. 20006.

Stockholder Proposals

Each year, at the annual meeting, the Board of Directors submits to the stockholders its nominees for election as Class A and Class B directors. In addition, the Audit Committee's selection of independent auditors for the year is submitted for stockholder ratification at each annual meeting in accordance with Farmer Mac's By-Laws. The Board of Directors may, in its discretion and upon proper notice, also present other matters to the stockholders for action at an annual meeting, including presenting for a vote the approval, on an advisory basis, of the compensation of Farmer Mac's named executive officers. In addition to those matters presented by the Board of Directors, the stockholders may be asked to act at an annual meeting upon proposals timely submitted by eligible holders of Voting Common Stock.

Under Rule 14a-8(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), proposals of stockholders to be presented at the Meeting were required to be received by Farmer Mac's Secretary on or before

December 27, 2013 for inclusion in this Proxy Statement and the accompanying proxy card. Other than the election of ten members to the Board of Directors, the ratification of the appointment of PricewaterhouseCoopers LLP as Farmer Mac's independent auditors for fiscal year 2014, and the approval, on an advisory basis, of the compensation of Farmer Mac's named executive officers disclosed in this Proxy Statement, the Board of Directors knows of no other matters to be presented for action at the Meeting. If any other matters not known at the time this Proxy Statement was printed are properly brought before the Meeting or any adjournment or postponement of the Meeting, the Proxy Committee intends to vote proxies in accordance with its members' best judgment.

Only proper proposals under Rule 14a-8 of the Exchange Act that are timely received will be included in the proxy statement and proxy card for Farmer Mac's 2015 Annual Meeting of Stockholders. If any stockholder eligible to do so intends to present a proposal for consideration at Farmer Mac's 2015 Annual Meeting of Stockholders under Rule 14a-8 of the Exchange Act, Farmer Mac's Secretary must receive the proposal on or before December 26, 2014 to be considered for inclusion in the 2015 Proxy Statement. Proposals should be sent to Farmer Mac's Secretary at 1999 K Street, N.W., Fourth Floor, Washington, D.C. 20006.

The By-Laws currently provide that stockholders who seek to bring business before a meeting of stockholders, other than the election of directors, generally must provide notice of that intent not earlier than 120 nor later than 90 calendar days prior to the first anniversary of the immediately preceding year's annual meeting of stockholders, and, in such notice, provide Farmer Mac with relevant information about the proposal. Any stockholder proposal received by Farmer Mac's Secretary before February 5, 2015 or after March 7, 2015 will be considered untimely and, if presented at the 2015 Annual Meeting of Stockholders, the Proxy Committee, as then constituted, will have the right to exercise discretionary voting authority on that proposal to the extent authorized by Rule 14a-4(c) of the Exchange Act.

For information about stockholders' nominations of individuals to stand for election as a director at an annual meeting, see "Proposal 1: Election of Directors."

Communications with the Board

Stockholders and other interested parties may communicate directly with members of the Board of Directors by writing to them at Federal Agricultural Mortgage Corporation, 1999 K Street, N.W., Fourth Floor, Washington, D.C. 20006.

PROPOSAL 1: ELECTION OF DIRECTORS

Board Structure

The Act provides that five of Farmer Mac's directors are elected by the Class A Holders, and five directors are elected by the Class B Holders. At the Meeting, ten directors will be elected for one-year terms. All of the Class A nominees and four of the Class B nominees currently are members of the Board of Directors. The directors elected by the Class A Holders and the Class B Holders at the Meeting will hold office until Farmer Mac's 2015 Annual Meeting of Stockholders, or until their respective successors have been duly elected and qualified.

The Act further provides that the President of the United States appoints five members to the Board of Directors with the advice and consent of the United States Senate (the "Appointed Members"). The Appointed Members serve at the pleasure of the President of the United States. The Board of Directors, after the election at the Meeting, will consist of the five Appointed Members named under "—Information about Nominees for Directors—Directors Appointed by the President of the United States" below (or such other Appointed Members as may be appointed by the President and confirmed by the Senate between April 15, 2014 and June 5, 2014) and the ten members who are elected by the holders of Farmer Mac's Voting Common Stock.

Selection of Director Nominees by Board

The Corporate Governance Committee facilitates the selection of director nominees. Farmer Mac's By-Laws require the Corporate Governance Committee to be comprised of two Appointed Members (one of whom serves as the chairman of the Corporate Governance Committee), two directors who have been elected by the holders of the Class

A Voting Common Stock, and two directors who have been elected by the holders of the Class B Voting Common Stock. The current members of the Corporate Governance Committee are: Appointed Members Junkins (chairman of the Corporate Governance Committee) and Watts; Class A directors Brack and Engebretsen; and Class B directors Davidson and McElroy. As described in more detail under "Corporate Governance Matters—Director Independence," the Board has determined that all of the current members of the Corporate Governance Committee are "independent" as defined under Farmer Mac's Corporate Governance Guidelines, which prescribe independence criteria that meet or exceed all standards for director independence under applicable SEC and NYSE rules. The Corporate Governance Committee Charter and Farmer Mac's Corporate Governance Guidelines are available on Farmer Mac's website, www.farmermac.com, in the "Corporate Governance" portion of the "Investors" section. Print copies of the Corporate Governance Committee Charter and Farmer Mac's Corporate Governance Guidelines are available free of charge upon written request to Farmer Mac's Secretary at 1999 K Street, N.W., Fourth Floor, Washington, D.C. 20006.

In identifying and evaluating potential director candidates, the Corporate Governance Committee adheres to the criteria set forth in the By-Laws and the Corporate Governance Guidelines, as well as a policy statement on directors adopted by the Board that expresses the general principles that should govern director selection and conduct. The Corporate Governance Committee reviews, on an annual basis, the appropriate qualifications, skills, and characteristics required of Board members in the context of the composition of the Board as a whole at that point in time and in accordance with the criteria set forth in the By-Laws. The Corporate Governance Committee's assessment includes a Board member's qualification as to independence, as well as issues of judgment, skills (such as understanding of relevant technologies), and financial expertise, all in the context of an assessment of the perceived needs related to the effective operation of the Board and its committees at that point in time. The Corporate Governance Committee strives to identify and retain as members of the Board individuals who have the qualities, business background, and experience that will enable them to contribute significantly to the development of Farmer Mac's business and its future success.

The Board has determined that its elected members should be comprised of individuals with a variety of business backgrounds and experiences who have a broad perspective and good record of accomplishment as senior members of agricultural or other relevant business entities; as agricultural, rural utilities, or commercial lenders; as accountants or auditors; or as entrepreneurs. The Board has also determined that its membership should reflect diversity in the broadest sense, including diversity of geography, background, gender, race and ethnicity, age, and experience and training from different disciplines and industries.

In recommending a nominee for director, the Corporate Governance Committee also considers an individual's ability to represent objectively all of Farmer Mac's stockholders, as well as his or her character, judgment, fairness, and overall ability to serve Farmer Mac. Thus, in addition to considering the current needs of the Board and the quality of an individual's professional background and experience, the Corporate Governance Committee seeks individuals who:

- have integrity, independence, an inquiring mind, an ability to work with others, good judgment, intellectual competence, and motivation;
- have the willingness and ability to represent all stockholders' interests, and not just the particular stockholders that elect the director to serve on the Board;
- have an awareness of, and a sensitivity to, the statutory mandate of Farmer Mac;
- are willing to commit the necessary time and energy to prepare for and attend Board and committee meetings; and are willing and have the ability to present their views and opinions in a forthright manner, but, upon the conclusion of deliberations, to act in the best interests of Farmer Mac and all of its stockholders, and, once a decision is reached by a majority, to support the decision.

The Corporate Governance Committee and the Board exercise judgment in applying these factors to select director nominees.

In identifying potential candidates for the Board, the Corporate Governance Committee considers suggestions from Board members, management, stockholders, and others. From time to time, the Corporate Governance Committee may retain a search firm to assist in identifying potential candidates and gathering information about the background and experience of those candidates. The Corporate Governance Committee will consider all proposed nominees, including stockholder nominees, in light of the qualifications discussed above and the assessed needs of the Board at the time.

The Corporate Governance Committee recommended five individuals to be considered for election as Class A nominees and five individuals to be considered for election as Class B nominees, and the Board of Directors has approved these recommendations. The individuals recommended by the Corporate Governance Committee are referred to collectively as the "Nominees." The Nominees will stand for election to serve for terms of one year each,

or until their respective successors are duly elected and qualified. All of the Nominees other than Douglas L. Flory are current members of the Board standing for re-election. CoBank, ACB, the holder (along with its wholly-owned subsidiary CoBank, FCB) of approximately 32.6% of the Class B Voting Common Stock, recommended to the Corporate Governance Committee that Thomas W. Hill and Douglas E. Wilhelm be nominated for re-election. AgFirst Farm Credit Bank, the holder of approximately 16.79% of the Class B Voting Common Stock, recommended that Douglas L. Flory be nominated for election to the Board of Directors. No fees were paid to any director search firms or other third parties to assist in identifying and evaluating the Nominees.

Stockholder Director Nominations

Farmer Mac's By-Laws contain, among other provisions, an advance notice of director nomination provision to provide a process for the delivery of timely and proper notices for stockholder nominations. The exclusive means by which eligible holders of Farmer Mac's Voting Common Stock may nominate an individual to stand for election to the Board at an annual meeting of stockholders are set forth in Farmer Mac's By-Laws and summarized below.

Timely Notice. Stockholders seeking to nominate persons for election to the Board at an annual meeting of stockholders must deliver a timely and proper advance written notice to Farmer Mac, which generally must be received by Farmer Mac's Secretary not earlier than 120 nor later than 90 calendar days prior to the first anniversary of the immediately preceding year's annual meeting of stockholders. For the 2015 Annual Meeting of Stockholders, the holders of Farmer Mac's Voting Common Stock may submit written nominations on or after February 5, 2015 until March 7, 2015 to Farmer Mac's Secretary at 1999 K Street, N.W., Fourth Floor, Washington, D.C. 20006.

Proper Notice. For a stockholder's advance notice of director nomination to be proper, it must be in proper written form. The content of the advance notice for director nomination must include specified representations from the stockholder and provide detailed information about, among other things, the nominating person (as defined in the By-Laws), stock ownership and related filing obligations under the Exchange Act, each proposed nominee, and certain compensation arrangements.

Nominee Eligibility. Prospective director nominees must satisfy specified requirements to be eligible for nomination by a stockholder for election as a director, including requirements to deliver a written questionnaire about the background and qualifications of the proposed nominee and a written representation and agreement, in the form to be provided by Farmer Mac's Secretary upon written request. The By-Laws, which were most recently amended on December 4, 2013 to revise the nominee eligibility criteria, among other items, also provide that, at a minimum, a proposed nominee must:

- be a natural person over 21 years of age;
- be a U.S. citizen (which includes a naturalized citizen);
- be financially literate (i.e., able to read and understand financial statements and comprehend general financial concepts);
- have some knowledge about one or more area's of Farmer Mac's business;
- not (i) have been convicted of any criminal offense involving dishonesty or a breach of trust, (ii) have been found to have violated any provision of the Act, any banking laws, or any federal or state securities laws, including but not limited to, the Securities Act or the Exchange Act, or (iii) had a professional license suspended or revoked; and
- satisfy such other criteria for service as may be imposed by applicable law, including, but not limited to, the rules and regulations of the SEC and any national securities exchange where Farmer Mac's shares are listed or traded.

Please see Farmer Mac's By-Laws containing the provisions described above, filed as Exhibit 3.1 to the Current Report on Form 8-K filed by Farmer Mac on December 9, 2013 with the SEC.

Information about Nominees for Director

Each of the Nominees has consented to being named in this Proxy Statement and to serve if elected. Each of the Nominees has been principally employed in his current position for the past five years unless otherwise noted. If any of the ten Nominees named below is unable or unwilling to stand as a candidate for the office of director on the date of the Meeting or at any adjournment or postponement of the Meeting, the proxies received on behalf of that Nominee will be voted for any substitute or other nominee as the Board of Directors may designate. The Board of Directors has no reason to believe that any of the Nominees will be unable or unwilling to serve if elected.

The Board of Directors unanimously recommends that Class A Holders and Class B Holders vote FOR all of the Nominees, as applicable, listed below for election as directors.

Class A Nominees

DENNIS L. BRACK, 61, has been a member of the Board of Directors of Farmer Mac since June 7, 2001 and serves as chairman of the Audit Committee and as a member of the Corporate Governance Committee and the Credit Committee. Mr. Brack served as President and Chief Executive Officer of Bath State Bank in Bath, Indiana from 1988 to 2007. He has remained as a director of Bath State Bank and is currently a director of the board of Bath State Bancorp, the holding company for the bank. He became a member of the board of directors of Franklin County Community Foundation, Brookville, Indiana in 2007 and served as a member of their Investment Committee from 1999 to 2009. Mr. Brack has recently worked on the steering committees for Comprehensive Plan Development in both Franklin and Union Counties, Indiana. He was also a director of the Indiana Bankers Association from 1994 to 1996 and previously served a three-year term on the Purdue University Dean's Advisory Council.

JAMES R. ENGBRETSSEN, 58, has been a member of the Board of Directors of Farmer Mac since June 5, 2008 and serves as a member of the Audit Committee, the Corporate Governance Committee, and the Finance Committee. Mr. Engbretsen is the former Assistant Dean of the Marriott School of Management at Brigham Young University, where he has served as Professor of Finance since 2004. He formerly served as the Managing Director of the Peery Institute of Financial Services at the Marriott

School from 2004 to 2006. He joined the Marriott School with nearly fifteen years of work experience at Lehman Brothers, JP Morgan, and Goldman Sachs in New York and Philadelphia. Mr. Engebretsen left Goldman Sachs in 1995 to set up his own hedge fund, Associates Capital Management. He is a registered investment advisor and earned his MBA and BS in Economics from Brigham Young University.

DENNIS A. EVERSON, 63, has been a member of the Board of Directors of Farmer Mac since June 3, 2004 and serves as chairman of the Credit Committee and as a member of the Compensation Committee, Marketing Committee, and the Public Policy Committee. Mr. Everson currently serves on the board of directors of First Dakota National Bank. Mr. Everson served as Branch Administration Director of First Dakota National Bank from 2009 until his retirement in December 2012. Prior to that, he served as President and Manager of the First Dakota National Bank Agri-business Division starting in 2002. From 1984 until 2002, he was Vice President and Manager of the First Dakota National Bank Agri-business Division. From 2000 until 2002, Mr. Everson was a member of the Federal Home Loan Bank Committee of the American Bankers Association. During 1998, he served as Chairman of the Agricultural & Rural Bankers Committee of the American Bankers Association.

MITCHELL A. JOHNSON, 72, has been a member of the Board of Directors of Farmer Mac since June 12, 1997 and is a member of the Compensation Committee, the Finance Committee, and the Public Policy Committee. Mr. Johnson is a financial consultant. He is also a trustee of, and during the past six years has served as director for, the Advisors' Inner Circle Funds, the Advisors' Inner Circle Funds II, The Bishop Street Funds, and SEI Funds. Mr. Johnson formerly was President of MAJ Capital Management, Inc., an investment management firm that he founded in 1994 following his retirement from the Student Loan Marketing Association ("Sallie Mae"). During his 21 years with Sallie Mae, Mr. Johnson held numerous positions within that organization including, for the seven years preceding his retirement, Senior Vice President, Corporate Finance. He has been a trustee of Citizens Funds, Rushmore Funds, and Diversified Funds. Mr. Johnson also served as a director of Eldorado Bankshares, Inc., Laguna Hills, California, the holding company for Eldorado and Antelope Valley Banks.

CLARK B. MAXWELL, 42, has been a member of the Board of Directors of Farmer Mac since June 5, 2008 and serves as chairman of the Finance Committee and as a member of the Audit Committee and the Compensation Committee. Mr. Maxwell is the Chief Operating Officer at Chatham Financial Corp., where he has held various positions since 2002. Chatham provides comprehensive interest rate, commodity, and currency hedging expertise to hundreds of financial institutions, real estate companies, and other institutional clients. From 1998 to 2002, Mr. Maxwell was a Manager at Ernst & Young LLP, where he specialized in audits of financial institutions and served as a derivatives and hedging subject matter expert. Mr. Maxwell was a Postgraduate Technical Assistant at the Financial Accounting Standards Board from 1997 to 1998, where he worked on the development of Statement of Financial Accounting Standards No. 133, Accounting for Derivative Instruments and Hedging Activities. Mr. Maxwell is a Certified Public Accountant and a member of the AICPA. He received his BS, summa cum laude, and Masters in Accounting from Brigham Young University.

Class B Nominees

RICHARD H. DAVIDSON, 69, has been a member of the Board of Directors of Farmer Mac since June 3, 2010 and serves as chairman of the Compensation Committee and as a member of the Corporate Governance Committee and the Public Policy Committee. Mr. Davidson is presently serving as President of Davidson Farms, Inc. and Vice President of DSF, Inc., which consists of a grain farm, cow/calf herd, and beef cattle operation, located south of Columbus, Ohio. Mr. Davidson has been operating Davidson Farms, Inc. since 1970 and, together with his son, operating DSF, Inc. since 2001. Mr. Davidson was elected to the AgriBank, FCB Board of Directors in March 2005 and currently serves as its Chairman. He also serves on AgriBank's Finance Committee and its Enterprise Risk Management Committee. He also currently serves on the board of the Fayette County Charitable Foundation and was chairman of the Fayette County Planning Commission and the Fayette County Zoning Commission. Mr. Davidson has

previously served on the board and as chairman of West Central Ohio Port Authority (railroad), Fayette Landmark, Inc. Co-op Supply Business, and Fayette County Farm Bureau. He has also previously served on the board of the Columbus Production Credit Association, the Southern Ohio Farm Credit Association, Southern State Community College, Robinson Seed Company, Inc. Stock Company, Fayette County Chamber of Commerce, and Royster Clark, Inc. Stock Company (fertilizer and agricultural supply). Mr. Davidson is a graduate of The Ohio State University with a degree in Agricultural Economics.

DOUGLAS L. FLORY, 74, served as one of the three members of the Farm Credit Administration Board after his appointment by President George W. Bush and confirmation by the U.S. Senate from August 2002 through December 2006, during which time he became involved with a U.S. government project to establish Farm Credit Armenia, a farm credit system in Armenia similar to the U.S. Farm Credit System. Mr. Flory continued to work on this project as a consultant from December 2006 through June 2010 and from September 2012 through December 2013. While serving on the FCA Board, Mr. Flory also served on the board of the Farm Credit System Insurance Corporation from December 2002 through December 2006. From 2008 until 2010, Mr. Flory also served as an adjunct faculty member of the Agricultural and Applied Sciences Department at the Virginia Polytechnic Institute and State University. Prior to his service on the FCA Board, Mr. Flory served as the Executive Vice President of Dominion Bank

of the Shenandoah Valley, N.A., as well as the President, Chief Executive Officer, and board member of Dominion Farm Loan Corporation, a wholly-owned subsidiary of the Dominion Bank of the Shenandoah Valley, N.A. from January 1976 through December 1989. From 1989 to 1993, Mr. Flory served as the Executive Vice President and Chief Operating Officer, and on the board of directors, of WLR Foods, Inc., a publicly-traded turkey and broiler company, after which he was elected to the board of directors of AgFirst Farm Credit Bank and Farm Credit of the Virginias, ACA and served until 2002. Mr. Flory received a Bachelor of Science from the Virginia Polytechnic Institute and State University and is also a graduate of the Maryland-Virginia School of Bank Management at the University of Virginia.

THOMAS W. HILL, 64, has been a member of the Board of Directors of Farmer Mac since June 7, 2012 and serves as a member of the Credit Committee and the Finance Committee. Mr. Hill served until November 2010 as Senior Vice President, Chief Financial and Operations Officer of Farm Credit Bank of Texas. In that role, Mr. Hill was responsible for the financial management, operations and technology, and human resources departments within the finance division of Farm Credit Bank of Texas. In addition, he managed the bank's loan pricing, interest-rate risk management, financial planning, financial reporting, and accounting systems. Mr. Hill began his Farm Credit System career in 1974 in the finance and accounting department at the Federal Intermediate Credit Bank of Spokane. In 1987, he transferred to the Farm Credit System Capital Corporation to join the team that monitored the operations of distressed Farm Credit System banks. In 1988, he joined the Farm Credit Bank of Texas, where he was responsible for developing plans for implementing provisions of the Agricultural Credit Act of 1987. Mr. Hill has been a member of System Work Groups addressing the question of how to determine the adequacy of capital for Farm Credit System institutions since the introduction of capitalization regulations in the late 1980s. Within the Farm Credit System, he has also served as chairman of the Capital Adequacy Work Group and was a charter member of the Accounting Standards Work Group. Mr. Hill is a graduate of Texas A&I University (Texas A&M University – Kingsville).

JAMES B. MCELROY, 65, has been a member of the Board of Directors of Farmer Mac since June 7, 2012 and serves as a member of the Audit Committee, the Corporate Governance Committee, and the Marketing Committee. Mr. McElroy served as a member of the board of directors of AgriBank, FCB from 2000 until March 2014, including as chairman from 2004 to 2006, and has served on its Audit, Risk Management, and Finance Committees. Prior to that time, Mr. McElroy served on and is a past chairman of the FCS of Mid-America Association board in Louisville, Kentucky, and also served on its Audit Committee. He has been a Farm Credit System director since 1975, also serving on the Green River PCA board in Owensboro, Kentucky. Mr. McElroy currently operates a grain operation with his son in western Kentucky, raising corn, wheat, and soybeans. He also operates a land drainage company and a farm management business, and is a former rural appraiser and real estate broker. He is a past president of the Bluegrass chapter of the American Society of Farm Managers and Rural Appraisers, and has served as chairman of the Kentucky Corn Check-Off board, chairman of the Union County Soil and Water Conservation District and is a member of the Kentucky Farm Bureau, Corn Growers, Soybean Growers, and Small Grains Associations. Mr. McElroy received his Bachelor of Science degree in Agriculture from the University of Kentucky.

DOUGLAS E. WILHELM, 64, has been a member of the Board of Directors of Farmer Mac since June 7, 2012 and serves as a member of the Credit Committee and Finance Committee. Mr. Wilhelm served as Chief Risk Officer for CoBank, ACB from 2001 until 2012, during which time he managed all key risk areas of CoBank, including credit risk, operational risk, asset/liability risk and market risk, and reputational risk. Prior to that, Mr. Wilhelm managed several areas within CoBank, including credit, financial planning, and capitalization functions. Mr. Wilhelm also served on CoBank's Management Executive Committee, Asset/Liability Committee, and Country Risk Committee and was a member of CoBank's Senior Leadership Team. From 1972 to 1988, Mr. Wilhelm held various financial and accounting management functions for the Texas Bank for Cooperatives (a predecessor to CoBank) and Farm Credit Bank of Texas, including chief financial officer of the Texas Bank for Cooperatives from 1980 to 1985. He served on the board of directors of the Food Bank of the Rockies from 2007 until 2013, including as chairman from 2009 until 2011, and currently serves on the board of directors of the Food Bank of the Rockies Endowment, which he joined in

November 2013. He also serves on the board of directors of Ogallala Commons, a rural community non-profit organization, which he joined in February 2014. Mr. Wilhelm received his Bachelor's degree in Accounting from Texas A&M University.

Directors Appointed by the President of the United States

CHESTER J. CULVER, 48, has been a member of the Board of Directors of Farmer Mac since April 4, 2012 and serves as a member of the Credit Committee, Marketing Committee and Public Policy Committee. In 2006, Gov. Culver was elected and served as Governor of the State of Iowa from 2006 until 2010. Prior to that time, Gov. Culver served as Secretary of State for the State of Iowa from 1998 to 2006. A graduate of Virginia Polytechnic Institute and State University, Gov. Culver began his career as an environmental and consumer advocate in the Iowa Attorney General's Office. After receiving his Master of Arts in Teaching at Drake University in 1994, he taught government and history in Des Moines, Iowa, where he also coached football and basketball. Gov. Culver has served the National Governors Association as Chairman of both the Governors Wind Energy Coalition and Governors Biofuels Coalition. He was elected as the Federal Liaison to the U.S. Congress by the Democratic Governors Association,

and served as a member of the Democratic Governors Executive Committee. Gov. Culver is the Founder of the Chet Culver Group, a renewable energy and infrastructure consultancy firm.

SARA L. FAIVRE-DAVIS, 49, has been a member of the Board of Directors of Farmer Mac since September 30, 2010 and serves as chair of the Marketing Committee and as a member of the Audit Committee and the Compensation Committee. Dr. Faivre-Davis is currently co-owner and managing partner of Wild Type Ranch, which she operates with her husband, Ralph Mitchell. She has operated Wild Type Ranch since 2005. Dr. Faivre-Davis co-founded GenomicFX, a livestock genomics company, and served as Vice President of Bioinformatics and Vice President of Swine Business Development from 2000 to 2001. In 2001, she co-founded ViaGen, Inc., a livestock genetic improvement company, where she served in several capacities, including President, from 2001 to 2006. Dr. Faivre-Davis has held research positions as a staff scientist with the United States Department of Agriculture on the Bovine Genome Project and with the University of Iowa on the Human Genome Project. Her academic career also includes faculty appointments at the University of Illinois and Texas A&M University. Dr. Faivre-Davis graduated with honors from Iowa State University with a Bachelor of Science in Agricultural Business and Animal Science in 1986, and she earned her Ph.D. in Genetics from Texas A&M in 1991.

LOWELL L. JUNKINS, 70, has been a member of the Board of Directors of Farmer Mac since June 13, 1996, and Chairman of the Board since September 30, 2010. He previously served as Vice Chairman of the Board from December 5, 2002 to September 30, 2010 and Acting Chairman of the Board from September 15, 2008 to September 30, 2010. Mr. Junkins serves as chairman of the Corporate Governance Committee and is a member of the Compensation Committee and the Public Policy Committee. He was appointed to the Board of Directors by President Clinton in April 1996 while the Senate was in recess and was confirmed by the Senate on May 23, 1997 and was reconfirmed by the Senate on June 3, 2003 and on September 30, 2010. Mr. Junkins works as a public affairs consultant for Lowell Junkins & Associates in Des Moines, Iowa. He owns and operates Hillcrest Farms in Montrose, Iowa, where he served as Mayor from 1971 to 1972. From 1974 through 1986, Mr. Junkins served as an Iowa State Senator, including as majority leader from 1981 to 1986.

BRUCE J. SHERRICK, 51, has been a member of the Board of Directors of Farmer Mac since April 3, 2012 and serves as a member of the Audit Committee, the Credit Committee and the Finance Committee. Dr. Sherrick holds the Marjorie and Jerry Fruin Professorship and is also the Director of the TIAA-CREF Center for Farmland Research in the Department of Agricultural and Consumer Economics at the University of Illinois. Dr. Sherrick teaches undergraduate and graduate courses in applied finance and financial modeling, and has experience in credit risk assessment, credit evaluation, farmland valuation, capital modeling, crop insurance, and development of computerized decision aids. He also has taught banking seminars and Basel-related sessions to international banking audiences and has developed and supported risk-based capital stress tests. Dr. Sherrick earned his Ph.D. from The Ohio State University with subject matter fields in Finance and Marketing. Dr. Sherrick is also currently managing partner of integrated Financial Analytics & Research (iFAR), a consulting firm that specializes in credit risk assessment and modeling of agricultural finance institutions.

MYLES J. WATTS, 63, has been a member of the Board of Directors of Farmer Mac since September 30, 2010 and serves as Vice Chairman of the Board, chairman of the Public Policy Committee and as a member of the Marketing Committee and the Corporate Governance Committee. Dr. Watts is a professor in the Department of Agricultural Economics and Economics at Montana State University, where he has been a member of the faculty since 1978 and previously served as Department Head for 17 years, and currently also serves as an actuary for Watts and Associates, Inc. He has also served in various editorial capacities for the Journal of Agricultural and Resource Economics and has advised many governments and private organizations, including large international reinsurance companies, on an array of financial issues, mostly focusing on agricultural insurance. He was one of the primary organizers of the International Institute for Agricultural Risk Management, and currently serves as a board member or in other leadership positions for a variety of nonprofit economic education groups. He has substantial experience with large

reinsurance companies in various capacities. Dr. Watts received his Ph.D. from the University of Nebraska in 1978.

In addition to the affiliations set forth above, the Nominees and Appointed Members are active in many local and national trade, commodity, charitable, educational, and religious organizations.

Qualifications, Attributes, Skills, and Experience To Be Represented on the Board as a Whole

The Corporate Governance Committee has identified particular qualifications, attributes, skills, and experience that are important to be represented on the Board as a whole in light of Farmer Mac's current needs and business priorities. Farmer Mac's business is focused primarily on agricultural, agri-business, and rural utilities lending. Therefore, the Corporate Governance Committee believes that the Board should include some directors who possess knowledge of the underlying industries, marketing, and lending. Messrs. Brack, Everson, Flory, Hill, and Wilhelm bring to the Board the necessary lending expertise; Dr. Faivre-Davis and Mr. Everson bring to the Board appropriate marketing experience; and Dr. Faivre-Davis and Messrs. Davidson, Junkins, and McElroy bring to the Board direct experience in agriculture.

Farmer Mac's business also involves complicated financial transactions and complex accounting issues. Therefore, the Corporate Governance Committee believes that the Board should include some directors with a high level of financial literacy or accounting training or experience. Messrs. Brack, Davidson, Engebretsen, Flory, Hill, Johnson, Maxwell, McElroy, and Wilhelm and Drs. Sherrick and Watts bring to the Board that high level of financial literacy or accounting training or experience.

As a Congressionally chartered, highly regulated, government-sponsored enterprise, Farmer Mac is required to comply with a variety of regulatory and statutory requirements and be aware of developments in the political arena. Therefore, the Corporate Governance Committee believes that governmental or political expertise should be represented on the Board. That governmental or political experience is brought to the Board by Drs. Faivre-Davis and Watts and Messrs. Culver and Junkins, all four of whom were appointed to the Board by the President of the United States and confirmed by the Senate, as well as by Mr. Flory, who served on the Farm Credit Administration Board for four years.

The fact that a director is not named in the discussion of a particular attribute does not mean that the director does not possess that qualification or skill, but rather that it is not a specific area of focus or expertise on which the Board currently relies.

Compensation of Directors

The directors of Farmer Mac are required to spend a considerable amount of time preparing for, as well as participating in, Board and committee meetings. In addition, they are often called upon for their counsel between meeting dates. For those services, each director received the following compensation for 2013:

- an annual retainer of \$24,000 (\$30,500 for the chairman of the Audit Committee, \$29,000 for the chairman of the Compensation Committee, and \$34,000 for the Chairman of the Board);

- \$1,200 per day, plus expenses, for each meeting of the Board and each committee meeting attended (if on a day other than that of a Board meeting);

- shares of restricted Class C Non-Voting Common Stock with a market value on the date of grant equal to approximately \$61,000; and

with the prior approval of the President of Farmer Mac or the Chairman of the Board (or the chairman of the Compensation Committee in the case of a per diem for the Chairman of the Board), \$1,200 per day, plus expenses, for certain other meetings and conferences with borrowers, lenders, or other groups.

The aggregate amount of cash compensation (including payments in lieu of dividends paid on restricted stock) received by all persons who served on the Board of Directors in 2013 was approximately \$798,000. In addition to the cash compensation, Farmer Mac also reimburses directors for expenses incurred in performing their duties as directors and pays for continuing education related to their service as directors on the Board. In lieu of all or a portion of their cash retainers, directors may elect to receive shares of Class C Non-Voting Common Stock on a quarterly basis based on the fair market value on the date of acquisition.

On April 3, 2013, each sitting Board member was granted 2,020 shares of restricted Class C Non-Voting Common Stock under Farmer Mac's 2008 Omnibus Incentive Compensation Plan. Messrs. Davidson and McElroy immediately assigned these shares to AgriBank, FCB, an institution of the Farm Credit System, on whose board of directors they both served at the time. The number of shares granted was calculated to provide each director with a fair market value on the date of grant equal to approximately \$61,000. All of the shares of restricted stock granted to directors in 2013 vested on March 31, 2014.

In February 2014, the Board determined that, effective April 1, 2014, the mix of director compensation, including annual retainers, meeting fees, and targeted value for equity awards paid to directors for service on Farmer Mac's Board, as described above, would shift in part from equity to cash compensation and from meeting fees to cash retainer, as follows:

an annual retainer of \$50,000 (\$60,000 for the chairman of the Audit Committee, \$56,500 for the chairman of the Compensation Committee, and \$70,000 for the Chairman of the Board);

\$1,200 per day, plus expenses, for each committee meeting attended (if on a day other than that of a Board meeting, for which a director will not be separately compensated);

shares of restricted Class C Non-Voting Common Stock with a market value on the date of grant equal to approximately \$50,000; and

with the prior approval of the President of Farmer Mac or the Chairman of the Board (or the chairman of the Compensation Committee in the case of a per diem for the Chairman of the Board), \$1,200 per day, plus expenses, for certain other meetings and conferences with borrowers, lenders, or other groups.

The shift in the mix of director compensation effected a limited change from 2013 in the overall value that will be delivered to each director, as the \$26,000 increase in annual retainer will be offset by the \$11,000 decrease in equity compensation granted to each director, as well as by the elimination of \$14,400 in separate meeting fees previously received by each director for attendance at all twelve of the regularly-scheduled Board meetings held throughout the calendar year (six two-day meetings per year).

The following table sets forth the compensation awarded during 2013 to each person who served on the Board during 2013:

Name	Fees Earned or Paid in Cash ¹	Restricted Stock Awards ²	All Other Compensation ³	Total
Dennis Brack	\$61,700	\$61,004	\$1,900	\$124,604
Chester Culver	46,800	61,004	1,900	109,704
Richard Davidson ⁴	51,800	61,004	1,900	114,704
James Engebretsen	51,600	61,004	1,900	114,504
Dennis Everson	46,800	61,004	1,900	109,704
Sara Faivre-Davis	51,600	61,004	1,900	114,504
Thomas Hill	43,200	61,004	1,594	105,798
Mitchell Johnson	49,200	61,004	1,900	112,104
Lowell Junkins	68,800	61,004	1,900	131,704
Clark Maxwell	54,000	61,004	1,900	116,904
James McElroy ⁴	48,000	61,004	1,594	110,598
J. Dan Raines	46,800	61,004	1,900	109,704
Bruce Sherrick	51,600	61,004	1,900	114,504
Myles Watts	55,200	61,004	1,900	118,104
Douglas Wilhelm	43,200	61,004	1,594	105,798

¹ Includes amounts that the following directors voluntarily used to purchase, at market value, newly issued Class C Non-Voting Common Stock in lieu of receiving some or all of their retainers in cash: Mr. Culver (\$2,941), Mr. Engebretsen (\$2,340), Mr. Everson (\$2,915), Mr. Junkins (\$3,348), Mr. Raines (\$5,945), Dr. Sherrick (\$2,315), and Dr. Watts (\$5,978). These shares of Class C Non-Voting Common Stock were issued during 2013 based on the closing price of the Class C Non-Voting Common stock, as reported by the NYSE, on the last business day of each quarter from December 31, 2012 to September 30, 2013.

² The grant date fair value of each share of restricted stock awarded on April 3, 2013 to all members was \$30.20, which was the closing price of the Class C Non-Voting Common Stock on that date, as reported by the NYSE.

³ The "Other Compensation" received by each director during 2013 consists of the following: (1) the payment in lieu of dividends on the grant of restricted stock that vested on March 31, 2013 and was granted during 2012; and (2) the fair value (\$718.79), which was reported to each director as income, of an electronic device given to each director to facilitate Farmer Mac's delivery of and security over Board information materials.

⁴ Messrs. Davidson and McElroy immediately assigned all equity compensation received from Farmer Mac in 2013 (2,020 shares of restricted Class C Non-Voting Common Stock each) to AgriBank, FCB, an institution of the Farm Credit System, on whose board of directors they both served at the time.

STOCK OWNERSHIP OF DIRECTORS, DIRECTOR NOMINEES, NAMED EXECUTIVE OFFICERS,
AND CERTAIN BENEFICIAL OWNERS

Directors, Director Nominees, and Named Executive Officers

As of April 16, 2014, the members of the Board of Directors, nominees for election as directors, and named executive officers of Farmer Mac listed in the table below might be deemed to be "beneficial owners" of the indicated number of equity securities of Farmer Mac, as defined by the rules of the SEC. Farmer Mac's Voting Common Stock may be held only by banks, insurance companies, and financial institutions and Farm Credit System institutions, and may not be held by individuals. Accordingly, no director, nominee, or executive officer owns, directly or indirectly, any shares of any class of Voting Common Stock. Furthermore, Appointed Members may not be officers or directors of financial institutions or Farm Credit System institutions and may not be beneficial owners (through affiliation) of Voting Common Stock. There are no ownership restrictions on the Class C Non-Voting Common Stock. For information about the beneficial owners of 5% or more of the Voting Common Stock, see "—Principal Holders of Voting Common Stock."

	Voting Common Stock		Non-Voting Common Stock ^{1,2}	
	Class A or Class B	Percent of Class	Class C	Percent of Class
Timothy L. Buzby	—	—	195,270	2.08%
R. Dale Lynch	—	—	4,228	*
Stephen P. Mullery	—	—	32,817	*
Tom D. Stenson	—	—	188,960	2.01%
Dennis L. Brack	—	—	8,354	*
Chester J. Culver	—	—	3,188	*
Richard H. Davidson	—	—	4,196	*
James R. Engebretsen	—	—	7,185	*
Dennis A. Everson	—	—	2,146	*
Sara L. Faivre-Davis	—	—	6,578	*
Thomas W. Hill	—	—	2,105	*
Mitchell A. Johnson	—	—	15,756	*
Lowell L. Junkins	—	—	10,052	*
Clark B. Maxwell	—	—	20,348	*
James B. McElroy	—	—	2,085	*
J. Dan Raines	—	—	2,481	*
Bruce J. Sherrick	—	—	4,985	*
Myles J. Watts	—	—	9,185	*
Douglas E. Wilhelm	—	—	4,105	*
Douglas L. Flory	—	—	—	—
All directors, nominees, and named executive officers as a group (20 persons)	—	—	524,024	5.58%

* Less than 1%.

¹ Includes shares of Class C Non-Voting Common Stock that may be acquired within 60 days through the exercise of vested stock options as follows: Mr. Buzby, 70,380 shares; Mr. Mullery, 12,000 shares; and Mr. Stenson, 98,403 shares. Does not include shares of restricted stock previously granted but scheduled to vest after June 16, 2014.

² Includes shares of Class C Non-Voting Common Stock underlying SARs that may be acquired within 60 days through the exercise of vested SARs as follows: Mr. Buzby, 116,230 shares; Mr. Lynch, 3,393 shares; Mr. Mullery, 20,181 shares; and Mr. Stenson, 79,343 shares. Because each SAR represents the right to receive, upon exercise, an amount equal to the excess, if any, of the fair market value of a share of Farmer Mac's Class C Non-Voting Common Stock on the date of exercise over the grant price, the actual number of shares of Class C Non-Voting Common Stock that will be received by each person upon exercise of SARs cannot be determined at this time. Therefore, the number of shares of Class C Non-Voting Common Stock beneficially owned by each named executive officer reflected in the table above related to SARs may be higher than the number of shares of Class C Non-Voting Common Stock that each named executive officer will actually receive upon exercise of any vested SARs.

Principal Holders of Voting Common Stock

To Farmer Mac's knowledge, as of the date of this Proxy Statement, the following institutions are the beneficial owners of either 5% or more of the outstanding shares of Farmer Mac's Class A Voting Common Stock or Class B Voting Common Stock, and/or 5% or more of the total number of outstanding shares of Farmer Mac's Voting Common Stock (both Class A and Class B).

Name and Address	Number of Shares Beneficially Owned	Percent of Total Voting Shares Outstanding	Percent of Total Shares Held By Class
AgFirst Farm Credit Bank Columbia, SC 29202	84,024 shares of Class B Voting Common Stock	5.49%	16.79%
AgriBank, FCB ¹ St. Paul, MN 55101	201,621 shares of Class B Voting Common Stock	13.17%	40.30%
CoBank, ACB ² Denver, CO 80111	163,253 shares of Class B Voting Common Stock	10.66%	32.63%
Farm Credit Bank of Texas ³ Austin, TX 78761	38,503 shares of Class B Voting Common Stock	2.52%	7.70%
National Rural Utilities Cooperative Finance Corporation Dulles, VA 20166	81,500 shares of Class A Voting Common Stock	5.32%	7.91%
The Vanguard Group, Inc. Valley Forge, PA 19482	56,295 shares of Class A Voting Common Stock	3.68%	5.46%
Zions First National Bank Salt Lake City, UT 84111	322,100 shares of Class A Voting Common Stock	21.04%	31.25%

¹ Richard H. Davidson is a member of the board of directors of AgriBank, FCB, and is a current member of Farmer Mac's Board of Directors and a Class B Nominee.

² Including its affiliate, CoBank, FCB. Douglas E. Wilhelm served as Chief Risk Officer for CoBank, ACB from 2001 until 2012, and currently is a party to a services agreement with CoBank, under which he serves as an employee of CoBank. Mr. Wilhelm is a current member of Farmer Mac's Board of Directors and a Class B Nominee.

³ Thomas W. Hill served until November 2010 as Senior Vice President, Chief Financial and Operations Officer of Farm Credit Bank of Texas (FCBT), and currently is a party to a services agreement with FCBT, under which he serves as an employee of FCBT. Mr. Hill is a current member of Farmer Mac's Board of Directors and a Class B Nominee.

EXECUTIVE OFFICERS

The following table sets forth the names and ages of the current executive officers of Farmer Mac, the principal positions held by them with Farmer Mac, and, for all but Mr. Stenson, the officers' experience prior to joining Farmer Mac.

Name	Age	Farmer Mac Positions Held and Professional Experience
Timothy L. Buzby	45	President and Chief Executive Officer. Mr. Buzby was appointed Chief Executive Officer on October 3, 2012. Prior to his appointment as Chief Executive Officer, Mr. Buzby served as Farmer Mac's Senior Vice President – Chief Financial Officer beginning April 2, 2009 and as Treasurer beginning October 8, 2009. Prior to April 2009, Mr. Buzby was Vice President – Controller of Farmer Mac from June 5, 2003 through April 1, 2009 and Acting Treasurer from October 1, 2008 through April 1, 2009. Mr. Buzby previously served as Chief Financial Officer for George Mason Mortgage Corporation, a regional residential mortgage lender, from March 2000 to December 2000, at which time he joined Farmer Mac as Controller. From July 1997 to February 2000, he was the Chief Financial Officer for Mortgage Edge Corporation, a national mortgage lender. Prior to July 1997, Mr. Buzby was a Manager on the Mortgage Consulting Staff of KPMG Peat Marwick, LLP. Mr. Buzby has been a certified public accountant since 1992.
R. Dale Lynch	47	Senior Vice President – Chief Financial Officer and Treasurer. Mr. Lynch was appointed to serve as Chief Financial Officer and Treasurer on February 6, 2013, effective February 15, 2013. Prior to his appointment as Farmer Mac's Chief Financial Officer, Mr. Lynch served as Vice President of Finance at U.S. Silica Holdings, Inc. from 2011 to 2012. Prior to that, he served as Executive Vice President of Finance of Allied Capital Corporation from 2004 to 2010. From 1989 to 2004, Mr. Lynch held various investment banking and analyst positions with Lehman Brothers, Deutsche Bank, and Merrill Lynch.
Tom D. Stenson	63	Executive Vice President and Chief Operating Officer. Mr. Stenson was appointed Chief Operating Officer on June 7, 2007. Prior to that time, Mr. Stenson was Vice President – Agricultural Finance of Farmer Mac from August 7, 1997 until June 7, 2007 and Director – Agricultural Finance of Farmer Mac from November 1996 until August 7, 1997.
Stephen P. Mullery	47	Senior Vice President – General Counsel and Secretary. Mr. Mullery was appointed Senior Vice President – General Counsel and Secretary on June 8, 2012. Prior to that appointment, he served as Farmer Mac's Assistant General Counsel starting in 2000 and then Deputy General Counsel starting in 2009. Mr. Mullery was an associate in the Washington, D.C. office of the law firm Cadwalader, Wickersham & Taft from 1995 to 2000.

EXECUTIVE COMPENSATION GOVERNANCE

Introduction

The Compensation Committee of Farmer Mac's Board of Directors (the "Compensation Committee") determines the salaries, incentive compensation, and other compensation of Farmer Mac's directors and executive officers, subject to ratification by the Board of Directors in the case of compensation for directors. The members of the Compensation Committee who determined the 2013 compensation of Farmer Mac's directors and executive officers are Drs. Faivre-Davis and Sherrick and Messrs. Brack, Davidson, Johnson, and Junkins. Mr. Davidson has served as chairman of the Compensation Committee since June 7, 2012. On June 6, 2013, Dr. Sherrick and Mr. Brack rotated off of the Compensation Committee and were replaced by Messrs. Everson and Maxwell. No member of Farmer Mac's Compensation Committee is or has been an officer or employee of Farmer Mac. As described in more detail in "Corporate Governance Matters—Director Independence," the Board has affirmatively determined that all members of the Compensation Committee are "independent" under:

Farmer Mac's Corporate Governance Guidelines, which prescribe independence criteria that meet or exceed all general standards for director independence under applicable SEC and NYSE rules; and the additional independence criteria prescribed by NYSE rules specifically for directors who serve on the Compensation Committee.

During 2013, the Compensation Committee reviewed and recommended approval of a revised Compensation Committee Charter, which was approved by the full Board on August 1, 2013. The complete text of the Compensation Committee Charter, which reflects standards set forth in SEC and NYSE rules, is available on Farmer Mac's website (www.farmermac.com) in the "Corporate Governance" portion of the "Investors" section. A print copy of the Compensation Committee Charter is available free of charge upon written request addressed to Farmer Mac's Secretary at 1999 K Street, N.W., Fourth Floor, Washington, D.C. 20006.

The Compensation Committee determines and approves the total levels of compensation of all named executive officers (either as a committee or together with the other independent directors on the Board for the CEO's compensation) after evaluating current market compensation levels for comparable positions and assessing each officer's performance during the previous calendar year, including, for all other named executive officers, through discussions with the Chief Executive Officer. Neither the Chief Executive Officer nor any other named executive officer is present during deliberations on his compensation by the Compensation Committee or the Board. The Compensation Committee recommends to the Board of Directors the total levels of compensation to be awarded to Farmer Mac's directors. The Compensation Committee does not delegate any of its authority to other persons.

The Compensation Committee engaged Pay Governance LLC ("Pay Governance") to serve as its independent compensation consultant for 2013. Pay Governance is accountable to and reports directly to the Compensation Committee. The Compensation Committee asked Pay Governance to provide market data on executive and director compensation and information regarding compensation trends. The Compensation Committee met with Pay Governance during 2013, both in general committee session and in executive session without management present. The chairman of the Compensation Committee held discussions with Pay Governance with the consent of the other Compensation Committee members.

Overview of Farmer Mac's Executive Compensation Practices

Farmer Mac's executive compensation program is designed to be consistent with good governance practices and is based on our philosophy that:

- pay should be aligned with our business objectives and stockholder interests; and
- incentive compensation should be based on company and individual performance without encouraging undue risk-taking.

Under the oversight of our Compensation Committee from design to payout, our executive compensation program is based on a pay-for-performance approach (both short-term and long-term), as well as on executive retention. Our executive compensation program has the following key features:

- Our short- and long-term incentive compensation is based upon balanced frameworks of metrics that are aligned with our mission and support the safety and soundness of Farmer Mac.

- We do not provide any pension, excess retirement, or supplemental executive retirement ("SERP") plans to our executive officers. Executive officers participate in our defined contribution retirement plans available to all employees.

- We have an employment agreement with our CEO that is a fixed term contract.

We provide conservative severance provisions, which are limited to two of our executives, and we do not provide any additional benefits under a change-in-control (no "golden parachutes").

We do not provide executive perquisites such as club memberships, company cars, car allowances, or corporate apartments. The only perquisites provided to executive officers above and beyond benefits provided to all other employees are limited to paid parking and supplemental disability and life insurance.

We emphasize performance-based compensation and rewards contingent on long-term performance through our stock grants.

Incentive awards under our performance-based cash and equity plans are subject to caps and specific performance minimums.

We shifted our long-term incentive compensation in 2013 to a more conservative, balanced mix of stock appreciation rights ("SARs"), performance-based restricted stock units ("RSUs"), and time-based RSUs. Consistent with competitive practices, we further rebalanced the mix of SARs, performance-based RSUs, and time-based RSUs for grants made in 2014 to place less emphasis on SARs in the mix of long-term incentive compensation.

Our insider trading policy prohibits any director or employee from engaging in hedging and pledging activities in Farmer Mac securities.

We evaluate our executive compensation program to ensure that it does not create incentives for employees to take material risks.

Compensation Discussion and Analysis

This Compensation Discussion and Analysis ("CD&A") discusses our executive compensation program, primarily as it relates to our Chief Executive Officer, Chief Financial Officer, and our two other most highly compensated executive officers (the "named executive officers") whose compensation was determined by the Compensation Committee during 2013:

Timothy L. Buzby, President and Chief Executive Officer beginning October 3, 2012, at which time he also continued to serve as Senior Vice President – Chief Financial Officer and Treasurer until February 15, 2013;

R. Dale Lynch, Senior Vice President – Chief Financial Officer and Treasurer since February 15, 2013;

Tom D. Stenson, Executive Vice President and Chief Operating Officer; and

Stephen P. Mullery, Senior Vice President – General Counsel and Secretary.

These four individuals were the only people who served as executive officers of Farmer Mac during 2013.

General Compensation Goals and Pay Elements

The Board of Directors, through the Compensation Committee, has adopted a total compensation philosophy for Farmer Mac. Farmer Mac's total compensation philosophy is designed to maintain a compensation program that fosters a performance-oriented, results-based culture where compensation varies based on the business results achieved and is properly aligned with an acceptable risk profile and stockholder returns. The Board considered the results of the advisory vote at the 2013 Annual Meeting of Stockholders to approve the compensation of Farmer Mac's named executive officers disclosed in Farmer Mac's 2013 Proxy Statement. In light of these results, Farmer Mac's compensation policies and decisions, explained in detail in this CD&A, continue to be focused on emphasizing Farmer Mac's aforementioned total compensation philosophy. Specifically, the compensation program is designed to:

- attract, retain, and reward employees with the skills required to accomplish Farmer Mac's business objectives;
- provide accountability and incentives for achievement of those objectives;
- pay for performance by linking a significant amount of compensation to increased stockholder value and the attainment of established corporate performance goals;
- properly balance Farmer Mac's risk profile with both annual and long-term incentives; and
- be integrated with Farmer Mac's business processes, including business planning, performance management, and succession planning.

Farmer Mac's total compensation philosophy seeks to achieve the appropriate balance among market-based salaries, variable incentive compensation, and benefits collectively designed to motivate our executives to achieve Farmer Mac's current and long-term business objectives and thereby enhance long-term stockholder value. This philosophy also seeks to encourage prudent risk-taking within Board-established parameters with the proper balance between short- and long-term business performance. Farmer Mac strives to deliver a significant portion of total compensation for executive officers through both short- and long-term incentives that vary with actual business and personal performance.

Peer Groups, Market Posture, and Compensation Philosophy

Farmer Mac was created by the United States Congress to establish a secondary market for agricultural and rural housing mortgages and rural utilities loans designed to:

- increase the availability of credit for agricultural producers and rural utilities;
- provide greater liquidity and lending capacity for agricultural and rural lenders; and
- facilitate intermediate- and long-term agricultural and rural funding across business cycles.

Farmer Mac is unique because it is a government-sponsored enterprise that is regulated by the Farm Credit Administration, but is also a publicly-traded financial services institution. Therefore, it is difficult to identify "peer" companies for comparison purposes.

However, the Compensation Committee worked with Pay Governance to identify a blend of comparably-sized publicly-traded financial service institutions and mission-focused cooperative financial institutions whose business and risk profiles are closely aligned with Farmer Mac's. The result is a peer group that includes regional banks, Farm Credit System institutions, and other financially-oriented cooperatives.

The Compensation Committee uses the peer group to assess competitive practices. In October 2012, the Compensation Committee conducted a comprehensive re-evaluation of the prior peer group with the assistance of Pay Governance and approved a new peer group. The Compensation Committee used that peer group to assess competitive compensation data that informed compensation decisions for the remainder of 2012 and for 2013. The Compensation Committee reaffirmed that peer group in October 2013 and has used it in connection with executive compensation decisions for 2014. The current peer group was selected based on criteria approved by the Compensation Committee and is designed to align the peer group with the unique attributes of Farmer Mac. As a result, the peer group has representation from relevant talent competitors (mortgage and thrift institutions, financial entities with a significant agricultural focus, Farm Credit System institutions, and other government-sponsored enterprises). In addition, the peer group includes organizations with significant mortgage operations and that are closer in asset size to Farmer Mac than the prior group. The peer group used by the Compensation Committee for determining the competitive market for compensation decisions made during 2013 and 2014 consists of:

- ▲AgFirst FCB
- ▲AgriBank
- ♠BancorpSouth, Inc.
- ♣CVB Financial Corp.
- ♠Farm Credit East
- ♠Federal Farm Credit Funding Corp.
- ♠Federal Home Loan Bank Office of Finance
- ♠Federal Home Loan Bank of Boston
- ♠Federal Home Loan Bank of Dallas
- ♠Federal Home Loan Bank of Pittsburgh
- ♠First Financial Bancorp.
- ♠First Midwest Bancorp Inc.
- ♠Flushing Financial Corp.
- ♠F.N.B. Corporation
- ♠Fulton Financial Corporation
- ♠Investors Bancorp
- ♠National Rural Utilities Coop. Finance Corp.
- ♠NBT Bancorp
- ♠Northwest Bancshares, Inc.
- ♠Old National Bancorp
- ♠Provident Financial Services, Inc.
- ♠Susquehanna Bancshares, Inc.
- ♠TFS Financial
- ♠UMB Financial Corporation
- ♠Washington Federal

The Compensation Committee believes that the current peer group remains a useful tool to assist the Compensation Committee in assessing Farmer Mac's executive compensation program. However, due to the uniqueness of Farmer Mac's business model and the importance of multiple factors that should be considered in making compensation decisions, the Compensation Committee has also concluded that competitive market data from the peer group should not be the primary consideration in determining specific pay levels. Our compensation program is designed to reward

individuals for achieving our goals and to attract, retain, and motivate our executive team, whose skills are critical to the current and long-term success of Farmer Mac. In establishing compensation for 2013, the Compensation Committee examined pay data from the peer group to stay current with market pay practices and design trends, and to assess the competitiveness of overall compensation, but deemphasized the significance of this data compared to 2012 and earlier years. We use this data for reference and informational purposes, in addition to considering such factors as our executive officers' individual performance, experience, and scope of role given the uniqueness of our strategy and mission. We do not specifically weight any of these criteria in making compensation decisions, nor do we target a specific percentile of the peer group. We manage total compensation to be competitive and vary the specific components of compensation to achieve our total compensation philosophy. For each named executive officer other than the Chief Executive Officer, the Compensation Committee considered recommendations of the Chief Executive Officer in addition to the above-described factors.

The performance measures under the short-term incentive plan are established each year in an effort to balance business volume and earnings growth with prudent risk management objectives. The Compensation Committee has established four performance measures to quantify these objectives:

- Net Program Volume;
- Earnings;
- Ratio of Substandard Assets to Regulatory Capital; and
- Net Charge-offs.

In addition, the Compensation Committee has included a discretionary "Leadership and Strategic Performance" measure for each named executive officer, which is discussed in further detail on page 25.

For purposes of determining whether the targets are met, the Compensation Committee defines the performance measures as follows:

- "Net Program Volume": aggregate amount of Farmer Mac's on- and off-balance sheet program assets;
- "Earnings": core earnings (a non-GAAP financial measure reported by Farmer Mac described below) excluding the after-tax effects of provisions for losses, gains or losses on fair value, or sale of real estate owned ("REO") property;
- "Substandard Assets" and "Regulatory Capital": as reported in Farmer Mac's Annual Report on Form 10-K as of December 31, but excluding REO property; and
- "Net Charge-offs": net charge-offs against the allowance for losses and losses on REO property.

Core earnings principally differs from GAAP net income by excluding the after-tax effects of the following: unrealized gains or losses on financial derivatives and hedging activities; unrealized gains or losses on trading assets; amortization of premiums or discounts and deferred gains on assets consolidated at fair value; net effects of settlements on agency forward contracts; and the lower of cost or fair value adjustment on loans held for sale. The Compensation Committee measures achievement against each of these performance measures as of year-end. Each performance measure is weighted based on the Compensation Committee's expectations, and the Compensation Committee establishes thresholds within each performance measure to determine the actual levels of attainment necessary for payout. Although it is always a challenge to narrow down to a small number of measures, the Compensation Committee chose these measures because they most closely represent the business goals established by the Board and management for each year and balance the need for business volume growth, earnings, disciplined underwriting, and continued financial stability with the enhancement of stockholder value.

For the long-term incentives, grants are awarded in the form of stock appreciation rights (SARs), performance-based restricted stock units (RSUs), and time-based RSUs. For the grants made in April 2013 to the four named executive officers, the value of each grant of performance-based restricted stock, time-based restricted stock, and SARs was equal to approximately 33% for each type of grant. Mr. Buzby was awarded fewer SARs than the other executive officers in April 2013 in consideration of the 8,983 SARs previously awarded to him on December 6, 2012 in connection with his appointment as Farmer Mac's President and Chief Executive Officer on October 3, 2012. Consistent with competitive practices in Farmer Mac's peer group and the broader financial services industry, we further rebalanced the mix of long-term incentive compensation for grants made in April 2014, with a target of 50% for time-based RSUs, 25% for performance-based RSUs, and 25% for SARs. Despite this decrease in emphasis on SARs, the Compensation Committee continues to believe that the grants of SARs provide a valuable way to link the executives' long-term incentive compensation to the interests of Farmer Mac's stockholders. SARs only have realizable value to the extent that the stockholders have received an increase in value over the period that the SARs are outstanding. The SARs vest ratably in installments over three years.

The time-based RSUs granted in April 2013 vest in three equal annual installments, the first of which vested on March 31, 2014, and the second and third of which will vest on March 31, 2015 and March 31, 2016, respectively. The performance-based RSUs granted in April 2013 have been linked to Farmer Mac's performance so that they only vest at the end of approximately three years if certain long-term performance goals are achieved. The Compensation Committee established the performance goals to reward responsible growth, with an eye toward balancing the need for growth with the need to manage risk. The vesting targets established for the April 2013 grants of performance-based RSUs are:

50% of the RSUs will vest on March 31, 2016 if the Compensation Committee determines that Farmer Mac maintained compliance with all applicable regulatory capital requirements between January 1, 2013 and December 31, 2015,

with the Compensation Committee retaining discretion to vest 0% to 100% of this portion of the award based on the Board's subjective measurement of Farmer Mac's capital adequacy over that three-year period; and

50% of the RSUs will vest on March 31, 2016 if the Compensation Committee determines that Farmer Mac achieved:

an annual rate of net charge-offs to the average balance of outstanding guarantees, loans, and commitments less than or equal to 20 basis points for the period starting on January 1, 2013 and ending on December 31, 2015, and an average percentage of total 90-day delinquencies to the average balance of outstanding guarantees, loans, and commitments of not greater than 2.5% for the period starting on January 1, 2013 and ending on December 31, 2015.

For purposes of performing these calculations: (i) "net charge-offs" is defined as charge-offs to Farmer Mac's allowance for losses net of actual recoveries plus any writedowns on real estate owned (REO) properties and any gains or losses realized upon disposition of REO properties, and (ii) average balances are determined by calculating a simple average of reported balances as of the end of each calendar quarter.

Total Compensation Elements

The total compensation package for named executive officers consists of the following elements, provided with a view towards offering a balanced compensation package:

- base salary;
- annual (short-term) cash incentive compensation;
- long-term equity incentive compensation; and
- retirement and other benefits, most of which are similarly provided to all other full-time employees.

The Compensation Committee believes this is consistent with its philosophy of promoting a performance-oriented, results-based culture where compensation varies based on business results achieved and is properly aligned with an acceptable risk profile and stockholder returns.

The Compensation Committee approved the 2013 target compensation levels for the four named executive officers, as set forth in the table below. In determining the target compensation levels, the Compensation Committee reviewed peer group market information provided by Pay Governance for the compensation elements of base salary, target total cash compensation, and target total direct compensation for each position. The Compensation Committee also reviewed other market information related to trends in the broader banking and financial services industry provided by Pay Governance to provide additional context. In determining each element of target compensation for 2013, the Compensation Committee considered the applicable market information in relation to Farmer Mac's performance as well as factors unique to each individual, such as an individual's performance, expertise, experience, competencies, skills, contribution to Farmer Mac's performance, tenure at Farmer Mac, future potential, scope of responsibility and accountability within Farmer Mac, ethics and integrity, other leadership attributes and accomplishments, and job responsibilities, all compared to the relevant position in the peer group. As part of the revision to the peer group in 2012, the Compensation Committee also determined that it would no longer target a specific percentile in its peer group for each element of total direct compensation, and rather would consider the variety of factors described above in considering the range of competitiveness for target total direct compensation.

2013 Target Compensation Levels

Name	Base Salary	Target Bonus	Target Total Cash Compensation ⁽¹⁾	Target Long-Term Incentive Value ⁽²⁾	Target Total Direct Compensation ⁽³⁾
Timothy L. Buzby	\$500,000	\$400,000 (80% of base salary)	\$900,000	\$637,500 ⁽⁴⁾	\$1,537,500
R. Dale Lynch	\$320,000	\$128,000 (40% of base salary)	\$448,000	\$350,000 ⁽⁵⁾	\$798,000
Tom D. Stenson	\$417,175	\$250,305 (60% of base salary)	\$667,480	\$350,000	\$1,017,480
Stephen P. Mullery	\$307,500	\$107,625 (35% of base salary)	\$415,125	\$225,000	\$640,125

(1) Target total cash compensation equals approved base salary plus target bonus.

Includes the value of performance-based restricted stock, time-based restricted stock, and SARs, with a target of approximately 33% for each type of grant other than for Mr. Buzby (see footnote 4 below), granted in April 2013 to each executive officer. The number of SARs granted in 2013 was determined by dividing the target dollar value of the award by the per share value calculated using a modified Black-Scholes valuation methodology that applied a capped volatility of 50%, which differs from the valuation methodology used for purposes of determining grant date fair value in Farmer Mac's financial statements.

(3) Target total direct compensation equals target total cash compensation plus the target long-term incentive value.

Mr. Buzby was awarded fewer SARs than the other executive officers in April 2013 in consideration of the 8,983 SARs, with a targeted value of \$212,500, previously awarded to him in December 2012 in connection with his appointment as President and Chief Executive Officer in October 2012. Mr. Buzby received other long-term equity compensation with a targeted value of \$637,500 in April 2013 at the same time awards were made to other executive officers of Farmer Mac.

Mr. Lynch also received 4,000 SARs, valued at \$106,419, at the time of grant in connection with his appointment as Farmer Mac's Senior Vice President – Chief Financial Officer on February 15, 2013, which will all “cliff” vest on January 31, 2016.

In February 2014, the Compensation Committee reevaluated the total compensation package for each of Farmer Mac's executive officers. Based on the Compensation Committee's review of peer group and other market data related to the broader banking and financial services industry, the Compensation Committee determined to make limited changes to the level of target total direct compensation for 2014 compared to 2013, with the total target direct compensation of each executive officer for 2014 increasing by approximately 2% compared to the targeted levels for 2013. As part of its evaluation, the Compensation Committee decided to change the allocation of the three components of target total direct compensation for all of the executive officers for 2014, other than Mr. Stenson, to further align Farmer Mac's executive compensation program with the compensation practices of Farmer Mac's peer group while simultaneously retaining its competitive positioning. This change to the allocation of total compensation elements results in a shift in compensation opportunity toward salary and annual cash compensation in 2014 for all of the executive officers other than Mr. Stenson, coupled with a commensurate reduction in the targeted value of equity-based long-term incentive compensation.

Base Salary. We pay base salary to provide current and prospective executives with a predictable core amount of annual compensation, regardless of Farmer Mac's financial results, so long as the executives perform their duties in a competent, professional manner. The Compensation Committee sets this pay element at a level that, by itself, would provide executives with a level of financial security commensurate with the competitive market, but not at a level expected to be adequate alone to retain executives or motivate outstanding performance. The Compensation

Committee strives to balance the annual base salary with the opportunity for executives to realize value in the form of both short- and long-term incentive compensation, while remaining competitive relative to the peer group.

The Compensation Committee reviews base salary annually each February, shortly after the end of the calendar year, as well as at the time of executive promotions or other changes in responsibilities. For 2013, the Compensation Committee determined the annual base salaries for the named executive officers based on an evaluation of each executive's performance, experience, level of responsibilities, level of base salary, and peer group market data provided by Pay Governance. Increases in salary normally take effect on January 1 unless a promotion or new hire necessitates a different timing. Effective January 1, 2013, Messrs. Stenson and Mullery each received an annual base salary increase of 2.5%. Mr. Buzby did not receive an annual base salary increase during 2013 because he received a base salary increase in connection with his promotion to President and Chief Executive Officer effective October 3, 2012. Mr. Lynch did not receive an increase in his base salary during 2013 because his annual base salary was determined in connection with his appointment as Farmer Mac's Senior Vice President – Chief Financial Officer effective February 15, 2013.

In February 2014, the Compensation Committee determined the annual base salaries for all of the named executive officers based on the same evaluation undertaken in 2013, as well as on the change to the allocation of total compensation elements in favor of increased annual cash compensation for all of the executive officers other than Mr. Stenson. Consistent with the approach for 2014 executive compensation decisions described above, the Compensation Committee approved the following changes to annual base salaries, to be effective retroactively to January 1, 2014:

- ♣ Mr. Buzby – increase from \$500,000 to \$643,750;
- ♣ Mr. Lynch – increase from \$320,000 to \$375,950;
- ♣ Mr. Stenson – increase from \$417,175 to \$429,690; and
- ♣ Mr. Mullery – increase from \$307,500 to \$340,930.

These increases to base salary also reflect the Compensation Committee's determination to grant an annual merit increase of 3% to base salary after the reallocation of a portion of target total direct compensation to base salary.

Annual Cash Incentive Compensation. We provide annual cash incentive compensation as a means of motivating and rewarding performance by a named executive officer. We measure this performance by comparing Farmer Mac's results against specified short-term goals established by the Compensation Committee and reviewed by the Board. In determining the performance goals and weightings for the year, the Compensation Committee considers competitive practices for incentive design and seeks to encourage prudent risk-taking within Board-established parameters by balancing growth in business volume and earnings with risk management objectives. Consistent with this philosophy, the Compensation Committee chose performance goals and weightings for 2013 that it believed struck the appropriate balance among the corporate goals of earnings (25% weight), business volume (25% weight), and asset quality (two separate measures totaling a 30% weight), as well as an individual's leadership and strategic performance (20% weight). Achievement against each of these goals is measured as of year-end. These goals most closely represent the business strategies and objectives established by the Board and management in Farmer Mac's business plan for 2013 and seek to reward responsible growth by balancing the need for growth in business volume and earnings, disciplined underwriting, and continued financial stability with enhancement of stockholder value. In 2013, the Compensation Committee further aligned the business strategies and objectives established by the Board and management in Farmer Mac's business plan for 2013 by linking the threshold, target, and maximum amounts for each of the "Earnings" and "Net Program Volume" components directly to projections made in Farmer Mac's business plan for 2013, instead of to fixed percentage increases over the prior year results. Also, as described in more detail below, Farmer Mac must achieve certain pre-established financial and business thresholds before any annual cash incentive compensation will be paid.

For 2013, each individual earned the percentages of the components of his targeted incentive compensation as described in the table below. In 2013, the Compensation Committee adjusted the weights of the measures from 2012 to slightly decrease the weights for the "Earnings" and "Net Program Volume" components to 25% each (down from 30% each) and to increase the weight for the "Leadership and Strategic Performance" component to 20% (up from 10%). Thus, a total of 80% of each individual's incentive compensation was based on Farmer Mac's attainment of the specified measures, which was the same for all named executive officers. The remaining 20% of an individual's incentive compensation was based on the Compensation Committee's qualitative evaluation of the achievements toward the strategic initiatives of Farmer Mac by each of the named executive officers and the named executive officers as a group. Some of the factors considered by the Compensation Committee in its qualitative evaluation of each named executive officer were an individual's professional skills, leadership, responsibility, work organization, initiative, creativity, dedication, resourcefulness, and level of contribution to the attainment of business plan objectives. The Compensation Committee also considered the quality and adequacy of Farmer Mac's capital as a significant factor in evaluating the strategic accomplishments of the named executive officers in 2013.

For 2013, each named executive officer earned the percentages of the components of his annual targeted cash incentive compensation, as set forth in the table below. For 2013, Farmer Mac met or exceeded the amounts set forth in the maximum column for "Ratio of Substandard Assets to Regulatory Capital" and "Net Charge-offs," the amount set forth in the target column for "Net Program Volume," and the amount set forth in the threshold column for "Earnings." Performance between any two of the target points was interpolated on a straight-line basis. For the Leadership and Strategic Performance component, the weight of which was increased to 20% from 10% for 2013, the Compensation Committee reviewed Farmer Mac's 2013 accomplishments and qualitatively judged, in its evaluation, the achievements toward the strategic initiatives of Farmer Mac by each of the named executive officers and the named executive officers as a group. When combined, the level of incentive achieved for all four of Messrs. Buzby, Lynch, Stenson, and Mullery for 2013 was 141.70%. Annual incentive compensation payments for 2013 were paid in April 2014.

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Measure	Weight	Threshold (Pays 50%)	Target (Pays 100%)	Maximum (Pays 200%)	Result
Earnings	25%	\$51.4 million	\$57.1 million	\$62.8 million	\$55.2 million Paid 20.73%
Net Program Volume	25%	\$13.2 billion	\$13.5 billion	\$15.5 billion	\$14.0 billion Paid 30.97%
Ratio of Substandard Assets to Regulatory Capital	15%	100%	60%	40%	32.3% Paid 30%
Net Charge-offs	15%	0.12% \$16.7 million	0.08% \$11.2 million	0.05% \$7.0 million	0.02% \$3.0 million Paid 30%
Leadership and Strategic Performance	20%	Evaluation by Compensation Committee of Performance	Evaluation by Compensation Committee of Performance	Evaluation by Compensation Committee of Performance	Paid 30%
Total	100%				Paid 141.70%

For 2013, no annual incentive compensation would have been paid unless both of the following criteria were met:

Farmer Mac has positive core earnings of at least \$5.0 million after the provision for losses and preferred stock dividends; and

Farmer Mac is not the subject of any regulatory enforcement action.

The Board retains discretion to award no annual cash incentive pay in appropriate circumstances regardless of the achievement against corporate performance targets.

For 2014, each individual will earn percentages of the components of his targeted bonus, determined formulaically according to the table below. As in 2013, the Compensation Committee will consider the quality and adequacy of Farmer Mac's capital as one of the primary factors in evaluating the strategic accomplishments of the named executive officers in 2014.

Measure	Weight	Threshold (Pays 50%)	Target (Pays 100%)	Maximum (Pays 200%)
Earnings	25%	90% of Business Plan forecast 50% of difference between year-end 2013 level and Business Plan forecast	100% of Business Plan forecast	110% of Business Plan forecast
Net Program Volume	25%	100%	100% of Business Plan forecast	115% of Business Plan forecast
Ratio of Substandard Assets to Regulatory Capital	15%	0.12%	0.08%	0.05%
Net Charge-offs	15%	Evaluation by Compensation Committee of Performance	Evaluation by Compensation Committee of Performance	Evaluation by Compensation Committee of Performance
Leadership and Strategic Performance	20%			
Total	100%			

For 2014, no annual incentive compensation will be paid unless both of the following criteria are met:

Farmer Mac has positive core earnings of at least \$5.0 million after the provision for losses and preferred stock dividends; and

Farmer Mac is not the subject of any regulatory enforcement action.

Additionally, while the specified percentage of annual base salary for purposes of targeted annual (short-term) cash incentive compensation or bonus has not changed for 2014 from 2013, the actual targeted annual (short-term) cash incentive compensation or bonus for 2014 will increase for each executive officer in 2014 due to the increase in base salary of each executive officer described above under "—Base Salary."

Long-Term Incentive Compensation. The Compensation Committee uses a mix of equity compensation for executive officers that is designed to reward performance and properly align the interests of executive officers with the long-term interests of stockholders through a balance of stock awards. In 2013, long-term incentive compensation consisted of grants of performance-based RSUs, time-based RSUs, and SARs with an exercise price equal to the fair market value of Farmer Mac's Class C Non-Voting Common Stock on the date of grant. Competitive long-term incentive awards also serve to retain executives over the longer term. The Compensation Committee considers the annual value of all components of the total compensation package, including base salary, annual incentive cash compensation, long-term incentive pay, and retirement benefits and perquisites when determining the form and level of long-term equity grants. Although there is no formula for allocation, the long-term incentive grants are considered as part of the overall compensation package. When considering the competitive market, the Compensation Committee looks at the annual value of long-term grants. The annual values granted reflect the intended compensation for that year so prior grants are considered only to the extent that there is a concern with maintaining market competitiveness. The Compensation Committee is also keenly aware of the need to discourage excessive risk taking by Farmer Mac's executives while rewarding growth in stockholder value. The change in allocation of the total compensation elements in February 2014 for all of the executive officers, other than Mr. Stenson, to further align Farmer Mac's total

compensation package with its peer group by further shifting compensation opportunity in favor of cash compensation resulted in a reduction in the targeted value of equity-based long-term incentive compensation commensurate with the increase in annual base salary for 2014. The Compensation Committee believes that Farmer Mac's current compensation program, including the change in allocation, strikes an appropriate balance in meeting the Compensation Committee's goals described above.

In 2013, awards of SARs to the four named executive officers were made in April 2013, at the first Board meeting held after the filing of Farmer Mac's Annual Report on Form 10-K for fiscal year 2012. The exercise price of those SARs is the closing price on the grant date. Mr. Lynch also received a grant of 4,000 SARs in February 2013 in connection with his appointment as Chief Financial Officer. The Compensation Committee also granted performance-based RSUs and time-based RSUs to Messrs. Buzby, Lynch, Stenson, and Mullery at the April 2013 Board meeting.

In setting 2013 equity awards, the Compensation Committee determined a targeted value for the awards that was competitive and reasonable when compared to Farmer Mac's peer group and the practices of the broader banking and financial services industry, as well as consistent with Farmer Mac's performance and compensation philosophy. Consistent with Farmer Mac's total compensation philosophy, a significant portion of the named executive officers' total compensation is performance-based. The performance-based RSUs granted to officers in April 2013 will vest on March 31, 2016 if Farmer Mac attains the performance targets identified on pages 22-23. The time-based RSUs and SARs granted to officers in April 2013 vest ratably in installments over three years, with the first installment having vested on March 31, 2014.

Retirement Plans. Farmer Mac provides retirement benefits for all employees through an employer-funded defined contribution retirement plan, under which Farmer Mac annually contributes 13.2% of each employee's base compensation up to the Social Security wage base (which was \$113,700 in 2013), and 18.9% of each employee's base compensation above the Social Security wage base, up to the compensation limit set by the Internal Revenue Service, which was \$255,000 in 2013. Farmer Mac also offers a 401(k) Plan under which employees may make retirement contributions. Farmer Mac makes no contributions to the 401(k) Plan. Farmer Mac does not maintain any supplemental retirement plan for executive officers.

Other Benefits. Farmer Mac provides a term life insurance policy with a face amount approximately equal to one year's base compensation for each of the named executive officers, as well as paid parking in the garage beneath Farmer Mac's headquarters and additional long-term disability insurance above the level provided to other employees. The named executive officers also participate in Farmer Mac's other benefit plans on the same terms as other employees. These plans include medical, dental, and vision insurance with all premiums paid by Farmer Mac, funding of an employee health savings account by Farmer Mac, and a \$50,000 group term life insurance policy.

Payments in Connection with a Change-in-Control

Farmer Mac's statutory charter is written in a way that substantially precludes any change-in-control through voting rights associated with its Voting Common Stock. Accordingly, no provision is made for payments to named executive officers in connection with any change-in-control.

Post-Employment Compensation

Mr. Buzby has an employment agreement that provides for severance payments in the event the agreement is terminated by Farmer Mac other than for cause. See "Executive Compensation—Employment Agreements with Executive Officers." Mr. Stenson is currently the only named executive officer who participates in Farmer Mac's Executive Officer Severance Plan. That severance plan provides for severance payments in the event Farmer Mac terminates employment other than for cause. See "Executive Compensation—Potential Payments upon Termination or Change-in-Control—Executive Officer Severance Plan." These provisions are included in the employment agreement and the severance plan because they are typically included in similar arrangements provided to executives at peer companies and are beneficial retention provisions.

Impact of Accounting and Tax Treatment on Compensation Awards

Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code"), places a limit of \$1 million on the amount of compensation that Farmer Mac may deduct in any one year for Farmer Mac's Chief Executive Officer and the three other most highly compensated executive officers, other than the Chief Financial Officer. There is an exception to the limitation for "performance-based compensation" meeting certain requirements. Farmer Mac has not historically made compensation decisions based solely on the effect of the accounting treatment of compensation to named executive officers, although the Compensation Committee does balance tax deductibility with other business considerations. To the extent practicable, the Compensation Committee intends to preserve the tax deductibility of compensation paid to executive officers but will not necessarily limit executive compensation to what is deductible under Section 162(m) of the Code if necessary to attract, retain, and reward high-performing executives. Therefore, it is possible that portions of compensation awards will not qualify as "performance-based compensation," and, when combined with salary and other compensation, may exceed the \$1 million limitation for deductibility in any particular year.

The deductibility of some types of compensation depends upon the timing of an executive's vesting or exercise of previously-granted equity awards. Farmer Mac had a non-deductible amount of \$115,382 related to Section 162(m) of the Code on the compensation paid to Mr. Buzby for the 2013 tax year. In determining the portion of Mr. Buzby's compensation that was not deductible in 2013, Farmer Mac included the following items in its calculation: (i) annual base salary; (ii) the value of restricted stock awards released in 2013; and (iii) the exercises of stock options in 2013, none of which qualifies as "performance-based compensation" under Section 162(m) of the Code.

Farmer Mac's Policies on Stock Ownership and Trading

Farmer Mac does not have a policy in effect that requires a particular level of stock ownership by named executive officers. However, Farmer Mac has a policy on insider trading applicable to all directors and employees, including named executive officers, that requires compliance with the federal securities laws and adherence to Farmer Mac's pre-clearance and other policies and procedures (including "open windows" for sales of stock and the adoption of Rule 10b5-1 plans), and prohibits trading in options on Farmer Mac securities. Farmer Mac's insider trading policy also prohibits any director or employee from engaging in any hedging or pledging activities in Farmer Mac securities.

Policies in the Event of a Restatement

The Compensation Committee intends to adopt a formal "clawback" policy once related regulations are issued under the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act"). Any cash or equity incentive compensation awards granted since 2012 will be subject to any "clawback" policy adopted by the Compensation Committee.

Risk

Farmer Mac has considered the extent to which its compensation policies and practices influence the behaviors of our executives and other employees in taking business risks that could affect Farmer Mac. We believe that our compensation policies and practices, either individually or in the aggregate, are not reasonably likely to have a material adverse effect on Farmer Mac.

Compensation Consultant Fees

The Compensation Committee engaged Pay Governance to serve as the Compensation Committee's independent compensation consultant from June 30, 2012 until June 30, 2013 and again from June 30, 2013 until June 30, 2014. Pay Governance was accountable to and reported directly to the Compensation Committee. Farmer Mac's management had no role in selecting the Compensation Committee's compensation consultant and had no relation to that consultant. For 2013, Farmer Mac paid an aggregate of \$112,113 to Pay Governance for these consulting services (not including reimbursement for travel-related expenses). In 2013, Pay Governance did not provide any services to Farmer Mac other than the executive and director compensation advisory services provided to the Compensation Committee. Under its compensation consultant independence policy, the Compensation Committee will consider and pre-approve, as appropriate, any additional services provided by the Compensation Committee's consultant to Farmer Mac.

The Compensation Committee has assessed the independence of Pay Governance pursuant to SEC rules and NYSE listing standards (which became effective on July 1, 2013), and concluded that no conflict of interest exists that would have prevented or would prevent Pay Governance from independently representing the Compensation Committee.

Compensation Committee Interlocks and Insider Participation

Currently, directors Davidson, Everson, Faivre-Davis, Johnson, Junkins, and Maxwell comprise the Compensation Committee. None of these directors is, or has been, a Farmer Mac officer or employee, and none had any relationship requiring disclosure by Farmer Mac as a "related person transaction" under SEC rules. None of Farmer Mac's current executive officers has served as a member of the Board or the Compensation Committee or as a director of another SEC-reporting entity.

Compensation Committee Report

The following report of the Compensation Committee shall not be deemed to be "soliciting material," or to be "filed" with the SEC, and will not be deemed to be incorporated by reference into any filing by Farmer Mac under the Securities Act or the Exchange Act, except to the extent that Farmer Mac specifically requests that such information be treated as soliciting material or specifically incorporates the report by reference into a document.

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis contained in this Proxy Statement with management, and, based on that review and discussion, has recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement. This report of the Compensation Committee shall be deemed "furnished" in Farmer Mac's Annual Report on Form 10-K for the fiscal year ended December 31, 2013.

Compensation Committee

Richard H. Davidson, Chairman
Sara L. Faivre-Davis
Lowell L. Junkins

Dennis A. Everson
Mitchell A. Johnson
Clark B. Maxwell

Executive Compensation

Summary Compensation Table

The following table sets forth certain information about the compensation awarded to, earned by, or paid to Farmer Mac's named executive officers for the fiscal year ended December 31, 2013.

Name and Principal Position	Fiscal Year	Salary	Restricted Stock Awards ¹	SAR Awards ²	Non-Equity Incentive Compensation ^{3,4}	All Other Compensation ^{5,6}	Total
Timothy L. Buzby President and CEO ⁷	2013	\$500,000	\$566,673	\$130,862	\$566,800	\$15,761	\$1,780,096
	2012	396,566	97,605	511,767	432,709	19,801	1,458,448
	2011	350,915	93,850	275,084	236,802	85,543	1,042,194
R. Dale Lynch Senior Vice President – CFO and Treasurer ⁷	2013	275,692	233,355	321,947	181,376	3,605	1,015,975
Tom D. Stenson Executive Vice President and COO	2013	417,057	233,355	215,528	354,682	19,396	1,240,018
	2012	406,915	97,605	299,274	399,878	23,375	1,227,047
	2011	395,911	93,850	275,084	320,594	76,347	1,161,786
Stephen P. Mullery Senior Vice President – General Counsel and Secretary ⁷	2013	307,413	150,003	138,569	152,505	5,466	753,956
	2012	264,085	—	30,191	228,020	3,601	525,897

¹ Represents the aggregate grant date fair value of the performance-based and time-based RSUs awarded in April 2013, excluding the effect of estimated forfeitures. Assumptions made in the calculation of these amounts are included in Note 9 to the financial statements on page 182 of Farmer Mac's Annual Report on Form 10-K for the year ended December 31, 2013. The grant date fair value of the performance-based restricted stock assumes 100% as the probable outcome of the performance metrics over the three-year performance period. The grant date fair value for each share of the restricted stock awarded in 2013, 2012, and 2011 was \$30.20, \$21.69, and \$18.77, respectively, which in each case was the closing price of the stock on the date of grant, as reported by the New York Stock Exchange.

² Represents the aggregate grant date fair value of the SARs awarded in 2013, 2012, and 2011, excluding the effect of estimated forfeitures. Assumptions made in the calculation of these amounts are included in Note 9 to the financial statements on page 182 of Farmer Mac's Annual Report on Form 10-K for the year ended December 31, 2013. SARs awarded to Mr. Lynch for his appointment as CFO in February 2013 were granted at the fair value of \$26.60, while SARs awarded to executive officers in April 2013 were granted at the fair value of \$21.17. All of the SARs awarded to Mr. Mullery in April 2012, in his prior role as Deputy General Counsel, were granted as part of the award of incentive compensation to senior employees who were not executive officers at the fair value of \$10.06 per share, while SARs awarded to executive officers in April 2012 were granted at the fair value of \$14.96 per share. SARs awarded to executive officers in April 2011 were granted at the fair value of \$13.75 per share.

³ The amounts in this column were (i) the amounts paid in 2014 for amounts earned in 2013, (ii) other than for Mr. Mullery, the amounts paid in 2013 for amounts earned in 2012, and (iii) the amounts paid in 2012 for amounts earned

in 2011. The amount for Mr. Mullery in 2012 represents (i) \$56,082 earned from September 1, 2011 to March 31, 2012 and paid in 2012 for Mr. Mullery's service in his prior role as Deputy General Counsel, and (ii) \$171,938 paid to Mr. Mullery in 2013 for amounts earned in 2012 in both his prior role and in his new role as Senior Vice President – General Counsel.

⁴ Annual cash incentive awards earned for the business plan year ending on December 31, 2013 were calculated as described in the Compensation Discussion and Analysis on pages 25-26, and are generally paid out after the Board meetings held in April of every year..

⁵ The amounts listed in 2013 for each of the named executive officers includes: (i) dividend equivalents paid in cash on restricted stock that vested in 2013 in the amount of \$8,700 for each of Messrs. Buzby and Stenson; (ii) amounts paid on behalf of each of the named executive officers for parking at Farmer Mac's headquarters; and (iii) amounts paid on behalf of each of the named executive officers for disability and life insurance premiums.

⁶ The amounts listed in 2012 and 2013 for each of the named executive officers do not include: (i) the costs for health insurance paid on behalf of the named executive officers because they are the same as amounts paid for health insurance costs on behalf of other employees who elected similar coverage (e.g., single, married, or family coverage); (ii) premium payments made on behalf of the named executive officers for the \$50,000 group term life insurance policy plan because they participate in this plan on the same terms as all other Farmer Mac employees; and (iii) contributions to Farmer Mac's defined contribution retirement plan on behalf of the named executive officers because they participate in this plan on the same terms as all other Farmer Mac employees. The items listed in (i)-(iii) of this footnote were included in the amounts for 2011 above even though the named executive officers participated in these benefit plans on the same terms as other Farmer Mac employees.

⁷ Mr. Buzby was Senior Vice President – Chief Financial Officer and Treasurer until October 2012 when he was appointed President and Chief Executive Officer. He continued to serve in the roles of Farmer Mac's Chief Financial Officer and Treasurer until Mr. Lynch succeeded him in those positions effective February 15, 2013. Mr. Mullery was appointed Senior Vice President – General Counsel and Secretary on June 8, 2012.

Grants of Plan-Based Awards Table

The table below provides, for each of the named executive officers, additional information about 2013 grants of RSUs and SARs under Farmer Mac's 2008 Omnibus Incentive Plan and the potential range of awards that were approved for 2013 under the annual incentive compensation plan. These awards are further described in the Summary Compensation Table above.

Name	Grant Date ¹	Compensation Committee Approval Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards ¹			Estimated Future Payouts Under Equity Incentive Plan Awards ²		All Other SARs Awards: Number of Securities Underlying SARs ³ (#)	Exercise Price of SARs Awards ⁴ (\$/Sh)	Grant Date Fair Value of Stock and SARs Awards ⁵ (\$)
			Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Maximum (#)			
Timothy L. Buzby			\$ 200,000	\$ 400,000	\$ 800,000					
	4/3/2013	4/2/2013				—	9,382			\$ 283,337
	4/3/2013	4/2/2013				—	9,382			283,336
	4/3/2013	4/2/2013						6,181	\$ 30.20	130,862
			\$ 200,000	\$ 400,000	\$ 800,000	—	18,764	6,181		\$ 697,535
R. Dale Lynch			\$ 64,000	\$ 128,000	\$ 256,000					
	2/15/2013	1/23/2013						4,000	\$ 37.17	\$ 106,419
	4/3/2013	4/2/2013				—	3,864			116,693
	4/3/2013	4/2/2013				—	3,863			116,662
	4/3/2013	4/2/2013						10,180	\$ 30.20	215,528
			\$ 64,000	\$ 128,000	\$ 256,000	—	7,727	14,180		\$ 555,302
Tom D. Stenson			\$ 125,153	\$ 250,305	\$ 500,610					
	4/3/2013	4/2/2013				—	3,864			\$ 116,693
	4/3/2013	4/2/2013				—	3,863			116,662
	4/3/2013	4/2/2013						10,180	\$ 30.20	215,528
			\$ 125,153	\$ 250,305	\$ 500,610	—	7,727	10,180		\$ 448,883
Stephen P. Mullery			\$ 53,813	\$ 107,625	\$ 215,250					
	4/3/2013	4/2/2013				—	2,484			\$ 75,017
	4/3/2013	4/2/2013				—	2,483			74,986
	4/3/2013	4/2/2013						6,545	\$ 30.20	138,569
			\$ 53,813	\$ 107,625	\$ 215,250	—	4,967	6,545		\$ 288,572

¹ These columns show the range of potential payouts under the annual incentive compensation plan. The performance period covers January 1, 2013 through December 31, 2013. For actual performance between threshold, target, and

maximum, the annual incentive award earned is interpolated on a straight-line basis. See "—Compensation Discussion and Analysis—Total Compensation Elements—Annual Cash Incentive Compensation" for a discussion of the material terms of the total payout for 2013 under non-equity incentive plan awards.

² Represents the potential payout range of RSUs granted in 2013. The grants of time-based RSUs will vest in three equal annual installments, the first of which vested on March 31, 2014, and the second and third of which will vest on March 31, 2015 and March 31, 2016, respectively. For 50% of the performance-based RSUs grant, vesting on March 31, 2016 is contingent on Farmer Mac maintaining compliance with all applicable regulatory capital requirements between January 1, 2013 and December 31, 2015, with the Compensation Committee retaining discretion to vest 0% to 100% of this portion of the award based on the Board's subjective measurement of Farmer Mac's capital adequacy over that three-year period. For the remaining 50% of the performance-based RSUs grant, vesting is contingent on Farmer Mac attaining:

- A. an annual rate of net charge-offs to the average balance of outstanding guarantees, loans, and commitments less than or equal to 20 basis points for the period starting on January 1, 2013 and ending on December 31, 2015; and
- B. an average percentage of total 90-day delinquencies to the average balance of outstanding guarantees, loans, and commitments of not greater than 2.5% for the period starting on January 1, 2013 and ending on December 31, 2015.

Performance and payouts are determined independently for each metric and performance-based RSU awards are settled in shares of Farmer Mac's Class C Non-Voting Common Stock at the end of the three-year performance period if the applicable metric is attained in its entirety. No partial settlements are permitted for any metric.

³ Represents the number of SARs granted during 2013. The SARs granted in April 2013 vest in approximately three equal annual installments, the first of which vested on March 31, 2014, and the second and third of which will vest on March 31, 2015 and March 31, 2016, respectively. The SARs granted in February 2013 to Mr. Lynch in connection with his hiring as Farmer Mac's Senior Vice President – Chief Financial Officer and Treasurer will all "cliff" vest on January 31, 2016.

⁴ The exercise price is the New York Stock Exchange closing price for a share of Class C Non-Voting Common Stock on the date of grant.

⁵ Amounts shown represent the grant date fair value of the equity award granted to the named executive officers in 2013. The values in this column exclude the effect of estimated forfeitures. For RSU grants, the fair value is the market value of the underlying stock on the grant date (which is the same price as the exercise price for SARs). For SARs granted, the fair value at grant date has been estimated using the Black-Scholes option pricing model with the following assumptions: (i) for SARs granted on April 3, 2013, a dividend yield of 1.59%; an expected volatility of 106.03%; a risk-free interest rate of 0.73%; and an expected life of five years, resulting in a value of approximately \$21.1717 per share; and (ii) for SARs granted to Mr. Lynch on February 15, 2013, a dividend yield of 1.30%; an expected volatility of 106.54%; a risk-free interest rate of 0.86%; and an expected life of five years, resulting in a value of approximately \$26.6048 per share. See Note 9 to the financial statements on page 182 of Farmer Mac's Annual Report on Form 10-K for the year ended December 31, 2013.

Outstanding Equity Awards at Fiscal Year End

The following table sets forth certain information as of December 31, 2013 relating to unexercised stock options previously granted to the named executive officers. All outstanding options are fully vested:

Name	Number of Shares Underlying Unexercised Options # Exercisable	Number of Shares Underlying Unexercised Options # Unexercisable	Option Exercise Price	Option Expiration Date
Timothy L. Buzby	19,203	—	20.61	June 16, 2015
	23,043	—	26.36	June 1, 2016
	28,134	—	29.33	June 7, 2017
R. Dale Lynch	—	—	—	—
Tom D. Stenson	42,345	—	26.36	June 1, 2016
	56,058	—	29.33	June 7, 2017
Stephen P. Mullery	2,000	—	20.32	September 24, 2014
	3,000	—	24.34	September 30, 2015
	5,000	—	24.98	October 3, 2016
	2,000	—	32.77	October 3, 2017

The following table sets forth certain information as of December 31, 2013 relating to unexercised SARs previously granted to the named executive officers:

Name	Unexercised SARs # Exercisable	Unexercised SARs # Unexercisable ¹	SARs Exercise Price	SARs Expiration Date
Timothy L. Buzby	19,509	—	\$28.94	June 5, 2018
	13,334	—	5.93	June 4, 2019
	45,000	—	12.20	April 1, 2020
	13,333	6,667	18.77	April 7, 2021
	6,666	13,334	21.69	April 5, 2022
	2,994	5,989	32.85	December 6, 2022
	—	6,181	30.20	April 3, 2023
R. Dale Lynch	—	4,000	37.17	February 15, 2023
	—	10,180	30.20	April 3, 2023
Tom D. Stenson	42,617	—	28.94	June 5, 2018
	13,333	6,667	18.77	April 7, 2021
	6,666	13,334	21.69	April 5, 2022
	—	10,180	30.20	April 3, 2023
Stephen P. Mullery	4,000	—	7.35	October 2, 2018
	5,000	—	7.78	October 7, 2019
	5,000	—	10.43	October 1, 2020
	2,000	1,000	18.14	October 4, 2021
	1,000	2,000	21.69	April 5, 2022
	—	6,545	30.20	April 3, 2023

¹ Unexercisable SARs that expire in April 2023 vest in three approximately equal annual installments, the first of which vested on March 31, 2014, and the second and third of which will vest on March 31, 2015 and March 31, 2016, respectively; unexercisable SARs that expire in February 2023 all "cliff" vest on January 31, 2016; unexercisable SARs that expire in December 2022 vest one-half on each of November 30, 2014 and 2015; unexercisable SARs that expire in April 2022 vested one-half on March 31, 2014 and the second half will vest on March 31, 2015; unexercisable SARs that expire in 2021 vested on March 31, 2014 for each of Mr. Buzby and Mr. Stenson, and will vest on August 31, 2014 for Mr. Mullery.

The following table sets forth certain information as of December 31, 2013 relating to unvested restricted stock previously granted to the named executive officers:

Name	Number of Unvested Shares of Restricted Stock	Market Value of Unvested Shares of Restricted Stock ¹	Vesting Date ²
Timothy L. Buzby	8,127	\$278,350	March 31, 2014
	7,627	261,225	March 31, 2015
	12,510	428,468	March 31, 2016
R. Dale Lynch	1,287	44,080	March 31, 2014
	1,288	44,114	March 31, 2015
	5,152	176,456	March 31, 2016
Tom D. Stenson	6,287	215,330	March 31, 2014
	5,788	198,239	March 31, 2015
	5,152	176,456	March 31, 2016
Stephen P. Mullery	827	28,325	March 31, 2014
	828	28,359	March 31, 2015
	3,312	113,436	March 31, 2016

¹ Calculated based on a price of \$34.25 per share, which was the New York Stock Exchange closing price for the Class C Non-Voting Common Stock on the last trading day of 2013.

² For the restricted stock vesting in 2014: (i) vesting of one-third of the time-based restricted stock grant made in 2013; (ii) with respect to 50% of the performance-based restricted stock grant made in 2011, vesting is contingent on Farmer Mac attaining an annual compounded growth rate of 5% in outstanding guarantees, loans, and commitments for the period from January 1, 2011 to December 31, 2013, measured at those two dates; and (iii) with respect to 50% of the performance-based restricted stock grant made in 2011, vesting is contingent upon Farmer Mac attaining:

an annual rate of net charge-offs to the average balance of outstanding guarantees, loans, and commitments equal to A. or less than 20 basis points for the period from January 1, 2011 to December 31, 2013, measured at those two dates; and

the average percentage of total non-performing assets (exclusive of delinquencies of not more than 90 days) to the B. average balance of outstanding guarantees, loans, and commitments of not greater than 2.5% for the period from January 1, 2011 to December 31, 2013.

The performance goals set forth under (ii) were not met and thus only 50% of the performance-based restricted stock vesting in 2014 vested on March 31, 2014.

For the restricted stock vesting in 2015: (i) vesting of one-third of the time-based restricted stock grant made in 2013; (ii) with respect to 50% of the performance-based restricted stock grant made in 2012, vesting is contingent on Farmer Mac attaining an annual compounded growth rate of 5% in outstanding guarantees, loans, and commitments for the period from January 1, 2012 to December 31, 2014, measured at those two dates; and (iii) with respect to 50% of the performance-based restricted stock grant made in 2012, vesting is contingent on Farmer Mac attaining:

A.

an annual rate of net charge-offs to the average balance of outstanding guarantees, loans, and commitments equal to or less than 20 basis points for the period from January 1, 2012 to December 31, 2014, measured at those two dates; and

the average percentage of total non-performing assets (exclusive of delinquencies of not more than 90 days) to the average balance of outstanding guarantees, loans, and commitments of not greater than 2.5% for the period from January 1, 2012 to December 31, 2014.

For the restricted stock vesting in 2016: (i) vesting of one-third of the time-based restricted stock grant made in 2013; (ii) with respect to 50% of the performance-based restricted stock grant made in 2013, vesting is contingent on Farmer Mac maintaining compliance with all applicable regulatory capital requirements between January 1, 2013 to December 31, 2015, with the Compensation Committee retaining discretion to vest 0% to 100% of this portion of the award based on the Board's subjective measurement of Farmer Mac's capital adequacy over that three-year period and (iii) with respect to 50% of the performance-based restricted stock grant made in 2013, vesting is contingent on Farmer Mac attaining:

- A. annual rate of net charge-offs to the average balance of outstanding guarantees, loans, and commitments less than or equal to 20 basis points for the period starting on January 1, 2013 and ending on December 31, 2015; and
- B. an average percentage of total 90-day delinquencies to the average balance of outstanding guarantees, loans, and commitments of not greater than 2.5% for the period starting on January 1, 2013 and ending on December 31, 2015.

Option and SAR Exercises and Stock Vested

The following table sets forth certain information relating to options exercised during 2013 by the named executive officers, including the number of shares of Class C Non-Voting Common Stock acquired upon exercise. The value realized upon exercise of the options is the difference between the fair market value of the Class C Non-Voting Common Stock acquired upon exercise and the exercise price for the stock options.

Name	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)
Timothy L. Buzby	26,939	\$307,482
R. Dale Lynch	—	—
Tom D. Stenson	2,594	36,031
Stephen P. Mullery	—	—

The following table sets forth certain information relating to SARs exercised during 2013 by the named executive officers. The value realized upon exercise of the SARs is the difference between (i) the fair market value of the Class C Non-Voting Common Stock on the date of exercise and (ii) the SARs grant price, then multiplied by the number of SARs exercised.

Name	Number of SARs Exercised (#)	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)
Timothy L. Buzby	13,333	11,082	\$389,200
R. Dale Lynch	—	—	—
Tom D. Stenson	45,000	29,764	1,073,991
Stephen P. Mullery	—	—	—

The following table sets forth certain information relating to restricted stock that vested during 2013 and was issued to the named executive officers. The value realized upon vesting of the restricted stock reflects the number of shares vested multiplied by \$30.79, which was the closing market price of the Class C Non-Voting Common Stock on the business day prior to the vesting date.

Name	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
Timothy L. Buzby	10,000	\$307,900
R. Dale Lynch	—	—
Tom D. Stenson	10,000	307,900
Stephen P. Mullery	—	—

Employment Agreements with Executive Officers

Farmer Mac entered into an employment agreement (the "Agreement") on December 6, 2012 with Mr. Buzby to provide him with a reasonable level of job security, while limiting Farmer Mac's ultimate financial exposure on his departure from Farmer Mac. Significant terms of the Agreement address Mr. Buzby's scope of authority and employment, base salary and incentive compensation, benefits, conditions of employment, termination of employment, and the term of employment. The Agreement expires on December 6, 2014. Messrs. Lynch, Stenson, and Mullery are not currently party to an employment agreement with

Farmer Mac, although Mr. Stenson is currently a participant under the Executive Officer Severance Plan adopted in 2012, as further described under "—Potential Payments upon Termination and Change-in-Control."

Employment Agreement with Mr. Buzby

Under the Agreement, Farmer Mac and Mr. Buzby have agreed to the following, among other things:

Base Salary. Mr. Buzby's initial annual base salary was \$500,000, less applicable withholding for taxes and similar items, retroactive to October 3, 2012, when he began serving in the capacities of President and Chief Executive Officer of Farmer Mac. His base salary is subject to periodic review by Farmer Mac and may be modified in the sole discretion of the Board or the Compensation Committee, which was done in 2014. See "—Compensation Discussion and Analysis—Total Compensation Elements—Base Salary" for more information on the changes to Mr. Buzby's base salary made in 2014.

Incentive Compensation. Mr. Buzby will be eligible for an annual incentive salary payment of up to 80% of his base salary for work performed by Mr. Buzby during the preceding calendar year, or portion thereof; provided, however, that, for calendar year 2012 only, 75% of Mr. Buzby's incentive salary was calculated based upon the base salary (\$365,000.00) and incentive salary target (60%) applicable to him in his prior role as Chief Financial Officer through October 3, 2012, and the remaining 25% was calculated based upon the base salary and incentive salary target set forth in the Agreement.

Long-Term Incentive Compensation. Mr. Buzby will be eligible to receive awards of long-term incentive compensation from time to time in a form, and subject to such conditions, as determined by the Board and the Compensation Committee of the Board in its sole discretion. In December 2012, Farmer Mac granted to Mr. Buzby SARs valued at \$212,500 based upon fair market value as determined by Farmer Mac's financial statements as of the date of grant. In April 2013, Farmer Mac granted to Mr. Buzby SARs and RSUs with an approximate value of \$637,500, subject to the similar terms and conditions as applied to similar grants made to other senior executives of Farmer Mac.

Expense Reimbursement. Farmer Mac will reimburse actual reasonable and necessary business expenses incurred by Mr. Buzby in carrying out his duties, in each case in accordance with Farmer Mac's policies as in effect from time-to-time and subject to Mr. Buzby's compliance with the terms of those policies. In addition, Farmer Mac paid or reimbursed Mr. Buzby's reasonable attorneys' fees incurred solely for negotiation of the Agreement up to an amount of \$10,000.

Benefits. Mr. Buzby will be eligible for all employee benefits regularly provided to senior executives of Farmer Mac and the following other (or upgraded) benefits: an annual medical examination; paid parking in the parking garage associated with Farmer Mac's headquarters building; life insurance in an amount approximately equal to Mr. Buzby's base salary; and disability benefits at least equal to statutory benefits in the District of Columbia. All of the foregoing is subject to the limitation that the total cost of those benefits will not exceed 25% of Mr. Buzby's base salary, exclusive of administrative expense. Mr. Buzby will also be entitled to five weeks of paid vacation each year.

Events of Termination. Mr. Buzby's employment will terminate upon his death or disability and may be terminated at any time by Farmer Mac with or without "cause" (as defined in the Agreement), or by Mr. Buzby voluntarily or if Farmer Mac materially breaches, and fails to cure, its obligations under the Agreement.

Payment of Accrued Compensation. If Mr. Buzby's employment is terminated (i) by Farmer Mac other than for "cause" (as defined in the Agreement), or (ii) by Mr. Buzby in connection with an uncured material breach by Farmer Mac, Farmer Mac will pay to Mr. Buzby all base salary, incentive compensation, expense and reimbursements,

vacation pay, and similar amounts accrued and unpaid as of the date of termination. If Mr. Buzby is terminated for "cause" or if Mr. Buzby voluntarily resigns other than in connection with an uncured material breach by Farmer Mac, Farmer Mac shall pay such unpaid compensation as have accrued up to the date of termination, excluding incentive compensation.

Payments Upon Death or Disability. Upon the termination of Mr. Buzby's employment due to death or other incapacity or disability, Farmer Mac will, if Mr. Buzby (or his estate or heirs, as the case may be) executes and does not revoke a separation agreement, including a full release of claims in favor of Farmer Mac and its affiliates, in form and substance acceptable to Farmer Mac within 30 days (or such longer period as required for a valid release under applicable law) following such termination, continue to pay Mr. Buzby (or his estate or heirs, as the case may be), for the shorter of (i) 12 months, or (ii) the period ending when Mr. Buzby ceases to receive or be eligible for disability insurance payments, the difference between the current base salary and the amount of disability insurance payments received by Mr. Buzby under insurance policies provided by Farmer Mac in accordance with the Agreement.

Severance Pay. If Farmer Mac terminates Mr. Buzby's employment other than for "cause" (as defined in the Agreement), or Mr. Buzby terminates his employment in connection with an uncured material breach of the Agreement by Farmer Mac, subject to Mr. Buzby's execution of a separation agreement and release of claims, Farmer Mac shall, to the extent permitted by law and regulation, pay Mr. Buzby the following severance benefits: (i) an aggregate lump sum amount in cash equal to the sum of (a) Mr. Buzby's base salary and (b) his base salary multiplied by the incentive compensation target, which is initially 80%, and (ii) continuation of health care coverage pursuant to COBRA and other insurance and fringe benefits, at Farmer Mac's expense, until the earlier of (a) the date that is one year from the date of termination of his employment or (b) the date that he becomes eligible for medical insurance coverage through another employer.

Post-Termination Restrictive Covenants. In connection with any termination of Mr. Buzby for any reason, pursuant to the Agreement, he has agreed (A) not to compete with Farmer Mac, other than with Farmer Mac's written permission, for a period of one year, and (B) not to solicit any of Farmer Mac's "members of management" (as defined in the Agreement) or employees for two years following his termination for any reason.

Potential Payments upon Termination and Change-in-Control

The following table shows the total that would be payable to the named executive officers upon a termination without cause, and for Mr. Buzby, in connection with an uncured material breach by Farmer Mac, and with respect to Mr. Stenson, in connection with an adverse change in his conditions of employment, occurring as of December 31, 2013:

Name	Base Salary	Non-Equity Incentive Compensation	Total
Timothy L. Buzby ¹	\$500,000	\$400,000	\$900,000
R. Dale Lynch	N/A	N/A	N/A
Tom D. Stenson ²	\$407,000	\$244,200	\$651,200
Stephen P. Mullery	N/A	N/A	N/A

¹ Mr. Buzby would also receive all base salary, incentive compensation, expense and reimbursements, vacation pay, and similar amounts accrued and unpaid as of the date of termination. Mr. Buzby would also be entitled to continuation of health care coverage pursuant to COBRA and other life, accidental death, and disability insurance benefit plans or programs, at Farmer Mac's expense, until the earlier of (a) the date that is one year from the date of termination of his employment or (b) the date that he becomes eligible for medical insurance coverage through another employer. See "—Employment Agreements with Executive Officers—Employment Agreement with Mr. Buzby."

² Mr. Stenson would also receive all base salary, incentive compensation, and vacation pay accrued and unpaid as of the date of termination. Mr. Stenson would also be entitled to continuation of health care coverage pursuant to COBRA and other life, accidental death, and disability insurance benefit plans or programs, at Farmer Mac's expense, for 12 months. See "—Executive Officer Severance Plan" below.

The following table shows the total that would be payable to the named executive officers upon a termination without cause due to disability occurring as of December 31, 2013:

Name	Base Salary	Non-Equity Incentive Compensation	Total
Timothy L. Buzby ¹	\$500,000	\$0	\$500,000
R. Dale Lynch	N/A	N/A	N/A
Tom D. Stenson ²	\$407,000	\$0	\$407,000
Stephen P. Mullery	N/A	N/A	N/A

¹ In the event of a termination without cause due to a disability, Farmer Mac would pay Mr. Buzby the difference between his current base salary and the amount of disability insurance payments received by Mr. Buzby for the shorter of (i) 12 months, or (ii) the period ending when Mr. Buzby ceases to receive or be eligible for disability insurance payments.

² In the event of a termination without cause due to a disability, Farmer Mac would pay Mr. Stenson the difference between his current base salary and the amount of disability insurance payments received by him under Farmer Mac's long-term disability policy during the 12 months following termination.

None of the named executive officers are eligible to receive additional payments upon a change-in-control of Farmer Mac.

Executive Officer Severance Plan

On June 7, 2012, the Board of Directors of Farmer Mac adopted an Executive Officer Severance Plan (the "Plan"). The primary purpose of the Plan is to provide executive officers who are in a position to contribute materially to the success of Farmer Mac with reasonable compensation in the event of their termination of employment with Farmer Mac. The Plan became effective June 30, 2012, and the only participant currently in the Plan is Mr. Stenson.

Participation in the Plan is limited to certain executive officers of Farmer Mac who are designated by the plan administrator (Farmer Mac's President) and approved by the Compensation Committee, and who are not parties to individual employment agreements with Farmer Mac. To become a participant in the Plan (a "Participant"), the designated executive officers must execute a participation agreement ("Participation Agreement"), which sets forth the conditions for receipt of payments and benefits under the Plan. The Participation Agreement includes:

- an agreement not to compete for a period of one year following termination of employment;
- an agreement not to use confidential or proprietary information;
- an agreement not to solicit, for a period of one year following termination of employment, certain employees of Farmer Mac to engage in certain activity;
- an agreement not to solicit for employment any current or former Farmer Mac employee, unless the employee has ceased to be employed by Farmer Mac for at least six months and is not subject to non-compete covenants similar to those contained in the Participation Agreement;
- an agreement not to solicit customers for a period of one year following termination of employment; and
- an agreement not to disparage Farmer Mac following termination of employment.

Under the Plan, in the event of termination by Farmer Mac other than for cause (as defined in the Plan) or by the Participant after an adverse change in conditions of employment (as defined in the Plan), upon execution of a release, the Participant will be entitled to:

- an amount equal to the sum of the Participant's annual base salary and annual target bonus, payable in one lump sum; for 12 months, (a) Farmer Mac's coverage of the cost of premiums for the Participant and the Participant's eligible dependents under COBRA, subject to the Participant's continued compliance with the terms of the Participation Agreement, and (b) Farmer Mac's permission to participate, at Farmer Mac's cost, in all Farmer Mac-sponsored life, accidental death, and disability insurance benefit plans or programs in which the Participant was participating at the time of termination to the extent permitted by the plans or programs and applicable law; and
- payment of accrued compensation, including base salary, accrued vacation, and annual incentive compensation calculated at the annual target bonus, prorated for the period of time worked during the year.

The payments described above will be in lieu of any other severance payments to Participants.

Upon termination of the Participant's employment due to disability (as defined in the Plan), Farmer Mac will pay, during the 12 months following termination, the difference between the Participant's base salary and the amount of disability insurance payments received by the Participant under Farmer Mac's long-term disability policy. In the event the Participant dies after the commencement of those payments, the balance will be payable in accordance with the beneficiary designation provisions of the Plan.

Participants are not required to mitigate amounts of payments by seeking employment or otherwise, and payments under the Plan will not be offset by amounts payable from new employment for services rendered during the 12 months following termination of employment with Farmer Mac. However, the Participant's eligibility for the continuation of COBRA and participation in Farmer Mac-sponsored life, accidental death, and disability insurance benefit plans or programs will immediately cease upon the start of the new employment.

Amounts payable to any Participant under the Plan are subject to any recoupment or clawback policy as may be implemented and interpreted by Farmer Mac, including those implemented to comply with the Dodd-Frank Act, or any other applicable law and regulation.

Equity Compensation Plans

The following table sets forth certain information relating to compensation plans under which equity securities are authorized to be issued as of December 31, 2013:

Plan category	Number of securities to be issued upon exercise of outstanding options or SARs or vesting of restricted stock	Weighted average exercise price of outstanding options and SARs (per share)	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans not approved by stockholders	227,117	\$27.16	—
Equity compensation plans approved by stockholders	535,413	\$22.02	1,401,492

2008 Plan. In 2008, the Board adopted, and the voting stockholders approved, Farmer Mac's 2008 Omnibus Incentive Plan (the "2008 Plan"), a broad-based incentive compensation plan for directors, officers, and non-officer employees. Subject to adjustment, the total number of shares of common stock reserved and available for delivery pursuant to awards under the Plan will be: (1) 1,500,000 shares of common stock; plus (2) any shares subject to outstanding awards under the 1997 Incentive Plan that cease for any reason to be subject to such awards (other than by reason of exercise or settlement of the awards to the extent they are exercised for or settled in vested and nonforfeitable shares) up to an aggregate maximum of 1,000,000 shares. Under the 2008 Plan, no participant may be granted stock option awards covering more than 300,000 shares of common stock during any calendar year, nor may a participant be granted more than 150,000 shares each of restricted stock, performance shares, performance units, or other stock-based awards during any calendar year. The maximum aggregate amount awarded or credited for cash-based awards to any one participant in any one calendar year may not exceed the value of \$2,000,000 determined as of the date of vesting or payout, as applicable.

The terms of the 2008 Plan are intended to, among other things, permit the Compensation Committee to impose performance goals for any award, thereby requiring forfeiture of all or part of any award if the performance goals are not met, or linking the time or amount of exercisability, vesting, payment, or settlement of an award to the achievement of performance goals. The 2008 Plan provides that the performance goals will be based on specified performance measures that are intended to encompass a wide range of financial and operational activities of Farmer Mac on a consolidated basis and/or for specified subsidiaries or business units of Farmer Mac. For example, the performance measures that may be used by the Compensation Committee in establishing the performance goals for awards includes, but is not limited to:

- (a) Net earnings or net income (before or after taxes, the impact of changes in the fair value of derivatives, stock plan expenses, yield maintenance and/or loan losses) or any other measure that uses all or part of such components;
- (b) Earnings per share;
- (c) Revenues or mission volume or growth therein;
- (d) Net operating profit;
- (e) Return measures (including, but not limited to, return on assets, capital, invested capital, equity, sales, or revenue);

- (f) Cash flow (including, but not limited to, operating cash flow, free cash flow, cash flow return on equity, and cash flow return on investment);
- (g) Earnings before or after taxes, interest, depreciation, and/or amortization;
- (h) Gross or operating margins;
- (i) Productivity ratios;
- (j) Share price (including, but not limited to, growth measures and total shareholder return);
- (k) Assets;

- (l) Cash position;
 - (m) Equity or stockholders' equity;
 - (n) Ratio of debt to debt plus equity;
 - (o) Expense targets;
 - (p) Margins;
 - (q) Operating efficiency;
 - (r) Market share;
 - (s) Customer satisfaction;
 - (t) Working capital targets;
 - (u) Delinquency rate;
 - (v) Net charge-offs;
 - (w) Economic value added or EVA (net operating profit after tax minus the sum of capital multiplied by the cost of capital);
- (x) Capital measures, including but not limited to, compliance with applicable regulatory capital requirements and the excess of capital over statutory minimum capital requirements, risk-based capital requirements, or other established capital targets; and
- (y) Results of regulatory reviews and examinations.

Any performance measures may be used to measure the performance of Farmer Mac as a whole or any business unit of Farmer Mac, or any combination thereof, as the Compensation Committee may deem appropriate. Any of the above performance measures may be compared to the performance of a group of comparator companies, or published or special index that the Compensation Committee, in its sole discretion, deems appropriate. The Compensation Committee may also select performance measure (j) above as compared to various stock market indices. The Compensation Committee also has the authority to provide for accelerated vesting of any award based on the achievement of performance goals pursuant to the performance measures.

Performance goals may differ for awards to different participants. The Compensation Committee will specify the weighting to be given to each performance measure for purposes of determining the final amount payable for an award. All determinations by the Compensation Committee as to the attainment of performance goals will be in writing. The Compensation Committee may not delegate any responsibility for an award that is intended to qualify as "performance-based compensation" under Section 162(m) of the Code.

One of the requirements for compensation to qualify as performance-based compensation under Section 162(m) is that the material terms of the performance goals for such compensation be disclosed to and approved by stockholders every five years. The material terms of the performance goals under the 2008 Plan were approved by stockholders in 2013.

As of December 31, 2013, SARs covering 636,697 shares (net of cancellations) and 461,811 shares of restricted stock had been granted under the 2008 Plan. During 2013, no options granted under the 1997 Plan were canceled and subsequently added to shares available under the 2008 Plan, leaving 1,401,492 shares of Class C Non-Voting Common Stock available for future issuance of grants under the 2008 Plan as of that date. SARs granted under the 2008 Plan during 2013 have exercise prices ranging from \$30.20 to \$37.17 per share.

1997 Plan. In 1997, the Board adopted Farmer Mac's 1997 Incentive Plan (the "1997 Plan"), a broad-based option plan for directors, officers, and non-officer employees. The 1997 Plan, as amended, provided for the issuance of a maximum of 3,750,000 nonqualified stock options on Class C Non-Voting Common Stock at an option price determined as of the grant date, with a term of not more than 10 years. The 1997 Plan provided for the automatic annual grant to directors of five-year options to purchase 6,000 (split-adjusted) shares of Class C Non-Voting Common Stock, with each grant to occur on the day of the Annual Meeting

of Stockholders, with the option price to be determined as of such day. Through 2003, options granted under the 1997 Plan vested one-third on the date of grant, one-third the following year, and one-third the second following year. Beginning in 2004, options granted under the 1997 Plan generally vested one-third in each of the first three years following the date of option grant. No options have been granted under the 1997 Plan since 2008.

If an option holder's employment with Farmer Mac terminates for any reason, including by reason of retirement, the option holder's rights to exercise any option granted under the 1997 Plan terminate on the earlier of the option expiration date or 90 days after termination (one year in the case of death or disability). Upon a termination for "cause," the options expire immediately. Following the termination of a director's service, vested options will remain exercisable until the earlier of the option expiration date or two years following termination. The 1997 Plan also provides for accelerated vesting of unvested options in the event of an option holder's death or disability.

As of December 31, 2013, options covering 2,000,889 shares (net of cancellations) had been granted under the 1997 Plan, of which 227,117 remain outstanding. As of December 31, 2013, no shares of Class C Non-Voting Common Stock remained available for future issuance of option grants under the 1997 Plan.

CERTAIN RELATIONSHIPS AND RELATED PERSON TRANSACTIONS

Review of Related Person Transactions

The Board of Directors has adopted a written Related Person Transactions Approval Policy that is administered by the Corporate Governance Committee. This policy applies to any transaction or series of transactions in which Farmer Mac or any of its subsidiaries is a participant, the amount involved exceeds \$120,000, and a "related person" has a direct or indirect material interest. The policy requires each director, director nominee, or executive officer involved in such a transaction to notify the General Counsel of each such transaction. Farmer Mac reviews all relationships and transactions in which Farmer Mac and its directors, director nominees, and executive officers or their immediate family members are participants to determine whether those persons have a direct or indirect material interest. Farmer Mac's legal staff is primarily responsible for the development and implementation of processes and controls to obtain information from the directors and executive officers regarding related person transactions. Under the policy, the General Counsel will determine whether a transaction meets the requirements of a "related person transaction" requiring review by the Corporate Governance Committee. Transactions that fall within this definition will be referred to the Corporate Governance Committee for approval, ratification, or other action. Based on its consideration of all of the relevant facts and circumstances, the Corporate Governance Committee will decide whether or not to approve the transaction and will approve only those transactions that are in, or not inconsistent with, the best interests of Farmer Mac. If Farmer Mac becomes aware of an existing related person transaction that has not been approved under this policy, the matter will be referred to the Corporate Governance Committee, which will then evaluate all options available, including ratification, revision, or termination of the transaction. A related person transaction entered into without the Corporate Governance Committee's pre-approval will not violate this policy, or be invalid or unenforceable, so long as the transaction is brought to the Corporate Governance Committee as promptly as reasonably practical after it is entered into. Transactions that are determined to be directly or indirectly material to Farmer Mac or a related person are disclosed in Farmer Mac's Proxy Statement as required by SEC rules.

Transactions with Related Persons in 2013

From time to time, Farmer Mac purchases or commits to purchase qualified loans, USDA-guaranteed portions, or AgVantage[®] securities from, or enters into other business relationships with, institutions that own 5% or more of a class of Farmer Mac's Voting Common Stock or that have an employee, officer, or director who is also a member of Farmer Mac's Board of Directors. These transactions are conducted in the ordinary course of business, with terms and

conditions comparable to those applicable to entities unaffiliated with Farmer Mac. To the extent such transactions involve indebtedness issued by the related person, those transactions were made on substantially the same terms as those prevailing at the time for comparable loans with persons not related to Farmer Mac and did not involve more than the normal risk of collectability or present other unfavorable features. Although Farmer Mac entered into transactions with related persons in 2013, it was determined that none of those transactions resulted in a related person having a direct or indirect material interest that would require disclosure as a "related person transaction" under SEC rules. For additional information about transactions between Farmer Mac and related persons, see "Management's Discussion and Analysis of Financial Condition and Results of Operations—Results of Operations—Related Party Transactions" and Note 3 in Farmer Mac's Annual Report on Form 10-K for the year ended December 31, 2013.

REPORT OF THE AUDIT COMMITTEE

The following report of the Audit Committee shall not be deemed to be "soliciting material," or to be "filed" with the SEC, and will not be deemed to be incorporated by reference into any filing by Farmer Mac under the Securities Act or the Exchange Act, except to the extent that Farmer Mac specifically requests that such information be treated as soliciting material or specifically incorporates the report by reference into a document.

The Audit Committee reviewed and recommended approval of a revised Audit Committee Charter, which was approved by the full Board on February 5, 2014. The complete text of the charter, which reflects standards set forth in SEC regulations and NYSE listing requirements, is available on Farmer Mac's website, www.farmermac.com, in the "Corporate Governance" portion of the "Investors" section. A print copy of the Audit Committee Charter is available free of charge upon written request to Farmer Mac's Secretary at 1999 K Street, N.W., Fourth Floor, Washington, D.C. 20006. The Audit Committee and the Board review and approve changes to the Audit Committee Charter annually. The Board of Directors has determined that: (1) all of the directors who serve on the Audit Committee are "independent," as defined in Farmer Mac's Corporate Governance Guidelines, and under the heightened independence requirements set forth under applicable SEC and NYSE rules for directors serving on the Audit Committee; and (2) Clark Maxwell, a member of the Audit Committee since June 6, 2008, is an "audit committee financial expert," as defined in SEC rules. Mr. Maxwell is not an auditor or accountant for Farmer Mac, does not perform field work, and is not an employee of Farmer Mac. In accordance with the SEC's safe harbor relating to audit committee financial experts, a person designated or identified as an audit committee financial expert will not be deemed to be an "expert" for purposes of the federal securities laws. In addition, the designation or identification as an audit committee financial expert does not impose on a director any duties, obligations, or liabilities that are greater than those imposed on that director as a member of the Audit Committee and Board of Directors in the absence of such designation or identification, and does not affect the duties, obligations, or liabilities of any other member of the Audit Committee or Board of Directors.

Audit Committee Report for the Year Ended December 31, 2013

To Our Stockholders:

Management is primarily responsible for establishing and maintaining the financial public reporting process, including the system of internal accounting controls, and for the preparation of Farmer Mac's consolidated financial statements in accordance with accounting principles generally accepted in the United States. The Audit Committee, on behalf of the Board, monitors Farmer Mac's financial reporting processes and systems of internal accounting control, the independence and performance of the independent auditors, and the performance of the internal audit function. Farmer Mac's independent auditors are responsible for auditing those consolidated financial statements and expressing an opinion as to their conformity with generally accepted accounting principles and on management's assessment of the effectiveness of Farmer Mac's internal control over financial reporting. In addition, the independent auditors will express their own opinion on the effectiveness of Farmer Mac's internal control over financial reporting.

Management has represented to the Audit Committee that Farmer Mac's audited consolidated financial statements were prepared in accordance with accounting principles generally accepted in the United States. The Audit Committee reviewed and discussed Farmer Mac's audited consolidated financial statements with both management and Farmer Mac's independent auditors prior to their issuance. The Audit Committee has discussed with the independent auditors their evaluation of the accounting principles, practices, and judgments applied by management, and the Audit Committee has discussed any items required to be communicated to it by the independent auditors pursuant to rules and regulations promulgated by the Securities and Exchange Commission and the Public Company Accounting Oversight Board (PCAOB) and the standards established by the American Institute of Certified Public Accountants, including matters required to be discussed pursuant to PCAOB Auditing Standard No. 16 (Communication With

Audit Committees).

As to Farmer Mac's independent auditors, the Audit Committee, among other things, received from PricewaterhouseCoopers LLP the written disclosures as required by applicable requirements of the PCAOB regarding the independent accountants' communications with the Audit Committee concerning independence, and discussed with them their independence from Farmer Mac and its management. The Audit Committee has reviewed and pre-approved the audit fees of the independent auditors. It also has approved non-audit services and reviewed fees for such services to assure compliance with applicable provisions of the Exchange Act, and applicable rules and regulations to assure compliance with the auditor independence requirements that prohibit independent auditors from performing specified services that might impair their independence as well as compliance with Farmer Mac's and the Audit Committee's policies.

The Audit Committee discussed with Farmer Mac's independent auditors the overall scope of and plans for its audit. Finally, the Audit Committee continued to monitor the scope and adequacy of Farmer Mac's internal auditing program, including proposals for adequate staffing and to strengthen internal procedures and controls where appropriate.

In reliance upon these reviews and discussions, the Audit Committee recommended to the Board of Directors that the Board approve the inclusion of Farmer Mac's audited consolidated financial statements in Farmer Mac's Annual Report on Form 10-K for the fiscal year ended December 31, 2013 for filing with the Securities and Exchange Commission, as filed on March 13, 2014.

Audit Committee

Dennis L. Brack, Chairman

Sara L. Faivre-Davis

James B. McElroy

AUDIT MATTERS

James R. Engebretsen

Clark B. Maxwell

Bruce J. Sherrick

Audit Fees

Farmer Mac paid an aggregate of \$1,500,000 for 2013 and \$1,300,000 for 2012 to PricewaterhouseCoopers LLP for professional services rendered for the audit of Farmer Mac's 2013 and 2012 annual financial statements included in Farmer Mac's annual reports on Form 10-K, the audit of management's assessment of the effectiveness of internal control over financial reporting under Section 404 of the Sarbanes-Oxley Act of 2002 and the review of the financial statements included in Farmer Mac's quarterly reports on Form 10-Q during 2013 and 2012.

Audit-Related Fees

Farmer Mac paid an aggregate of \$85,000 in 2013 and an aggregate of \$153,500 in 2012 to PricewaterhouseCoopers LLP for the issuance of comfort letters, various accounting consultations, and other technical issues for assurance and related services that were reasonably related to the performance of the audit of Farmer Mac's annual financial statements and the review of the financial statements included in Farmer Mac's quarterly reports on Form 10-Q and not reported in "—Audit Fees" above. The amount of fees noted for 2012 above differs from what was indicated in the 2013 Proxy Statement, as the amount of fees for 2013 was inadvertently included in the 2012 amount.

Farmer Mac paid an aggregate of \$10,000 in 2013 and \$15,000 in 2012 to Deloitte & Touche LLP, Farmer Mac's independent auditor for 2009, for the issuance of comfort letters, various accounting consultations, and other technical issues for assurance and related services that were reasonably related to the performance of the audit of Farmer Mac's annual financial statements and the review of the financial statements included in Farmer Mac's quarterly reports on Form 10-Q and not reported in "—Audit Fees" above.

Tax Fees

Farmer Mac paid an aggregate of \$96,600 in 2013 and \$94,000 in 2012 to PricewaterhouseCoopers LLP for professional services rendered for tax compliance, tax advice, and tax planning in tax years 2013 and 2012.

All Other Fees

Farmer Mac paid an aggregate of \$15,615 in 2013 and \$13,328 in 2012 to PricewaterhouseCoopers LLP for fees other than the audit and review fees, audit-related fees, and tax fees referred to above.

Audit Committee Pre-Approval Policies

Pursuant to the Audit Committee Charter and consistent with SEC policies regarding auditor independence, the Audit Committee considers and pre-approves, as appropriate, all auditing and permissible non-auditing services provided by Farmer Mac's independent auditor prior to the engagement of the independent auditors for those services. The Audit Committee has delegated the authority to grant pre-approvals to the chairman of the Audit Committee in the event such pre-approval is necessary for business purposes and the convening of a meeting of the Audit Committee is not practicable, and the chairman's decisions to grant any pre-approval must be presented to the full Audit Committee at its scheduled meetings. All of the services provided by PricewaterhouseCoopers LLP and Deloitte & Touche LLP in 2013 and 2012 were pre-approved by the Audit Committee.

PROPOSAL 2: SELECTION OF INDEPENDENT AUDITORS

The By-Laws of Farmer Mac provide that the Audit Committee shall select Farmer Mac's independent auditors "annually in advance of the Annual Meeting of Stockholders and [that selection] shall be submitted for ratification or rejection at such meeting." In addition, the Audit Committee reviews the scope and results of the audits, the accounting principles being applied, and the effectiveness of internal controls. The Audit Committee also ensures that management fulfills its responsibilities in the preparation of Farmer Mac's financial statements.

In accordance with the By-Laws, the Audit Committee has unanimously selected and recommended to the stockholders PricewaterhouseCoopers LLP as Farmer Mac's independent auditors for the fiscal year ending December 31, 2014. This proposal is presented to the stockholders for approval as provided in the By-Laws and in conformity with the current practice of seeking stockholder approval of the selection of independent auditors. The ratification of the appointment of PricewaterhouseCoopers LLP as Farmer Mac's independent auditors requires the affirmative vote of a majority of the votes cast by the holders of shares of Farmer Mac's Voting Common Stock entitled to vote and represented in person or by proxy at the Meeting. Representatives of PricewaterhouseCoopers LLP are expected to attend the Meeting. They will have the opportunity to make a statement if they desire to do so and will be available to answer appropriate questions from stockholders present at the Meeting.

The Board of Directors recommends a vote FOR the proposal to ratify the selection of PricewaterhouseCoopers LLP as independent auditors for Farmer Mac for 2014. Proxies solicited by the Board of Directors will be so voted unless holders of Farmer Mac's Voting Common Stock specify to the contrary on their proxies, or unless authority to vote is withheld.

PROPOSAL 3: ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION OF FARMER MAC'S NAMED EXECUTIVE OFFICERS

In accordance with the rules of the SEC adopted under the Dodd-Frank Act, Farmer Mac is seeking from its stockholders an advisory vote to approve the compensation of Farmer Mac's named executive officers as described in this Proxy Statement, including the Compensation Discussion and Analysis, the related tabular disclosures, and the accompanying narrative disclosures.

The Dodd-Frank Act requires Farmer Mac to hold an advisory vote to approve the compensation of Farmer Mac's named executive officers at least once every three years. As approved by its stockholders at the 2011 Annual Meeting of Stockholders, Farmer Mac is presenting this non-binding vote to its stockholders on an annual basis.

Farmer Mac's executive compensation program is designed to attract, motivate, and retain highly qualified executive officers who are able to achieve corporate objectives, fulfill Farmer Mac's Congressional mandate, and enhance stockholder value. The Compensation Committee believes that Farmer Mac's executive compensation program reflects a strong pay-for-performance philosophy that is consistent with the risk tolerance of Farmer Mac and reflects the long-term interests of stockholders. The Compensation Discussion and Analysis section beginning on page 20 provides a more detailed discussion of Farmer Mac's executive compensation philosophy and program.

The Compensation Committee believes that Farmer Mac's executive compensation program has been effective at attracting and retaining a high-performing executive team that is appropriately motivated to achieve the strategic, financial, and operational goals established by the Board of Directors.

Stockholders are being asked to vote on the following resolution:

RESOLVED, that the stockholders of the Federal Agricultural Mortgage Corporation approve, on an advisory basis, the compensation of Farmer Mac's named executive officers, as described in this Proxy Statement pursuant to the compensation disclosure rules of the SEC, including the Compensation Discussion and Analysis, the related tabular disclosures, and the accompanying narrative disclosures.

This advisory vote to approve the compensation of Farmer Mac's named executive officers is not binding. The outcome of the vote on this proposal by stockholders will not require Farmer Mac's Board of Directors or the Compensation Committee to take any action regarding Farmer Mac's executive compensation practices. However, the Board of Directors values the opinions of Farmer Mac's stockholders as expressed through their votes and communications and will take into account the result of the vote when determining future executive compensation arrangements.

Adoption of this non-binding resolution will require the affirmative vote of a majority of the votes cast by the holders of shares of Farmer Mac's Voting Common Stock entitled to vote and represented in person or by proxy at the Meeting. The Board of Directors recommends a vote FOR adoption of the resolution approving, on an advisory basis, the compensation of Farmer Mac's named executive officers, as described in this Proxy Statement, including the Compensation Discussion and Analysis, the related tabular disclosures, and the accompanying narrative disclosures. Proxies solicited by the Board of Directors will be so voted unless holders of Farmer Mac's Voting Common Stock specify to the contrary on their proxies, or unless authority to vote is withheld.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires Farmer Mac's officers and directors, and persons who beneficially own more than 10% of a registered class of Farmer Mac's equity securities, to file reports of ownership and changes in ownership on Forms 3, 4, and 5 with the SEC. Officers, directors, and owners of more than 10% of Farmer Mac's stock are required by SEC regulations to furnish Farmer Mac with copies of all Forms 3, 4, and 5 filed.

Based solely on Farmer Mac's review of its corporate records, which include copies of forms it has received, and written representations from certain reporting persons that they were not required to file a Form 5 for 2013, Farmer Mac believes that all of its officers, directors, and beneficial owners of greater than 10% of any class of its equity securities complied with all Section 16(a) filing requirements and timely filed all reports applicable to them for transactions during 2013, with the exception of the following: (1) a Form 5 filed on behalf of Farmer Mac director Lowell L. Junkins on February 12, 2014 reporting the acquisitions of shares of Farmer Mac's Class C Non-Voting Common Stock on a quarterly basis since March 2011 under a dividend reinvestment plan operated by Mr. Junkins' brokerage firm that were not timely reported on a Form 4, and (2) a Form 4 filed one day late on behalf of Mr. Stenson due to a miscommunication with Mr. Stenson's broker.

SOLICITATION OF PROXIES

Farmer Mac will pay the cost of the Meeting and the costs of soliciting proxies, including the cost of mailing the proxy materials. Farmer Mac has retained Georgeson Inc. to act as Farmer Mac's proxy solicitation firm for a fee of \$5,500 plus expenses. In addition to solicitation by mail, employees of Georgeson Inc. may solicit proxies by telephone, electronic mail, or personal interview. Brokerage houses, nominees, fiduciaries, and other custodians will be requested to forward solicitation material to the beneficial owners of shares of Voting Common Stock held of record by them, and Farmer Mac will reimburse them for their reasonable expenses.

OTHER MATTERS

In addition to the scheduled items of business set forth in this Proxy Statement, the enclosed proxy confers on the Proxy Committee discretionary authority to vote the shares represented thereby in accordance with its members' best judgment on all other matters that may be brought before the Meeting or any adjournment or postponement thereof and matters incident to the Meeting. The Board of Directors does not know of any other matter that may properly be presented for action at the Meeting. If any other matters not known at the time this Proxy Statement was printed are properly brought before the Meeting or any adjournment or postponement of the Meeting, the Proxy Committee intends to vote proxies in accordance with its members' best judgment.

Upon written request, Farmer Mac will furnish, without charge, to each person whose proxy is being solicited a copy of its Annual Report on Form 10-K for the fiscal year ended December 31, 2013, as filed with the SEC, which includes financial statements. Written requests should be directed to Farmer Mac's Secretary at 1999 K Street, N.W., Fourth Floor,

Washington, D.C. 20006. A copy of Farmer Mac's most recent Form 10-K is also available on its website (www.farmermac.com) in the "SEC Filings" portion of the "Investors—Equity" section. Please note that all references to www.farmermac.com in this Proxy Statement are inactive textual references only and that the information contained on Farmer Mac's website is not incorporated by reference into this Proxy Statement.

The giving of your proxy will not affect your right to vote your shares personally if you attend the Meeting. In any event, it is important that you complete, sign, and return the enclosed proxy card promptly to ensure that your shares are voted.

By order of the
Board of Directors,

Stephen P. Mullery
Secretary

April 25, 2014
Washington, D.C.