

**FORTY-FOURTH AMENDMENT** dated as of February 18, 2022, to the **NOTE PURCHASE COMMITMENT AND SERVICING AGREEMENT** dated as of January 1, 1992, by and between the **FEDERAL FINANCING BANK ("FFB")** and the **ADMINISTRATOR of the RURAL ELECTRIFICATION ADMINISTRATION ("REA")**, predecessor to the Administrator of the Rural Utilities Service ("RUS").

**WHEREAS**, FFB and REA have heretofore entered into the Note Purchase Commitment and Servicing Agreement dated as of January 1, 1992 (the "Original Agreement"); and

**WHEREAS**, in the Original Agreement, FFB committed itself through September 30, 1992, to purchase "Notes" (as that term is defined in the Original Agreement) issued by "Borrowers" (as that term is defined in the Original Agreement) and guaranteed by REA, all on the terms and conditions specified in the Original Agreement; and

**WHEREAS**, FFB and either REA or its successor RUS, as the case may be, have heretofore entered into 43 amendments to the Original Agreement, dated as of September 30, 1992, September 30, 1993, September 30, 1994, December 5, 1994, September 30, 1995, September 30, 1996, March 26, 1997, September 30, 1997, September 30, 1998, September 30, 1999, September 30, 2000, September 30, 2001, September 30, 2002, September 30, 2003, September 30, 2004, September 30, 2005, September 30, 2006, September 30, 2007, September 30, 2008, September 30, 2009, September 30, 2010, September 30, 2011, September 30, 2012, September 30, 2013, September 30, 2014, September 30, 2015, September 30, 2016, September 30, 2017, September 30, 2018, September 30, 2019, February 29, 2020, March 31, 2020, April 30, 2020, May 30, 2020, June 15, 2020, September 30, 2020, December 11, 2020, December 18, 2020, January 31, 2021, March 15, 2021, April 30, 2021, June 30, 2021, and September 30, 2021, respectively (the Original Agreement, as so amended, being the "Existing Agreement"); and

**WHEREAS**, under the Existing Agreement, the FFB commitment to purchase Notes issued by Borrowers and guaranteed by RUS extends through February 18, 2022; and

**WHEREAS**, FFB and RUS now desire to enter into an amendment to the Existing Agreement for the purposes of extending through March 11, 2022, the FFB commitment under the Existing Agreement to purchase Notes issued by Borrowers and guaranteed by RUS; and

**WHEREAS**, FFB and RUS are both authorized to enter into this Forty-fourth Amendment to the Original Agreement ("this Forty-fourth Amendment") extending the FFB commitment under the Existing Agreement to purchase Notes issued by Borrowers and guaranteed by RUS.

**NOW, THEREFORE**, for and in consideration of the mutual agreements herein contained and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, FFB and RUS agree as follows:

**1. Definitions.**

Capitalized terms used and not defined in this Forty-fourth Amendment shall have the respective meanings given such terms in the Existing Agreement.

**2. Extension of "Commitment Termination Date".**

The definition of "Commitment Termination Date" in section 1.1 of the Existing Agreement is hereby amended to read as follows:

"'Commitment Termination Date' shall mean March 11, 2022, subject to extensions thereof permitted by section 10.2.2 of this Agreement."

**4. Existing Agreement to Continue, as Amended.**

Except as expressly modified by this Forty-fourth Amendment, the Existing Agreement shall continue in full force and effect.

5. **Effective Date.**

This Forty-fourth Amendment shall not become effective until it has been executed by both FFB and RUS. When this Forty-fourth Amendment has been so executed, it shall become effective as of the date first above written.

**IN WITNESS WHEREOF**, FFB and RUS have each caused this Forty-fourth Amendment to be executed as of the date first above written.

**FEDERAL FINANCING BANK**  
("FFB")

Signature: \_\_\_\_\_

Name: Gary Grippo

Title: Vice President and  
Treasurer

**ADMINISTRATOR** of the  
**RURAL UTILITIES SERVICE** ("RUS"),  
successor to the Administrator of the  
Rural Electrification Administration  
("REA")

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Title:   Acting Administrator