## Edgar Filing: NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORP /DC/ - Form 424B3

NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORP /DC/ Form 424B3 May 30, 2017

## CALCULATION OF REGISTRATION FEE

Title of Each Class of	Maximum Aggregate	Amount of	
Securities Offered	Offering Price	Registration Fee <sup>(1)(2)</sup>	
2.400% InterNotes® Due June 15, 2022	\$1,019,000	\$118.10	

(1) Calculated in accordance with Rule 457(r) under the Securities Act of 1933.

(2) The amount in this column has been transmitted to the SEC in connection with the securities offered by means of this pricing supplement.

## Filed Under Rule 424(b)(3), Registration Statement No. 333-199914 Pricing Supplement Number 451 Dated Tuesday, May 30, 2017 (To: Prospectus Dated November 6, 2014 and Prospectus Supplement Dated November 10, 2014)

CUSIP	Principal	Selling	Gross	Net	Coupon	Coupon	Coupon	Maturity	1 <sup>st</sup>
Number	Amount	Price	Concession	Proceeds	Type	Rate	Frequency	Date	Da
63743FD60	\$1,019,000	100%	1.250%	\$1,006,262.50	Fixed	2.400%	MONTHLY	06/15/2022	07.

Redemption Information: Non-Callable

authenticated by the trustee pursuant to the indenture, and delivered against payment as contemplated herein, such notes will constitute valid and binding obligations of the Company, subject to bankruptcy, insolvency, reorganization, receivership, moratorium and other laws affecting creditors? rights (including, without limitation, the effect of statutory and other law regarding fraudulent conveyances, fraudulent transfers and preferential transfers), and by the exercise of judicial discretion and the application of principles of equity, good faith, fair dealing, reasonableness, conscionability and materiality (regardless of whether the applicable agreements are considered in a proceeding in equity or at law).

This opinion is based as to matters of law solely on applicable provisions of the following, as currently in effect: (i) the District of Columbia Cooperative Association Act, as amended (the ?Cooperative Association Act?) and (ii) the laws of the State of New York (but not including any laws, statutes, ordinances, administrative decisions, rules or regulations of any political subdivision below the state level). In addition, this opinion is subject to customary assumptions about the trustee?s authorization, execution and delivery of the indenture and its authentication of the notes and the validity, binding nature and enforceability of the indenture with respect to the trustee, all as stated in the letter of such counsel dated November 10, 2014, which has been filed as an exhibit to a Current Report on Form 8-K by the Company on November 10, 2014.

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