

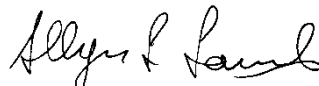
# FIRST QUARTER 2011

## TABLE OF CONTENTS

Report on Internal Control Over Financial Reporting .....	2
Management's Discussion and Analysis of Financial Condition and Results of Operations .....	3
Consolidated Financial Statements	
Consolidated Balance Sheets .....	6
Consolidated Statements of Income .....	7
Consolidated Statements of Changes in Members' Equity .....	8
Notes to the Consolidated Financial Statements .....	9

## CERTIFICATION

The undersigned certify that we have reviewed the March 31, 2011 quarterly report of AgChoice Farm Credit, ACA, that the report has been prepared under the oversight of the Audit Committee of the Board of Directors and in accordance with all applicable statutory or regulatory requirements, and that the information contained herein is true, accurate, and complete to the best of our knowledge and belief.



Allyn L. Lamb  
Chief Executive Officer



Darrell L. Curtis  
Chief Operating Officer  
& Chief Financial Officer



William K. Jackson  
Chairman of the Board

May 9, 2011

# Report on Internal Control Over Financial Reporting

The Association's principal executives and principal financial officers, or persons performing similar functions, are responsible for establishing and maintaining adequate internal control over financial reporting for the Association's Consolidated Financial Statements. For purposes of this report, "internal control over financial reporting" is defined as a process designed by, or under the supervision of the Association's principal executives and principal financial officers, or persons performing similar functions, and effected by its Board of Directors, management and other personnel. This process provides reasonable assurance regarding the reliability of financial reporting information and the preparation of the Consolidated Financial Statements for external purposes in accordance with accounting principles generally accepted in the United States of America.

Internal control over financial reporting includes those policies and procedures that: (1) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Association, (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial information in accordance with accounting principles generally accepted in the United States of America, and that receipts and expenditures are being made only in accordance with authorizations of management and directors of the Association, and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Association's assets that could have a material effect on its Consolidated Financial Statements.

The Association's management has completed an assessment of the effectiveness of internal control over financial reporting as of March 31, 2011. In making the assessment, management used the framework in *Internal Control — Integrated Framework*, promulgated by the Committee of Sponsoring Organizations of the Treadway Commission, commonly referred to as the "COSO" criteria.

Based on the assessment performed, the Association concluded that as of March 31, 2011, the internal control over financial reporting was effective based upon the COSO criteria. Additionally, based on this assessment, the Association determined that there were no material weaknesses in the internal control over financial reporting as of March 31, 2011.



Allyn L. Lamb  
Chief Executive Officer



Darrell L. Curtis  
Chief Financial Officer &  
Chief Operating Officer

May 9, 2011

# Management's Discussion and Analysis of Financial Condition and Results of Operations

*(dollars in thousands)*

The following commentary reviews the financial condition and results of operations of AgChoice Farm Credit ACA, (Association) for the period ended March 31, 2011. These comments should be read in conjunction with the accompanying financial statements, notes to the financial statements, and the 2010 Annual Report of the Association. The accompanying consolidated financial statements were prepared under the oversight of the Audit Committee of the Board of Directors. Information in any part of this Quarterly Report may be incorporated by reference in answer or partial answer to any other item of the Quarterly Report.

## **LOAN PORTFOLIO**

The Association provides funds to farmers, rural homeowners and farm-related businesses for financing of short- and intermediate-term loans and long-term real estate mortgage loans. The Association's loan portfolio is diversified over a range of agricultural commodities, including dairy, livestock, poultry, forest products, and various crops, and also includes part-time farm and rural home loans. Farm size varies, and many of the borrowers in the region have diversified farming operations. This factor, along with the numerous opportunities for non-farm income in the area, impacts the level of dependency on a given commodity.

The gross loan volume of the Association as of March 31, 2011, was \$1,285,060, a decrease of \$19,471 as compared to \$1,304,531 at December 31, 2010. Net loans outstanding at March 31, 2011, were \$1,276,694 as compared to \$1,296,059 at December 31, 2010. Net loans accounted for 95.9 percent of total assets at March 31, 2011, as compared to 95.0 percent of total assets at December 31, 2010.

The 1.5 percent decrease in both gross and net loan volume during the reporting period is the result of principal payments and payoffs outpacing new loan volume, for which demand was light.

There is an inherent risk in the extension of any type of credit. Portfolio credit quality continues to be maintained at an acceptable level, and credit administration remains satisfactory. Nonaccrual volume decreased from \$43,821 at December 31, 2010, to \$41,860 at March 31, 2011. The Association continues efforts to work out of nonaccrual accounts or to assist such operations to return to accrual status.

Association management maintains an allowance for loan losses in an amount considered sufficient to absorb possible losses in the loan portfolio based on current and expected future conditions. The allowance for loan losses was \$8,366 and \$8,472 at March 31, 2011 and December 31, 2010, respectively, and was considered by management to be adequate to cover possible losses. As a further means to reduce credit risk, as of March 31, 2011, the Association had loans amounting to \$36,395 under a long-term standby commitment from Farmer Mac to purchase these loans in the event of loan defaults.

## **RESULTS OF OPERATIONS**

### ***For the three months ended March 31, 2011***

Net income for the three months ended March 31, 2011, totaled \$6,803, as compared to \$8,206 for the same period in 2010. Net interest income increased by \$1,038 for the three months ended March 31, 2011, as compared to the first quarter in 2010.

At March 31, 2011, interest income on accruing loans decreased \$391 compared to a year ago. Nonaccrual interest income was \$85 for the three months ended March 31, 2011, as compared to \$133 for the same period in 2010. Interest expense decreased \$1,477 for the three months ended March 31, 2011, as compared to the same period of 2010. The decrease in interest income and interest expense is mainly due to the decline in volume and the decrease in rates seen in the market place.

Increased risk in the portfolio relating to nonaccrual accounts and operating pressure in certain commodities resulted in a \$204 provision for loan losses in the first quarter of 2011.

Noninterest income for the three months ended March 31, 2011, totaled \$3,026, as compared to \$5,881 for the same period of 2010, a decrease of \$2,855. This higher 2010 amount was mostly caused by the receipt of a \$1,809 Farm Credit System Insurance Corporation (FCSIC) refund in 2010 that was not repeated in 2011, and a large 2011 writedown of acquired property.

Noninterest expense for the three months ended March 31, 2011, increased \$466 or 8.4 percent, compared to the same period of 2010. This increase is primarily due to higher

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personnel, director's and travel expense, offset by lower FCSIC expense.

The provision for income taxes was \$48 for the first quarter of 2011 as compared to a \$14 provision in the same period last year.

## **FUNDING SOURCES**

The principal source of funds for the Association is the borrowing relationship established with the Bank through a General Financing Agreement. The General Financing Agreement utilizes the Association's credit and fiscal performance as criteria for establishing a line of credit on which the Association may draw funds. The Bank advances funds to the Association in the form of notes payable. The notes payable are segmented into variable rate and fixed rate sections. The variable rate note is utilized by the Association to fund variable rate loan advances and operating funds requirements. The fixed rate note is used specifically to fund fixed rate loan advances made by the Association. The total notes payable to the Bank at March 31, 2011, was \$1,064,548 as compared to \$1,101,436 at December 31, 2010. The decrease in notes payable is mainly due to the decrease in gross loan volume since the end of 2010 and the receipt of the 2010 Equity in earnings of other Farm Credit institutions.

## **CAPITAL RESOURCES**

Total members' equity at March 31, 2011, increased to \$241,386 from the December 31, 2010, total of \$234,824. The increase is primarily attributed to year-to-date 2011 earnings.

Total capital stock and participation certificates were \$11,098 on March 31, 2011, compared to \$11,179 on December 31, 2010.

Farm Credit Administration (FCA) regulations require all Farm Credit institutions to maintain minimum permanent capital, total surplus and core surplus ratios. These ratios are calculated by dividing the Association's permanent capital, total surplus and core surplus, as defined in FCA regulations, by a risk-adjusted asset base. As of March 31, 2011, the Association's permanent capital and total surplus ratios were 16.01 percent and 15.17 percent, respectively, and the core surplus ratio was 13.38 percent. All three ratios were well above the minimum regulatory requirements of 7.00 percent for the permanent capital and total surplus ratios and 3.50 percent for the core surplus ratio.

On July 8, 2010, the Farm Credit Administration issued an advance notice of proposed rulemaking (ANPRM) to gather public comments on the promulgation of Tier 1 and Tier 2 capital standards for Farm Credit System institutions. The Tier 1/Tier 2 capital standards would be similar to the capital tiers delineated in the Basel Accord that other Federal

financial regulatory agencies have adopted for the banking organizations they regulate. The Farm Credit Administration is seeking comments to facilitate the development of this regulatory capital framework, including new minimum risk-based and leverage ratio capital requirements that take into consideration both the System's cooperative structure of primarily wholesale banks owned by retail lender Associations that are, in turn, owned by their member borrowers, and the System's status as a GSE. The comment period for the ANPRM originally ended November 5, 2010 but it has been extended to May 4, 2011.

### *Financial Regulatory Reform*

The Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act) was signed into law on July 21, 2010. While the Dodd-Frank Act represents a significant overhaul of many aspects of the regulation of the financial services industry, many of the rules and regulations are not applicable to the System. It requires various federal agencies to adopt a broad range of new implementing rules and regulations, and to prepare numerous studies and reports for Congress. The federal agencies are given significant discretion in drafting the implementing rules and regulations, and consequently, many of the details and much of the impact of the Dodd-Frank Act may not be known for many months or years.

The Dodd-Frank Act creates new regulators and expands the authority of the Federal Reserve Board over non-bank financial companies previously not subject to its or other bank regulators' direct jurisdiction, particularly those that are important to the U.S. financial system. Nevertheless, the Dodd-Frank Act largely preserves the authority of the Farm Credit Administration as the System's independent federal regulator by excluding System institutions from being considered a non-bank financial company and providing other exemptions and exclusions from certain of the law's provisions. Also, the rules prohibiting banking entities from engaging in proprietary trading under the Volcker Rule will not apply to the debt securities issued by the System.

The provisions of the Dodd-Frank Act pertaining to the regulation of derivatives transactions will require more of these transactions to be cleared through a third-party central clearinghouse and traded on regulated exchanges and margin or cash collateral will be required for these transactions. Also, derivative transactions that will not be subject to mandatory trading and clearing requirements may also be subject to minimum margin and capital requirements. The Dodd-Frank Act requires the Commodity Futures Trading Commission (CFTC) to consider whether to exempt System institutions from these new requirements. These requirements, whether or not System institutions are directly exempt from them, have the potential of making

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derivative transactions more costly and less attractive as risk management tools for System institutions. This may impact the System's funding strategies.

The Dodd-Frank Act will also require certain financial institutions to register as swap dealers or major swap participants, as applicable, with the CFTC and/or the Securities and Exchange Commission. Based on the proposed rules, it is possible that certain System institutions could be required to register with the CFTC as swap dealers based on swaps entered into between System institutions or between System institutions and their borrowers, which would subject these System institutions to considerable additional regulation and cost. In addition, the counterparties with which System institutions enter into derivative transactions for hedging and risk mitigation purposes will most likely be designated as swap dealers and, as a result, be subject to additional regulatory requirements.

As required by the Dodd-Frank Act, the U.S. Treasury and the U.S. Department of Housing and Urban Development issued in February 2011 their report to Congress entitled "Reforming America's Housing Finance Market". This report sets forth recommendations related to the future of the housing GSEs, including Fannie Mae and Freddie Mac. While this report did not specifically include or relate to the Farm Credit System, a potential risk exists that the System, as a GSE, may directly or indirectly be impacted by the decisions made as Congress addresses Fannie Mae, Freddie Mac and federal home loan finance.

In light of the foregoing, it is difficult to predict at this time the extent of the impact which the Dodd-Frank Act or the forthcoming implementing rules and regulations will have on the System. However, it is possible they could affect funding strategies and increase funding costs.

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**Note:** Shareholder investment in the Association could be affected by the financial condition and results of operations of AgFirst Farm Credit Bank. Copies of AgFirst's annual and quarterly reports are available upon request free of charge by calling 1-800-845-1745 ext. 2832, or writing Susanne Caughman, AgFirst Farm Credit Bank, P.O. Box 1499, Columbia, SC 29202. Information concerning AgFirst Farm Credit bank can also be obtained at their website, [www.agfirst.com](http://www.agfirst.com). Copies of the Association's annual and quarterly reports are also available upon request free of charge by calling 1-800-349-3568 or writing AgChoice Farm Credit, ACA, 900 Bent Creek Blvd., Mechanicsburg, PA, 17050, or accessing the website [www.agchoice.com](http://www.agchoice.com). The Association prepares a quarterly report within 40 days after the end of each fiscal quarter, except that no report need be prepared for the fiscal quarter that coincides with the end of the fiscal year of the institution.

# AgChoice Farm Credit, ACA

## Consolidated Balance Sheets

<i>(dollars in thousands)</i>	<b>March 31, 2011</b> <i>(unaudited)</i>	<b>December 31, 2010</b> <i>(audited)</i>
<b>Assets</b>		
Cash	\$ —	\$ 355
Investment securities:		
Held to maturity (fair value of \$2,597 and \$2,597 respectively)	2,392	2,392
Loans	1,285,060	1,304,531
Less: allowance for loan losses	8,366	8,472
Net loans	1,276,694	1,296,059
Accrued interest receivable	6,232	5,218
Investments in other Farm Credit institutions	30,366	30,719
Premises and equipment, net	3,655	3,701
Other property owned	1,843	2,397
Due from AgFirst Farm Credit Bank	3,263	16,617
Other assets	6,547	7,001
Total assets	\$ 1,330,992	\$ 1,364,459
<b>Liabilities</b>		
Notes payable to AgFirst Farm Credit Bank	\$ 1,064,548	\$ 1,101,436
Accrued interest payable	2,316	2,379
Patronage refund payable	884	12,353
Other liabilities	21,858	13,467
Total liabilities	1,089,606	1,129,635
Commitments and contingencies		
<b>Members' Equity</b>		
Capital stock and participation certificates	11,098	11,179
Surplus		
Allocated	121,644	121,535
Unallocated	108,652	102,115
Accumulated other comprehensive income (loss)	(8)	(5)
Total members' equity	241,386	234,824
Total liabilities and members' equity	\$ 1,330,992	\$ 1,364,459

*The accompanying notes are an integral part of these financial statements.*

AgChoice Farm Credit, ACA

# Consolidated Statements of Income

(unaudited)

For the three months  
ended March 31,

(dollars in thousands)

2011                      2010

**Interest Income**

Investment securities	\$            37	\$            –
Loans	16,902	17,378
	16,939	17,378
Total interest income	16,939	17,378

**Interest Expense**

Notes payable to AgFirst Farm Credit Bank	6,921	8,398
	10,018	8,980
Net interest income	204	1,118
Provision for loan losses	9,814	7,862
	9,814	7,862
Net interest income after provision for loan losses	9,814	7,862

**Noninterest Income**

Loan fees	478	456
Fees for financially related services	199	169
Equity in earnings of other Farm Credit institutions	3,261	3,316
Gains (losses) on other property owned, net	(997)	6
Gains (losses) on sale of rural home loans, net	82	28
Gains (losses) on sales of premises and equipment, net	13	12
Insurance Fund refunds	–	1,809
Other noninterest income (expense)	(10)	85
	3,026	5,881
Total noninterest income	3,026	5,881

**Noninterest Expense**

Salaries and employee benefits	4,123	3,716
Occupancy and equipment	307	284
Insurance Fund premium	158	274
Other operating expenses	1,401	1,249
	5,989	5,523
Total noninterest expense	5,989	5,523

Income before income taxes	6,851	8,220
Provision for income taxes	48	14
	6,803	8,206
Net income	\$            6,803	\$            8,206

*The accompanying notes are an integral part of these financial statements.*

AgChoice Farm Credit, ACA  
**Consolidated Statements of Changes in  
Members' Equity**

*(unaudited)*

*(dollars in thousands)*

	Capital Stock and Participation Certificates	Retained Earnings		Accumulated Other Comprehensive Income (Loss)	Total Members' Equity
		Allocated	Unallocated		
Balance at December 31, 2009	\$ 11,695	\$ 107,109	\$ 95,015	\$ 4	\$ 213,823
Comprehensive income					
Net income			8,206		8,206
Employee benefit plans adjustments				1	1
Total comprehensive income					8,207
Capital stock/participation					
certificates issued/(retired), net	(85)				(85)
Dividends declared/paid	5		(5)		—
Surplus retired		(8)			(8)
Patronage distribution adjustment		(28)	21		(7)
Balance at March 31, 2010	\$ 11,615	\$ 107,073	\$ 103,237	\$ 5	\$ 221,930
Balance at December 31, 2010	\$ 11,179	\$ 121,535	\$ 102,115	\$ (5)	\$ 234,824
Comprehensive income					
Net income			6,803		6,803
Employee benefit plans adjustments				(3)	(3)
Total comprehensive income					6,800
Capital stock/participation					
certificates issued/(retired), net	(86)				(86)
Dividends declared/paid	5		(5)		—
Surplus retired		(151)			(151)
Patronage distribution adjustment		260	(261)		(1)
Balance at March 31, 2011	\$ 11,098	\$ 121,644	\$ 108,652	\$ (8)	\$ 241,386

*The accompanying notes are an integral part of these financial statements.*

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*AgChoice Farm Credit, ACA*

# Notes to the Consolidated Financial Statements

*(dollars in thousands, except as noted)  
(unaudited)*

**NOTE 1 – ORGANIZATION, SIGNIFICANT ACCOUNTING POLICIES, AND RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS**

The accompanying financial statements include the accounts of *AgChoice Farm Credit, ACA* (the Association). A description of the organization and operations of the Association, the significant accounting policies followed, and the financial condition and results of operations as of and for the year ended December 31, 2010, are contained in the 2010 Annual Report to Shareholders. These unaudited first quarter 2011 consolidated financial statements should be read in conjunction with the 2010 Annual Report to Shareholders.

The accompanying consolidated financial statements contain all adjustments necessary for a fair presentation of the interim financial condition and results of operations and conform with generally accepted accounting principles (GAAP) and prevailing practices within the banking industry. The results for the three months ended March 31, 2011, are not necessarily indicative of the results to be expected for the year ending December 31, 2011.

Certain amounts in the prior period's consolidated financial statements may have been reclassified to conform to the current period's consolidated financial statement presentation. Such reclassifications had no effect on the prior period net income or total capital as previously reported.

The Association maintains an allowance for loan losses in accordance with GAAP. The loan portfolio is reviewed quarterly to determine the adequacy of the allowance for losses. As of March 31, 2011 the allowance for losses is adequate in management's opinion to provide for possible losses on existing loans.

In January 2011, the Financial Accounting Standards Board (FASB) issued guidance entitled, "Deferral of the Effective Date of Disclosures about Troubled Debt Restructurings." This guidance temporarily delayed the effective date of the disclosures about troubled debt restructurings required by the guidance previously issued on "Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses." The effective date of the new disclosures about troubled debt restructurings and guidance for determining what constitutes a troubled debt restructuring will be coordinated.

In April 2011, the FASB issued guidance entitled, "A Creditor's Determination of Whether a Restructuring is a Troubled Debt Restructuring," which provides for clarification on whether a restructuring constitutes a troubled debt restructuring (TDR). In evaluating whether a restructuring is a TDR, a creditor must separately conclude that both of the following exists: (1) the restructuring constitutes a concession, and (2) the debtor is experiencing financial difficulties. For public entities, the guidance is effective for the first interim or annual period beginning on or after June 15, 2011, and should be applied retrospectively to the beginning of the annual period of adoption. For purposes of measuring impairment of those receivables, an entity should apply the guidance prospectively for the first interim or annual period beginning on or after June 15, 2011. In addition, the delayed TDR disclosures referenced above are also effective for the first interim or annual period beginning on or after June 15, 2011. The impact of adoption of this guidance, if any, is expected to be immaterial to the Association's financial condition and results of operations, but it will result in additional disclosures.

In July 2010, the FASB issued guidance on "Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses." This guidance provides additional information to assist financial statement users in assessing an entity's credit risk exposures and evaluating the adequacy of its allowance for credit losses. Existing disclosures were amended to include additional disclosures of financing receivables on both a portfolio segment and class of financing receivable basis. This includes a rollforward schedule of the allowance for credit losses from the beginning of the reporting period to the end of the period on a portfolio segment basis, with the ending balance further disclosed on the basis of the method of impairment (individually or collectively evaluated). The guidance also calls for new disclosures including but not limited to credit quality indicators at the end of the reporting period by class of financing receivables, the aging of past due financing receivables, nature and extent of financing receivables modified as troubled debt restructurings by class and the effect on the allowance for credit losses. For public entities, the disclosures as of the end of a reporting period were effective for interim and annual reporting periods ending on or after December 15, 2010. The disclosures about activity that occurs during a reporting period were effective for interim and annual reporting periods beginning on or after

December 15, 2010. The adoption of this guidance had no impact on the Association's financial condition and results of operations but resulted in significant additional disclosures (see Note 3).

Effective January 1, 2010, the Association adopted FASB guidance "Fair Value Measurements and Disclosures," which is intended to improve disclosures about fair value measurement by increasing transparency in financial reporting. The changes provide a greater level of disaggregated information and more detailed disclosures of valuation techniques and inputs to fair value measurement. The new disclosures and clarification of existing disclosures were effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures about purchases, sales, issuances, and settlements in the rollforward of activity in Level 3 fair value measurements. Those disclosures were effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. The adoption of this guidance had no impact on the Association's financial condition and results of operations but resulted in additional disclosures (see Note 6).

Other recently issued accounting pronouncements are discussed in the 2010 Annual Report to Shareholders.

## NOTE 2 – INVESTMENT SECURITIES

A summary of the amortized cost and fair value of investment securities held-to-maturity at March 31, 2011 and December 31, 2010 follows.

March 31, 2011					
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Yield
Mission-related investments	\$ 2,392	\$ 205	\$ -	\$ 2,597	6.23%

December 31, 2010					
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Yield
Mission-related investments	\$ 2,392	\$ 205	\$ -	\$ 2,597	6.23%

A summary of the expected maturity, amortized cost and estimated fair value of investment securities held-to-maturity at March 31, 2011 and December 31, 2010 follows:

March 31, 2011			
	Amortized Cost	Fair Value	Weighted Average Yield
In one year or less	\$ -	\$ -	-0%
After one year through five years	-	-	-
After five years through ten years	-	-	-
After ten years	2,392	2,597	6.23
Total	\$ 2,392	\$ 2,597	6.23%

December 31, 2010			
	Amortized Cost	Fair Value	Weighted Average Yield
In one year or less	\$ -	\$ -	-0%
After one year through five years	-	-	-
After five years through ten years	-	-	-
After ten years	2,392	2,597	6.23
Total	\$ 2,392	\$ 2,597	6.23%

An investment is considered impaired if its fair value is less than its cost. A continuous unrealized loss position for an investment is based on the date the impairment was first identified. The Association had no investments that have been in a continuous unrealized loss position at March 31, 2011 or December 31, 2010.

The Association performs periodic credit reviews, including other-than-temporary impairment analyses, on its investment securities portfolio. The objective is to quantify any future possible loss of principal or interest due on each security identified for additional analysis. Factors considered in determining whether an impairment is other-than-temporary include among others as applicable: 1) the length of time and the extent to which the fair value is less than cost, 2) adverse conditions specifically related to the industry, 3) geographic area and the condition of the underlying collateral, 4) payment structure of the security, 5) ratings by rating agencies, 6) the credit worthiness of bond insurers and 7) volatility of the fair value changes. Based on the results of all analyses, the Association has not recognized any other-than-temporary impairment in connection with its investment securities. The Association has the ability and intent to hold these investments until maturity and at this time expects to collect the full principal amount and interest due on these securities.

The Association does not intend to sell these investments and it is unlikely that the Association would be required to sell these investments before recovering its costs. All securities continue to perform and are in an unrealized gain position at March 31, 2011.

### NOTE 3 – LOANS AND ALLOWANCE FOR LOAN LOSSES

A summary of loans outstanding as of March 31, 2011 and December 31, 2010, follows:

	March 31, 2011	December 31, 2010
Real estate mortgage	\$ 547,407	\$ 548,707
Production and intermediate-term	538,215	561,418
Agribusiness		
Loans to cooperatives	30,584	16,254
Processing and marketing	54,219	61,004
Farm-related business	27,328	27,955
Total agribusiness	112,131	105,213
Communication	41,720	40,914
Energy	17,600	19,010
Rural residential real estate	24,949	25,723
Lease receivables	3,038	3,546
<b>Total loans</b>	<b>\$ 1,285,060</b>	<b>\$ 1,304,531</b>

The Association may purchase or sell participation interests with other parties in order to diversify risk, manage loan volume and comply with Farm Credit Administration regulations. The following tables present the changes in the principal balance of participations purchased and sold for the quarter ended March 31, 2011:

	Beginning Balance at December 31, 2010							
	Within AgFirst District		Within Farm Credit System		Outside Credit System		Total	
	Participations Purchased	Participations Sold	Participations Purchased	Participations Sold	Participations Purchased	Participations Sold	Participations Purchased	Participations Sold
Real estate mortgage	\$ 10,776	\$ 110,545	\$ 20,125	\$ -	\$ -	\$ -	\$ 30,901	\$ 110,545
Production and intermediate-term	46,777	76,402	12,788	8,403	30,588	-	90,153	84,805
Agribusiness								
Loans to cooperatives	3,006	-	13,293	-	-	-	16,299	-
Processing and marketing	21,032	3,880	13,095	-	19,742	-	53,869	3,880
Farm-related business	-	3,141	-	-	-	-	-	3,141
Total agribusiness	24,038	7,021	26,388	-	19,742	-	70,168	7,021
Communication	-	-	41,088	-	-	-	41,088	-
Energy	2,434	-	16,629	-	-	-	19,063	-
Lease receivables	-	-	3,546	-	-	-	3,546	-
<b>Total</b>	<b>\$ 84,025</b>	<b>\$ 193,968</b>	<b>\$ 120,564</b>	<b>\$ 8,403</b>	<b>\$ 50,330</b>	<b>\$ -</b>	<b>\$ 254,919</b>	<b>\$ 202,371</b>

	Purchases and sales for the quarter ended March 31, 2011							
	Within AgFirst District		Within Farm Credit System		Outside Credit System		Total	
	Participations Purchased	Participations Sold	Participations Purchased	Participations Sold	Participations Purchased	Participations Sold	Participations Purchased	Participations Sold
Real estate mortgage	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Production and intermediate-term	847	1,352	-	-	-	-	847	1,352
Agribusiness								
Loans to cooperatives	-	-	5,771	-	-	-	5,771	-
Processing and marketing	-	1,581	-	-	-	-	-	1,581
Farm-related business	-	10	-	-	-	-	-	10
Total agribusiness	-	1,591	5,771	-	-	-	5,771	1,591
Communication	-	-	794	-	-	-	794	-
Energy	-	-	1,375	-	-	-	1,375	-
Lease receivables	-	-	-	-	-	-	-	-
<b>Total</b>	<b>\$ 847</b>	<b>\$ 2,943</b>	<b>\$ 7,940</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 8,787</b>	<b>\$ 2,943</b>

**Other activity for the quarter ended March 31, 2011**

	Within AgFirst District		Within Farm Credit System		Outside Credit System		Total	
	Participations Purchased	Participations Sold	Participations Purchased	Participations Sold	Participations Purchased	Participations Sold	Participations Purchased	Participations Sold
Real estate mortgage	\$ (1,414)	\$ (7,701)	\$ -	\$ -	\$ -	\$ -	\$ (1,414)	\$ (7,701)
Production and intermediate-term	(6,117)	(3,856)	(570)	(157)	(1,550)	-	(8,237)	(4,013)
Agribusiness								
Loans to cooperatives	3,713	-	4,842	-	-	-	8,555	-
Processing and marketing	(3,793)	(601)	1,748	-	(1,053)	-	(3,098)	(601)
Farm-related business	-	(337)	-	-	3,681	-	3,681	(337)
Total agribusiness	(80)	(938)	6,590	-	2,628	-	9,138	(938)
Communication	-	-	(5)	-	-	-	(5)	-
Energy	-	-	(2,795)	-	-	-	(2,795)	-
Lease receivables	-	-	(508)	-	-	-	(508)	-
Total	\$ (7,611)	\$ (12,495)	\$ 2,712	\$ (157)	\$ 1,078	\$ -	\$ (3,821)	\$ (12,652)

**Ending balance at March 31, 2011**

	Within AgFirst District		Within Farm Credit System		Outside Credit System		Total	
	Participations Purchased	Participations Sold	Participations Purchased	Participations Sold	Participations Purchased	Participations Sold	Participations Purchased	Participations Sold
Real estate mortgage	\$ 9,362	\$ 102,844	\$ 20,125	\$ -	\$ -	\$ -	\$ 29,487	\$ 102,844
Production and intermediate-term	41,507	73,898	12,218	8,246	29,038	-	82,763	82,144
Agribusiness								
Loans to cooperatives	6,719	-	23,906	-	-	-	30,625	-
Processing and marketing	17,239	4,860	14,843	-	18,689	-	50,771	4,860
Farm-related business	-	2,814	-	-	3,681	-	3,681	2,814
Total agribusiness	23,958	7,674	38,749	-	22,370	-	85,077	7,674
Communication	-	-	41,877	-	-	-	41,877	-
Energy	2,434	-	15,209	-	-	-	17,643	-
Lease receivables	-	-	3,038	-	-	-	3,038	-
Total	\$ 77,261	\$ 184,416	\$ 131,216	\$ 8,246	\$ 51,408	\$ -	\$ 259,885	\$ 192,662

Purchases and sales represent new participation contracts or major modifications of existing contracts. Other activity may consist of advances on existing participation contracts, payments, chargeoff, recoveries, and/or classification changes.

A significant source of liquidity for the Association is the repayments and maturities of loans. The following table presents the contractual maturity distribution of loans by loan type at March 31, 2011 and indicates that approximately 29.77 percent of loans had maturities of one year or less:

	Due less than 1 year	Due 1 through 5 years	Due after 5 years	Total
Real estate mortgage	\$ 24,139	\$ 134,492	\$ 388,776	\$ 547,407
Production and intermediate-term	218,859	200,587	118,769	538,215
Agribusiness				
Loans to cooperatives	27,937	2,258	389	30,584
Processing and marketing	43,172	9,526	1,521	54,219
Farm-related business	10,040	9,420	7,868	27,328
Total agribusiness	81,149	21,204	9,778	112,131
Communication	41,098	-	622	41,720
Energy	15,808	-	1,792	17,600
Rural residential real estate	662	4,453	19,834	24,949
Lease receivables	856	2,001	181	3,038
Total loans	\$ 382,571	\$ 362,737	\$ 539,752	\$ 1,285,060

The following table shows loans and related accrued interest classified under the Farm Credit Administration Uniform Loan Classification System as a percentage of total loans and related accrued interest receivable by loan type as of March 31, 2011 and December 31, 2010:

	March 31, 2011	December 31, 2010		March 31, 2011	December 31, 2010
<b>Real estate mortgage:</b>			<b>Energy and water/waste disposal:</b>		
Acceptable	88.59%	88.26%	Acceptable	100.00%	100.00%
OAEM	5.53	5.67	OAEM	-	-
Substandard/doubtful/loss	5.88	6.07	Substandard/doubtful/loss	-	-
	<u>100.00%</u>	<u>100.00%</u>		<u>100.00%</u>	<u>100.00%</u>
<b>Production and intermediate-term:</b>			<b>Communication:</b>		
Acceptable	79.46%	79.36%	Acceptable	100.00%	100.00%
OAEM	10.04	10.52	OAEM	-	-
Substandard/doubtful/loss	10.50	10.12	Substandard/doubtful/loss	-	-
	<u>100.00%</u>	<u>100.00%</u>		<u>100.00%</u>	<u>100.00%</u>
<b>Agribusiness:</b>			<b>Rural residential real estate:</b>		
<b>Loans to cooperatives:</b>			Acceptable	89.72%	90.05%
Acceptable	95.05%	96.49%	OAEM	3.32	3.10
OAEM	4.95	3.51	Substandard/doubtful/loss	6.96	6.85
Substandard/doubtful/loss	-	-		<u>100.00%</u>	<u>100.00%</u>
	<u>100.00%</u>	<u>100.00%</u>	<b>Lease receivables:</b>		
<b>Processing and marketing</b>			Acceptable	66.14%	77.29%
Acceptable	92.99%	93.56%	OAEM	13.19	7.57
OAEM	1.30	1.66	Substandard/doubtful/loss	20.67	15.14
Substandard/doubtful/loss	5.71	4.78		<u>100.00%</u>	<u>100.00%</u>
	<u>100.00%</u>	<u>100.00%</u>	<b>Total loans:</b>		
<b>Farm-related business</b>			Acceptable	85.71%	85.51%
Acceptable	93.62%	97.00%	OAEM	6.94	7.16
OAEM	5.31	1.84	Substandard/doubtful/loss	7.35	7.33
Substandard/doubtful/loss	1.07	1.16		<u>100.00%</u>	<u>100.00%</u>
	<u>100.00%</u>	<u>100.00%</u>			
<b>Total agribusiness</b>					
Acceptable	93.71%	94.93%			
OAEM	3.27	1.99			
Substandard/doubtful/loss	3.02	3.08			
	<u>100.00%</u>	<u>100.00%</u>			

The following tables provide an age analysis of past due loans and related accrued interest as of March 31, 2011 and December 31, 2010:

	March 31, 2011					
	30 Through 89 Days Past Due	90 Days or More Past Due	Total Past Due	Not Past Due or Less Than 30 Days Past Due	Total Loans	Recorded Investment 90 Days or More Past Due and Accruing Interest
Real estate mortgage	\$ 4,354	\$ 9,329	\$ 13,683	\$ 537,118	\$ 550,801	\$ 1,874
Production and intermediate-term	4,267	19,062	23,329	517,055	540,384	1,037
Agribusiness						
Loans to cooperatives	-	-	-	30,633	30,633	-
Processing and marketing	-	-	-	54,363	54,363	-
Farm-related business	68	42	110	27,353	27,463	-
Total agribusiness	68	42	110	112,349	112,459	-
Communication	-	-	-	41,816	41,816	-
Energy and water/waste disposal	-	-	-	17,659	17,659	-
Rural residential real estate	170	326	496	24,581	25,077	-
Lease receivables	65	154	219	2,836	3,055	-
Other (including mission-related)	-	-	-	-	-	-
Total	\$ 8,924	\$ 28,913	\$ 37,837	\$ 1,253,414	\$ 1,291,251	\$ 2,911

	December 31, 2010					
	30 Through 89 Days Past Due	90 Days or More Past Due	Total Past Due	Not Past Due or Less Than 30 Days Past Due	Total Loans	Recorded Investment 90 Days or More Past Due and Accruing Interest
Real estate mortgage	\$ 3,432	\$ 6,175	\$ 9,607	\$ 541,667	\$ 551,274	\$ -
Production and intermediate-term Agribusiness	4,069	11,113	15,182	548,251	563,433	778
Loans to cooperatives	-	-	-	16,288	16,288	-
Processing and marketing	-	-	-	61,208	61,208	-
Farm-related business	10	40	50	28,004	28,054	-
Total agribusiness	10	40	50	105,500	105,550	-
Communication	-	-	-	41,011	41,011	-
Energy and water/waste disposal	-	-	-	19,074	19,074	-
Rural residential real estate	122	382	504	25,329	25,833	-
Lease receivables	81	90	171	3,399	3,570	-
Other (including mission-related)	-	-	-	4	4	-
Total	\$ 7,714	\$ 17,800	\$ 25,514	\$ 1,284,235	\$ 1,309,749	\$ 778

The recorded investment in the receivable is the face amount increased or decreased by applicable accrued interest and unamortized premium, discount, finance charges or acquisition costs and may also reflect a previous direct write-down of the investment.

Nonperforming assets (including related accrued interest) and related credit quality statistics at March 31, 2011 and December 31, 2010 are as follows:

	March 31, 2011	December 31, 2010
<b>Nonaccrual loans:</b>		
Real estate mortgage	\$ 14,173	\$ 14,767
Production and intermediate-term Agribusiness	25,641	27,128
Processing and marketing	997	984
Farm-related business	42	40
Total agribusiness	1,039	1,024
Rural residential real estate	601	623
Lease receivables	406	279
Total nonaccrual loans	\$ 41,860	\$ 43,821
<b>Accruing restructured loans:</b>		
Real estate mortgage	\$ -	\$ -
Production and intermediate-term Agribusiness	-	-
Processing and marketing	-	-
Farm-related business	-	-
Total agribusiness	-	-
Rural residential real estate	-	-
Lease receivables	-	-
Total accruing restructured loans	\$ -	\$ -
<b>Accruing loans 90 days or more past due:</b>		
Real estate mortgage	\$ 1,874	\$ -
Production and intermediate-term Agribusiness	1,037	778
Processing and marketing	-	-
Farm-related business	-	-
Total agribusiness	-	-
Rural residential real estate	-	-
Lease receivables	-	-
Total accruing loans 90 days or more past due	\$ 2,911	\$ 778
Total nonperforming loans	\$ 44,771	\$ 44,599
Other property owned	1,843	2,397
Total nonperforming assets	\$ 46,614	\$ 46,996
Nonaccrual loans as a percentage of total loans	3.26%	3.36%
Nonperforming assets as a percentage of total loans and other property owned	3.62%	3.60%
Nonperforming assets as a percentage of capital	19.31%	20.01%

The following table presents information relating to impaired loans (including accrued interest) at March 31, 2011 and December 31, 2010. Impaired loans are loans for which it is probable that all principal and interest will not be collected according to the contractual terms of the loan.

	March 31, 2011	December 31, 2009
Impaired nonaccrual loans:		
Current as to principal and interest	\$ 11,470	\$ 21,908
Past due	30,390	21,913
Total impaired nonaccrual loans	<u>41,860</u>	<u>43,821</u>
Impaired accrual loans:		
Restructured	-	-
90 days or more past due	2,911	778
Total impaired accrual loans	<u>2,911</u>	<u>778</u>
Total impaired loans	<u>\$ 44,771</u>	<u>\$ 44,599</u>

Additional impaired loan information as of March 31, 2011 and December 31, 2010 is as follows:

	March 31, 2011			Quarter Ended March 31, 2011	
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Impaired Loans	Interest Income Recognized on Impaired Loans
<b>Impaired loans with a related allowance for credit losses:</b>					
Real estate mortgage	\$ 2,822	\$ 4,465	\$ 219	\$ 2,808	\$ 6
Production and intermediate-term Agribusiness	11,449	11,950	1,276	11,393	23
Processing and marketing Farm-related business	-	-	-	-	-
Total agribusiness	-	-	-	-	-
Rural residential real estate	65	71	24	64	-
Lease receivables	136	154	68	136	-
Total	<u>\$ 14,472</u>	<u>\$ 16,640</u>	<u>\$ 1,587</u>	<u>\$ 14,401</u>	<u>\$ 29</u>
<b>Impaired loans with no related allowance for credit losses:</b>					
Real estate mortgage	\$ 13,224	\$ 14,407	\$ -	\$ 13,159	\$ 26
Production and intermediate-term Agribusiness	15,230	20,946	-	15,154	31
Processing and marketing Farm-related business	997	1,049	-	992	2
Total agribusiness	42	49	-	42	-
Rural residential real estate	1,039	1,098	-	1,034	2
Lease receivables	536	684	-	534	1
Total	270	293	-	268	1
Total	<u>\$ 30,299</u>	<u>\$ 37,428</u>	<u>\$ -</u>	<u>\$ 30,149</u>	<u>\$ 61</u>
<b>Total impaired loans:</b>					
Real estate mortgage	\$ 16,046	\$ 18,872	\$ 219	\$ 15,967	\$ 32
Production and intermediate-term Agribusiness	26,679	32,896	1,276	26,547	54
Processing and marketing Farm-related business	997	1,049	-	992	2
Total agribusiness	42	49	-	42	-
Rural residential real estate	1,039	1,098	-	1,034	2
Lease receivables	601	755	24	598	1
Total	406	447	68	404	1
Total	<u>\$ 44,771</u>	<u>\$ 54,068</u>	<u>\$ 1,587</u>	<u>\$ 44,550</u>	<u>\$ 90</u>

	December 31, 2010			Year Ended December 31, 2010	
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Impaired Loans	Interest Income Recognized on Impaired Loans
<b>Impaired loans with a related allowance for credit losses:</b>					
Real estate mortgage	\$ 2,834	\$ 4,472	\$ 235	\$ 2,527	\$ 50
Production and intermediate-term Agribusiness	12,176	12,717	1,656	10,855	220
Processing and marketing Farm-related business	-	-	-	-	-
Total agribusiness	-	-	-	-	-
Rural residential real estate	69	71	22	61	1
Lease receivables	-	-	-	-	-
Total	\$ 15,079	\$ 17,260	\$ 1,913	\$ 13,443	\$ 271
<b>Impaired loans with no related allowance for credit losses:</b>					
Real estate mortgage	\$ 11,933	\$ 12,992	\$ -	\$ 10,638	\$ 216
Production and intermediate-term Agribusiness	15,730	20,886	-	14,023	283
Processing and marketing Farm-related business	984	1,019	-	877	18
Total agribusiness	40	47	-	35	1
Total agribusiness	1,024	1,066	-	912	19
Rural residential real estate	554	694	-	494	11
Lease receivables	279	298	-	249	4
Total	\$ 29,520	\$ 35,936	\$ -	\$ 26,316	\$ 533
<b>Total impaired loans:</b>					
Real estate mortgage	\$ 14,767	\$ 17,464	\$ 235	\$ 13,165	\$ 266
Production and intermediate-term Agribusiness	27,906	33,603	1,656	24,878	503
Processing and marketing Farm-related business	984	1,019	-	877	18
Total agribusiness	40	47	-	35	1
Total agribusiness	1,024	1,066	-	912	19
Rural residential real estate	623	765	22	555	11
Lease receivables	279	298	-	249	5
Total	\$ 44,599	\$ 53,196	\$ 1,913	\$ 39,759	\$ 804

Unpaid principal balance represents the contractual principal balance of the loan.

There were no material commitments to lend additional funds to debtors whose loans were classified as impaired at March 31, 2011 and December 31, 2010.

The following table summarizes interest income on nonaccrual and accruing restructured loans that would have been recognized under the original terms of the loans for the quarters ended March 31, 2011 and March 31, 2010:

	Quarter Ended March 31	
	2011	2010
Interest income which would have been recognized under the original loan terms	\$ 915	\$ 828
Less: interest income recognized	86	134
Foregone interest income	\$ 829	\$ 694

A summary of changes in the allowance for loan losses and period end recorded investment in loans at March 31, 2011 and December 31, 2010 is as follows:

	Real Estate Mortgage	Production and Intermediate- term	Agribusiness	Communication	Energy and Water/Waste Disposal	Rural Residential Real Estate	Lease Receivables	Other Loans (including mission- related)	Total
<b>Allowance for credit losses:</b>									
Balance at December 31, 2010	\$ 1,713	\$ 5,938	\$ 398	\$ 72	\$ 143	\$ 144	\$ 64	\$ -	\$ 8,472
Charge-offs	(5)	(341)	-	-	-	(5)	(20)	-	(371)
Recoveries	-	61	-	-	-	-	-	-	61
Provision for loan losses	294	(487)	100	54	164	26	53	-	204
Balance at March 31, 2011	\$ 2,002	\$ 5,171	\$ 498	\$ 126	\$ 307	\$ 165	\$ 97	\$ -	\$ 8,366
March 31, 2011 allowance ending balance:									
Loans individually evaluated for impairment	\$ 219	\$ 1,276	\$ -	\$ -	\$ -	\$ 24	\$ 68	\$ -	\$ 1,587
Loans collectively evaluated for impairment	\$ 1,783	\$ 3,895	\$ 498	\$ 126	\$ 307	\$ 141	\$ 29	\$ -	\$ 6,779
<b>Recorded investment in loans outstanding:</b>									
Ending balance at March 31, 2011	\$ 550,801	\$ 540,384	\$ 112,459	\$ 41,816	\$ 17,659	\$ 25,077	\$ 3,055	\$ -	\$ 1,291,251
March 31, 2011 recorded investment ending balance:									
Loans individually evaluated for impairment	\$ 13,231	\$ 25,143	\$ 934	\$ -	\$ -	\$ 447	\$ 406	\$ -	\$ 40,161
Loans collectively evaluated for impairment	\$ 537,570	\$ 515,241	\$ 111,525	\$ 41,816	\$ 17,659	\$ 24,630	\$ 2,649	\$ -	\$ 1,251,090

	Real Estate Mortgage	Production and Intermediate- term	Agribusiness	Communication	Energy and Water/Waste Disposal	Rural Residential Real Estate	Lease Receivables	Other Loans (including mission- related)	Total
<b>Allowance for credit losses:</b>									
Balance at December 31, 2009	\$ 3,181	\$ 7,194	\$ 992	\$ 131	\$ 125	\$ 287	\$ 26	\$ -	\$ 11,936
Charge-offs	(1,710)	(4,217)	(586)	-	-	(131)	(63)	-	(6,707)
Recoveries	-	10	56	-	-	-	-	-	66
Provision for loan losses	242	2,951	(64)	(59)	18	(12)	101	-	3,177
Balance at December 31, 2010	\$ 1,713	\$ 5,938	\$ 398	\$ 72	\$ 143	\$ 144	\$ 64	\$ -	\$ 8,472
December 31, 2010 allowance ending balance:									
Loans individually evaluated for impairment	\$ 235	\$ 1,656	\$ -	\$ -	\$ -	\$ 22	\$ -	\$ -	\$ 1,913
Loans collectively evaluated for impairment	\$ 1,478	\$ 4,282	\$ 398	\$ 72	\$ 143	\$ 122	\$ 64	\$ -	\$ 6,559
<b>Recorded investment in loans outstanding:</b>									
Ending balance at December 31, 2010	\$ 551,274	\$ 563,433	\$ 105,550	\$ 41,011	\$ 19,074	\$ 25,833	\$ 3,570	\$ 4	\$ 1,309,749
December 31, 2010 recorded investment ending balance:									
Loans individually evaluated for impairment	\$ 13,574	\$ 24,274	\$ 921	\$ -	\$ -	\$ 453	\$ 90	\$ -	\$ 39,312
Loans collectively evaluated for impairment	\$ 537,700	\$ 539,159	\$ 104,629	\$ 41,011	\$ 19,074	\$ 25,380	\$ 3,480	\$ 4	\$ 1,270,437

#### NOTE 4 – COMMITMENTS AND CONTINGENT LIABILITIES

Actions are pending against the Association in which money damages are sought. However, on the basis of information now at hand, management and legal counsel are of the opinion that the ultimate liability, if any, resulting therefrom, would not be material in relation to the overall financial position of the Association.

#### NOTE 5 – EMPLOYEE BENEFIT PLANS

The following is a table of retirement and other postretirement benefit expenses for the Association:

	For the three months ended March 31,	
	2011	2010
Pension	\$ 767	\$ 689
401(k)	119	97
Other postretirement benefits	130	114
Total	\$ 1,016	\$ 900

The following is a table of retirement and other postretirement benefit contributions for the Association:

	Actual YTD Through 3/31/11	Projected Contributions For Remainder of 2011	Projected Total Contributions 2011
Pension	\$ 5	\$ 2,513	\$ 2,518
Other postretirement benefits	96	348	444
Total	\$ 101	\$ 2,861	\$ 2,962

Contributions in the above table include allocated estimates of funding for multi-employer plans in which the Association participates. These amounts may change when a total funding amount and allocation is determined by the respective Plan's Sponsor Committee. Also, market conditions could impact discount rates and return on plan assets which could change contributions necessary before the next plan measurement date of December 31, 2011.

Further details regarding employee benefit plans are contained in the 2010 Annual Report to Shareholders.

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## **NOTE 6 – FAIR VALUE MEASUREMENT**

Effective January 1, 2008, the Association adopted FASB guidance on fair value measurements. This guidance defines fair value, establishes a framework for measuring fair value and expands the Association's fair value disclosures for certain assets and liabilities measured at fair value on a recurring and non-recurring basis. These assets and liabilities consist primarily of assets held in trust funds, standby letters of credit, impaired loans and other property owned.

This guidance defines fair value as the exchange price that would be received for an asset or paid to transfer a liability in an orderly transaction between market participants in the principal or most advantageous market for the asset or liability.

This guidance establishes a fair value hierarchy for disclosure of fair value measurements to maximize the use of observable inputs, that is, inputs that reflect the assumptions market participants would use in pricing an asset or liability based on market data obtained from sources independent of the reporting entity. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

The three levels of inputs and the classification of the Association's financial instruments within the fair value hierarchy are as follows:

### **Level 1**

Level 1 inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets. The Association's Level 1 assets at March 31, 2011, consist of assets held in trust funds related to deferred compensation and supplemental retirement plans. The trust funds include investments in securities that are actively traded and have quoted net asset value prices that are directly observable in the marketplace.

### **Level 2**

Level 2 inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, quoted prices in markets that are not active and inputs that are observable, or can be corroborated, for substantially the full term of the asset or liability. The Association has no Level 2 assets and liabilities measured at fair value on a recurring basis at March 31, 2011.

### **Level 3**

Level 3 inputs to the valuation methodology are unobservable and supported by little or no market activity. Valuation is determined using pricing models, discounted cash flow methodologies or similar techniques and could include significant management judgment or estimation. Level 3 assets and liabilities also could include instruments whose prices have been adjusted based on dealer quoted pricing that is different than the third-party valuation or internal model pricing.

Level 3 assets at March 31, 2011 include impaired loans that represent the fair value of certain loans that were evaluated for impairment under FASB guidance. The fair value was based upon the underlying collateral since these were collateral-dependent loans. The fair value measurement process uses independent appraisals and other market-based information, but in many cases it also requires significant input based on management's knowledge of and judgment about current market conditions, specific issues relating to the collateral and other matters. As a result, these fair value measurements fall within Level 3 of the hierarchy. When the value of the collateral, less estimated costs to sell, is less than the principal balance of the loan, a specific reserve is established.

Other property owned is classified as a Level 3 asset at March 31, 2011. The fair value for other property owned is based upon the collateral value. Costs to sell represent transaction costs and are not included as a component of the fair value of other property owned. Level 3 liabilities at March 31, 2011 include standby letters of credit whose market value is internally calculated based on information that is not observable either directly or indirectly in the marketplace.

### Assets and Liabilities Measured at Fair Value on a Recurring Basis

The following tables present the assets and liabilities that are measured at fair value on a recurring basis at March 31, 2011 and December 31, 2010 for each of the fair value hierarchy levels:

	March 31, 2011			Total Fair Value
	Level 1	Level 2	Level 3	
<b>Assets:</b>				
Assets held in trust funds	\$ 349	\$ -	\$ -	\$ 349
Total Assets	\$ 349	\$ -	\$ -	\$ 349
<b>Liabilities:</b>				
Standby letters of credit	\$ -	\$ -	\$ 351	\$ 351
Total Liabilities	\$ -	\$ -	\$ 351	\$ 351

	December 31, 2010			Total Fair Value
	Level 1	Level 2	Level 3	
<b>Assets:</b>				
Assets held in trust funds	\$ 440	\$ -	\$ -	\$ 440
Total Assets	\$ 440	\$ -	\$ -	\$ 440
<b>Liabilities:</b>				
Standby letters of credit	\$ -	\$ -	\$ 262	\$ 262
Total Liabilities	\$ -	\$ -	\$ 262	\$ 262

The following tables present the changes in Level 3 assets and liabilities measured at fair value on a recurring basis for the three months ended March 31, 2011 and 2010. The Association had no transfers of assets or liabilities into or out of Level 1 or Level 2 during the first three months of 2011 and 2010.

	Standby Letters Of Credit
Balance at January 1, 2011	\$ 262
<b>Total gains or (losses) realized/unrealized:</b>	
Included in earnings	-
Included in other comprehensive loss	-
Purchases	-
Sales	-
Issuances	89
Settlements	-
Transfers in and/or out of level 3	-
Balance at March 31, 2011	\$ 351

	Standby Letters Of Credit
Balance at January 1, 2010	\$ 365
<b>Total gains or (losses) realized/unrealized:</b>	
Included in earnings	-
Included in other comprehensive loss	-
Purchases, sales, issuances and settlements, net	(51)
Transfers in and/or out of level 3	-
Balance at March 31, 2010	\$ 314

### Assets and Liabilities Measured at Fair Value on a Non-recurring Basis

Assets and liabilities measured at fair value on a non-recurring basis at March 31, 2011 and December 31, 2010 for each of the fair value hierarchy values are summarized below:

	March 31, 2011			Total Fair Value	YTD Total Gains (Losses)
	Level 1	Level 2	Level 3		
<b>Assets:</b>					
Impaired loans	\$ -	\$ -	\$ 9,391	\$ 9,391	\$ 16
Other property owned	\$ -	\$ -	\$ 1,232	\$ 1,232	\$ (951)

	December 31, 2010			Total Fair Value	YTD Total Gains (Losses)
	Level 1	Level 2	Level 3		
<b>Assets:</b>					
Impaired loans	\$ -	\$ -	\$ 13,166	\$ 13,166	\$ (3,632)
Other property owned	\$ -	\$ -	\$ 2,414	\$ 2,414	\$ (17)

### NOTE 7 — DISCLOSURES ABOUT FAIR VALUE OF FINANCIAL INSTRUMENTS

The following table presents the carrying amounts and fair values of the Association's financial instruments at March 31, 2011 and December 31, 2010.

Quoted market prices are generally not available for certain System financial instruments, as described below. Accordingly fair values are based on judgments regarding anticipated cash flows, future expected loss experience, current economic conditions, risk characteristics of various financial instruments and other factors. These estimates involve uncertainties and matters of judgment, and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

The estimated fair values of the Association's financial instruments are as follows:

	March 31, 2011		December 31, 2010	
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
<b>Financial assets:</b>				
Cash	\$ —	\$ —	\$ 355	\$ 355
Loans, net of allowance	\$1,282,885	\$ 1,288,808	\$ 1,301,273	\$ 1,296,794
Investment securities	2,433	2,597	2,396	2,597
Assets held in trust funds	\$ 349	\$ 349	\$ 440	\$ 440
<b>Financial liabilities:</b>				
Notes payable to AgFirst Farm Credit Bank	\$1,066,864	\$ 1,064,795	\$ 1,103,815	1,100,753

A description of the methods and assumptions used to estimate the fair value of each class of the Association's financial instruments for which it is practicable to estimate that value follows:

- A. **Cash:** The carrying value is primarily a reasonable estimate of fair value.
- B. **Loans:** Because no active market exists for the Association's loans, fair value is estimated by discounting the expected future cash flows using the Association's current interest rates at which similar loans would be made to borrowers with similar credit risk. Discount rates are based on the Bank's loan rates as well as management estimates.

For purposes of determining fair value of accruing loans, the loan portfolio is segregated into pools of loans with homogeneous characteristics based upon repricing and credit risk. Expected future cash flows and interest rates reflecting appropriate credit risk are separately determined for each individual pool.

Fair value of loans in a nonaccrual status is estimated to be the carrying amount of the loan less specific reserves.

The book value of accrued interest, which has been included in the carrying amount of loans, approximates its fair value.

- C. **Investment in AgFirst Farm Credit Bank:** Estimating the fair value of the Association's investment in the Bank is not practicable because the stock is not traded. The net investment is a requirement of borrowing from the Bank and is carried at cost plus allocated equities in the accompanying Consolidated Balance Sheets. The Association owns 8.38 percent of the issued stock of the Bank as of March 31, 2011 net of any reciprocal investment. As of that date, the Bank's assets totaled \$29.2 billion and shareholders' equity totaled \$2.0 billion. The Bank's earnings were \$103 million during the first three months of 2011.

In addition, the Association has an investment of \$74 related to other Farm Credit institutions.

- D. **Notes Payable to AgFirst Farm Credit Bank:** The notes payable are segregated into pricing pools according to the types and terms of the loans (or other assets) that they fund. Fair value of the notes payable is estimated by discounting the anticipated cash flows of each pricing pool using the current rate that would be charged for additional borrowings. For purposes of this estimate, it is assumed the cash flow on the notes is equal to the principal payments on the Association's loan receivables plus accrued interest on the notes payable. This assumption implies that earnings on the Association's interest margin are used to fund operating expenses and capital expenditures.

The book value of accrued interest, which has been included in the carrying amount of notes payable, approximates its fair value.

- E. **Commitments to Extend Credit:** The estimated market value of off-balance-sheet commitments is minimal since the committed rate approximates current rates offered for commitments with similar rate and maturity characteristics and since the related credit risk is not significant.
- F. **Assets Held in Trust Funds:** See Note 5 for discussion of estimation of fair value for this instrument.

## NOTE 8 – SUBSEQUENT EVENTS

The Association has evaluated subsequent events and has determined there are none requiring disclosure through May 9, 2011, which is the date the financial statements were issued.