



Promissory Note Program

Farm Credit Canada



Canada

This Information Memorandum has been prepared for use in connection with the sale in Canada of Short-Term Promissory Notes of Farm Credit Canada and under no circumstances shall it be construed as an offering of such notes for sale in the United States of America or in the Territories or possessions thereof.

This Information Memorandum does not in any way obligate Farm Credit Canada to accept an offer to purchase these Short-Term Promissory Notes.

Farm Credit Canada

Farm Credit Corporation (FCC) was established as the successor agency to the Canadian Farm Loan Board in 1959 under the Farm Credit Act (Canada) and continued on April 2, 1993 under the Farm Credit Corporation Act (Canada). Through amendments approved by Parliament on June 14, 2001 under the Farm Credit Canada Act, the name of the Corporation was changed to Farm Credit Canada. FCC's vision is to lead the way in agricultural financing in Canada.

Reporting to the Minister of Agriculture and Agri-Food, FCC's mandate is to enhance rural Canada by providing specialized financial services to farming operations, including family farms, and agribusinesses – with an emphasis on personalized service. Under the Farm Credit Canada Act, FCC is allowed to provide such services as business management, lease financing, and equity financing either individually or through industry partnerships. FCC also carries out other duties as may be assigned by the Minister of Agriculture and Agri-Food.

FCC is Canada's largest agricultural term lender and approved \$1.753 billion in net new loans during fiscal 2000-2001, bringing its loan portfolio at fiscal year-end to 75,202 accounts valued at \$6.908 billion. In fiscal 2000-2001, the Issuer reported net after tax income of \$31.6 million for the year, down from \$38.4 million in fiscal 1999-2000, marking the eleventh consecutive

year that FCC has recorded a profit. As at March 31, 2001, FCC's assets and liabilities totaled \$7.182 billion and \$6.349 billion respectively, with total equity capital of \$832.6 million.

Farm Credit Canada is, for all purposes of the FCC Act and its powers under the FCC Act may be exercised only as, an agent of Her Majesty in right of Canada. As a Crown agent, the payment of the principal of and interest on all securities or other evidence of indebtedness issued by FCC carries the full faith and credit of Canada and constitutes a charge on and is payable out of the Consolidated Revenue Fund of Canada. The Consolidated Revenue Fund is the aggregate of all public monies such as tax revenues on deposit at the credit of the Receiver General for Canada, the public official who receives and collects public monies for or on behalf of Canada.

FCC's Corporate Office is located at 1800 Hamilton Street, Regina, Saskatchewan, Canada S4P 4L3. Tel: (306) 780-8100. Approximately 900 employees serve customers from 100 offices across Canada.

September 15, 2001

Description of Short-Term Promissory Notes

Purpose of Issue:	The net proceeds from the sale of the Short-Term Promissory Notes (“Notes”) will be used for short-term funding requirements including cash management, financing assets and general operating requirements of the Corporation.
Status:	The Notes will be direct unsecured obligations of Farm Credit Canada and will constitute direct obligations of Her Majesty in right of Canada. Payment of principal and interest on the Notes will be a charge on and payable out of the Consolidated Revenue Fund.
Principal Amount:	The principal amount outstanding at any time will be approved by the Minister of Finance.
Form of Notes:	<p>The Notes will be issued in fully registered form that may be represented by Global Notes. The Notes may be interest-bearing or issued on a discount to maturity basis.</p> <p>The Notes, at the option of the Issuer, may be issued in “book entry only” form (the “Book Entry Notes”), in which case such Notes must be purchased or transferred through participants (“Participants”) in The Canadian Depository for Securities Limited (“CDS”) debt clearing service, which includes securities brokers and dealers, banks and trust companies. Indirect access to the CDS book entry system is also available to other institutions (“Indirect Participants”) that maintain custodial relationships with a Participant, either directly or indirectly.</p> <p>The Issuer will cause Book Entry Notes to be delivered to, and registered in the name of, CDS or its nominee. Each purchaser of a Book Entry Note will receive a customer confirmation of purchase from the registered dealer from whom such Note is purchased in accordance with the practices and procedures of that registered dealer. Practices of registered dealers may vary, but generally customer confirmations are issued promptly after execution of a customer order.</p>

Description of Short-Term Promissory Notes

No holder of Book Entry Notes will be entitled to a certificate or other instrument from the Issuer or CDS evidencing that person's interest in or ownership of such Note, or will be shown on the records maintained by CDS, except through an agent of the holder who is a Participant or an Indirect Participant of CDS. Registration of interests in, and transfers of, Book Entry Notes will only be made through the debt clearing service of CDS. All payments on Book Entry Notes will be by the Issuer to the Issuer's authorized issuing agent which will then make payments to CDS and such payments will be forwarded by CDS to its Participants, by Participants to holders of Book Entry Notes or by Participants to Indirect Participants and thereafter to holders of Book Entry Notes.

Neither the Issuer nor the registered dealers who sell the Notes will assume any liability for: (a) any aspect of the records relating to the beneficial ownership of the Book Entry Notes held by CDS or the payments relating thereto; (b) maintaining, supervising or reviewing any records relating to the Book Entry Notes; or (c) any advice or representation made by or with respect to CDS, including those contained in this Information Memorandum and relating to the rules governing CDS or any action to be taken by CDS or at the discretion of its Participants. The rules governing CDS provide that it acts as the agent and depository for the Participants and CDS has a statutory duty to enforce payment of the Notes on behalf of the Participants. As a result, Participants must look solely to CDS and holders of Book Entry Notes must look solely to Participants for the payment of the principal and interest on the Book Entry Notes once such payment is made by or on behalf of the Issuer to CDS.

The ability of a holder to pledge Book Entry Notes or take action with respect thereto (other than through a Participant or an Indirect Participant) may be limited due to the lack of physical certificates.

The Issuer will have the option to terminate the book entry system through CDS, in which case Notes in certificated form payable to bearer or to the order of a holder thereof will be issued to holders of Book Entry Notes or their nominees.

Description of Short-Term Promissory Notes

Form of Notes:

As of the date of this Information Memorandum, only Notes payable in Canadian dollars are eligible to be Book Entry Notes. Accordingly, Notes payable in currencies other than Canadian dollars will be issued in certificated form payable to bearer or to a named payee. If CDS and its Participants decide to introduce non-Canadian dollar short-term promissory notes into the CDS debt clearing service in the future, Notes in certificated form will then be issued in “book-entry” form on the same basis as that described above for the Book Entry Notes.

The Book Entry Notes will be subject to the *Depository Bills and Notes Act* (Canada).

Denominations:

Notes will be issued in multiples of \$1,000, subject to a minimum of \$100,000 in Canadian or United States currency.

Maturities:

Not more than 365 days.

Rates:

Available upon request.

Payment and Delivery:

The Notes may be purchased through any office of FCC’s selling agents. Payment of the Notes when due will be made on behalf of FCC through a branch of the chartered bank designated by FCC.

In the case of Physical Certificates, the Notes may be purchased in Vancouver, Calgary, Edmonton, Regina, Winnipeg, Toronto, Montreal and Halifax. Delivery will be made against payment by certified cheque. Payment of the Notes when due will be made on behalf of FCC through a branch of the chartered bank designated by FCC.

Resolution Authorizing the Issue and Sale of FCC Short-Term Promissory Notes

Whereas, pursuant to the Farm Credit Canada Act, Farm Credit Canada (the "Corporation") is empowered, subject to the approval of the Minister of Finance, to borrow money by any means, including by the issuance and sale of bonds, debentures, investment certificates, notes, and any other evidence of indebtedness of the Corporation;

And Whereas, the Minister of Finance has approved the short-term borrowing and the issuance and sale by the Corporation of Short-Term Promissory Notes and other evidence of indebtedness:

Resolved that:

1. Subject to the continuing approval of the Minister of Finance, the Corporation is hereby authorized to borrow money by the issue and sale, from time to time, of unsecured promissory notes (the "FCC Notes"), each of such FCC Notes to be in a denomination which is a multiple of \$1,000, subject to a minimum of \$100,000 in Canadian or United States currency, and to have a maturity date of not more than 365 days from the date of its issue, and such other terms and conditions as are determined pursuant to Clause 2; provided that the aggregate principal amount of loans from financial institutions and short-term market borrowings, including borrowings pursuant to the FCC Notes, shall not exceed the amount as is approved from time to time by the Minister of Finance; provided further that the rights of a holder of any such FCC Notes shall not be in any way limited by such limitation as to the aggregate principal amount.
2. That any two of the following officials of the Corporation, namely: the President & Chief Executive Officer; the Executive Vice-President & Chief Financial Officer; the Executive Vice-President & Chief Operating Officer; the Vice-President General Counsel & Corporate Secretary; the Vice-President & Treasurer; or the Vice-President & Controller are authorized and empowered on behalf of the Corporation from time to time to execute, either by manual or facsimile signature, (and with the corporate seal of the Corporation affixed either manually or by facsimile) and deliver FCC Notes in such amounts and in such forms (including FCC Notes in "book-entry" form and Notes in definitive, certificated form) as they determine in their sole discretion, such execution and delivery being a confirmation of their approval of the terms under which the FCC Notes are issued and to execute and deliver any or all other agreements, contracts or documents in any way relating to the Program and any money so borrowed, the signatures of such officials in the manner aforesaid of the FCC Notes and such other agreements and documentation being conclusive evidence of the due authorization thereof. FCC Notes may be in such amounts and contain such terms (including maturity dates and rates of interest or discount) not inconsistent with the terms of this resolution as may be determined by any one of the aforementioned officials or any person designated in writing from time to time by any two of them to make such determination.

3. Any FCC Notes executed by the Corporation in accordance with the provisions of Clause 2 (and, where necessary, authenticated by a person authorized to do so as issuing agent of the Corporation) shall constitute a valid binding obligation of the Corporation enforceable in accordance with its terms, notwithstanding in the case of execution of any such FCC Notes by facsimile signature that the signing officer has ceased at the time of execution and delivery of such FCC Notes to hold office, and, in the case of execution of any of such FCC Notes by manual or facsimile signature that, at any time after execution of such FCC Notes, any person duly authorized to execute or authenticate the same may cease to hold the office or position held by such person at the time he executed or authenticated such FCC Notes. The execution and, where necessary, authentication by such duly authorized person shall be conclusive evidence that the FCC Notes have been issued and delivered and that the borrowing of the Corporation effected through such FCC Notes does not exceed the limits set out in Clause 1 as to aggregate principal amount of FCC Notes which are approved to be outstanding.

4. Subject to the receipt from time to time by the Corporation of any required approval of the Minister of Finance and the compliance by the Corporation with any conditions set forth therein, the authorization to borrow money referred to in Clause 1 shall be a continuing authorization.

Certificate

The undersigned, Corporate Secretary of Farm Credit Canada ("FCC"), hereby certifies that the foregoing is a true and correct copy of a resolution passed by the Board of Directors of FCC at a meeting duly called and held on the 27th day of January, 1999 and that such resolution remains in full force and effect unamended as of the date hereof.

Dated this 15th day of September, 2001.



Dale A. Canham
Corporate Secretary

By-Law No. 2

A By-Law relating generally to the borrowing of money by Farm Credit Canada.

BE IT ENACTED as a By-Law of Farm Credit Canada:

- 1.0 Without limiting the borrowing powers of the Corporation as set forth in the Farm Credit Canada Act, the Corporation may from time to time, subject to the approval of, and/or conditions set by, the Minister of Finance:
- (a) borrow money by any means; and
 - (b) issue, reissue or sell bonds, debentures, investment certificates, notes or other evidences of indebtedness or guarantees, all in such form, in such maximum amounts and on such terms and conditions as it determines. FCCA s. 12(1)
- 1.1 Nothing in this section limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes, made, drawn, accepted or endorsed by or on behalf of the Corporation.
- 2.0 The Board may from time to time by resolution delegate to the Chairperson, the President, the Chief Executive Officer or any two (2) Officers of the Corporation acting together, all or any of the powers conferred by sections 1.0 and 1.1 of this By-Law No. 2 to the full extent or to such lesser extent as the Board may, in any such resolution, provide.
- 3.0 These powers shall be supplemental to and not in substitution for any powers to borrow money for the purposes of the Corporation possessed by the Corporation through its Officers independently of a borrowing By-Law.
- 4.0 This By-Law No. 2 shall come into force on the day this By-Law is made by the Board in accordance with the Financial Administration Act.

Certificate

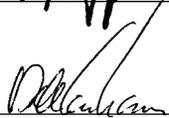
The undersigned, the Corporate Secretary of Farm Credit Canada ("FCC") hereby certifies that the foregoing is a true and correct copy of By-Law No. 2 of FCC passed by the Board of Directors of FCC at a meeting of the Board duly called and held on the 29th day of January, 1996, that such By-Law has not been amended or repealed and is in full force and effect as of the date hereof.

Dated this 15th day of September, 2001.



Corporate Secretary

Certificate Of Incumbency and Signatures of Officers

OFFICE	NAME	SIGNATURE
President and Chief Executive Officer	John J. Ryan	
Executive Vice-President and Chief Financial Officer	Moyez Somani	
Executive Vice-President and Chief Operating Officer	Janet Wightman	
Vice-President and Treasurer	Donald Stevens	
Vice-President and Controller	Rick Hoffman	
Vice-President, General Counsel and Corporate Secretary	Dale A. Canham	

The undersigned, Vice-President, General Counsel and Corporate Secretary of Farm Credit Canada (“FCC”), hereby certifies for and on behalf of FCC that the persons whose names appear above are officers of FCC holding the positions indicated, that the signature of each such person appears above opposite their respective name, and that such persons, are now holding the respective offices and acting as such officers, and that the signature set opposite their respective name is a true specimen of that officer’s signature.

Dated this 15th day of September, 2001.


Dale A. Canham
Corporate Secretary

September 15, 2001

Farm Credit Canada
1800 Hamilton Street
P.O. Box 4320
Regina, Saskatchewan
S4P 4L3

Dear Sirs:

Re: Short-Term Promissory Notes

This opinion is given by me in my capacity as General Counsel to Farm Credit Canada (the "Corporation") in connection with the proposed issue and sale from time to time within the provinces of Canada, of its unsecured promissory notes (the "FCC Notes"), each having a maturity date of not more than 365 days from its date of issue and a denomination in multiples of \$1,000, subject to a minimum of \$100,000, in Canadian or United States currency, all in accordance with the terms of an Information Memorandum of the Corporation dated September 15, 2001 (the "Information Memorandum").

This opinion is referred to in and forms part of the Information Memorandum and as such may be delivered to the purchasers or prospective purchasers of the FCC Notes. This opinion may be relied upon by any agents engaged by the Corporation to sell the FCC Notes.

For the purposes of this opinion, I have examined the Farm Credit Canada Act (the "Act") and have considered such questions of law and have examined such other statutes, regulations, certificates and other documents as I have considered necessary, including the resolution of the Board of Directors of the Corporation enacted on January 27, 1999, authorizing the borrowing of money from time to time by the issue and sale of the FCC Notes (the "Resolution"), and the written approval of the Minister of Finance as required by subsection 127(3) of the Financial Administration Act.

In addition, I have assumed that the blank spaces appearing in the forms of the FCC Notes will be completed prior to issuance in a manner consistent with the terms of the Information Memorandum.

Based upon the above, I am of the opinion that:

1. The Corporation has been duly established and validly exists as a corporate body created by the Parliament of Canada by virtue of the Act and is for all purposes an agent of Her Majesty in right of Canada.
2. All necessary corporate action has been taken by the Corporation to authorize the creation, execution, issuance and sale of the FCC Notes.
3. Provided that the conditions set forth in the Resolution are complied with, (including that the Minister of Finance extends his approval from time to time as required by the Financial Administration Act), FCC Notes issued in the form contained in the Information Memorandum and signed either manually or by facsimile signature by the officers of the Corporation authorized for such purpose in the Resolution, and when duly countersigned by a person authorized to do so by a Canadian financial institution with which the Corporation may from time to time enter into an agreement for that purpose and delivered by or on behalf of the Corporation for value, will constitute legal, valid and binding obligations of the Corporation and as such will constitute direct obligations of Her Majesty in right of Canada. Payment of the principal and interest on the FCC Notes is a charge on and payable out of the Consolidated Revenue Fund of Canada.
4. The creation, issuance or sale of the FCC Notes will not result in a breach of any of the terms and conditions or provisions of, or constitute a default under, the Act.

Yours sincerely,



D.A. Canham
General Counsel

Farm Credit Canada
Financement agricole Canada

Discount / Interest Bearing
Note No. 00000



PROMISSORY NOTE
BILLET À ORDRE

guaranteed by / garanti par

Issue Date
Date d'émission

Due Date
Date d'échéance

for value received hereby promises to pay to or to the order of
contre valeur reçue, promet par les présentes de payer à ou à l'ordre de

on the Due Date the sum of _____
à la date d'échéance la somme de _____ DOLLARS

plus interest thereon at _____ per cent per annum,
avec intérêt au taux de _____ pour cent par année,

payable in lawful money of _____ on presentation and surrender of this Promissory Note
évalable en monnaie légale de _____ sur présentation et remise de ce billet à ordre à la

to the main branch of The Canadian Imperial Bank of Commerce in
Succursale principale de Banque Canadienne Impériale de Commerce à _____

Countersigned as issuing Agent for

La Compagnie
CANADIAN IMPERIAL BANK OF COMMERCE
BANQUE CANADIENNE IMPÉRIALE DE COMMERCE

Per / Par:

Vice-President and Treasurer
Vice-président et trésorier

By / Par: _____
Authorized Officer / Représentant autorisé


Corporate Secretary
Secrétaire du conseil

THIS PROMISSORY NOTE SHALL BECOME VALID ONLY WHEN MANUALLY COUNTERSIGNED ON BEHALF OF FARM CREDIT CORPORATION BY AN AUTHORIZED SIGNING OFFICER OF THE CORPORATION'S ISSUING AGENT.
LE PRÉSENT BILLET À ORDRE NE SERA VALIDE QU'APRÈS AVOIR ÉTÉ CONTRESIGNÉ, DE SA MAIN PROPRE, POUR LE COMPTE DE LA SOCIÉTÉ DU CRÉDIT AGRICOLE PAR UN SIGNATAIRE AUTORISÉ DE L'AGENT ÉMETTEUR DE LA SOCIÉTÉ.

SPECIMEN