Farm Credit of the Virginias, ACA

FIRST QUARTER 2014

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CERTIFICATION

The undersigned certify that we have reviewed the March 31, 2014 quarterly report of Farm Credit of the Virginias, 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.

David E. Lawrence
Chief Executive Officer

David G. Sauer
Chief Financial Officer

Barry W. Shelor
Chairman of the Board

May 9, 2014

Farm Credit of the Virginias, ACA

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, 2014. 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, 2014, the internal control over financial reporting was effective based upon the COSO (1992) 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, 2014.

David E. Lawrence
Chief Executive Officer

David G. Sauer
Chief Financial Officer

May 9, 2014

Farm Credit of the Virginias, ACA

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

(dollars in thousands)

The following commentary reviews the consolidated financial condition and results of operations of Farm Credit of the Virginias, ACA (Association) for the period ended March 31, 2014. These comments should be read in conjunction with the accompanying consolidated financial statements, notes to the consolidated financial statements and the 2013 Annual Report of the Association. The accompanying consolidated financial statements were prepared under the oversight of the Audit Committee of the Board of Directors.

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 livestock, timber, poultry and field crops. 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, somewhat impacts the level of dependency on a given commodity.

As of March 31, 2014, the gross loan volume of the Association was $1,494,177 compared to $1,483,454 at December 31, 2013. Gross loan volume increased $10,723 or 0.72% when compared to gross loan volume at December 31, 2013. Loan demand was a bit stronger this quarter compared to the fourth quarter of 2013. Net loans outstanding at March 31, 2014 were $1,482,233 as compared to $1,471,576 at December 31, 2013.

There is an inherent risk in the extension of any type of credit. However, portfolio credit quality continues to be maintained at an acceptable level and credit administration remains satisfactory. As of March 31, 2014, nonaccrual loan volume was $21,074 compared to $23,494 at December 31, 2013. The decrease in nonaccrual loan volume was mainly due to payments received on loans, loans being transferred to other property owned and fewer loans being downgraded to nonaccrual status.

Other property owned totaled $2,706 at March 31, 2014. This was an increase of $369 when compared to December 31, 2013. The increase was primarily due to several loans going thru the foreclosure process and the property securing the loans being acquired by the Association.

Association management maintains an allowance for loan losses in an amount considered sufficient to absorb possible losses in the loan portfolio. Factors considered in determining the allowance for loan losses were generally based on recent historical charge-off experience adjusted for relevant environmental factors. The allowance for loan losses at March 31, 2014 was $11,944. This was an increase of $66 compared to the allowance amount at December 31, 2013.

RESULTS OF OPERATIONS

For the three months ended March 31, 2014

Net income for the three months ended March 31, 2014, totaled $8,540 as compared to $7,977 for the same period in 2013. This was an increase of $563 or 7.06 percent. The increase in net income was primarily due to an increase in net interest income and lower provision for loan losses offset somewhat by higher operating expenses.

Net interest income increased $1,160 or 10.81 percent for the three months ended March 31, 2014, as compared to the same period in 2013. The increase in net interest income was primarily due to an increase in loan volume and a decrease in borrowing from AgFirst Farm Credit Bank (the Bank).

There was no provision for loan losses for the three months ended March 31, 2014 compared to a $500,000 provision for the three months ended March 31, 2013. No provision was made this quarter due to an improvement in the loan portfolio credit quality.

Noninterest income for the three months ended March 31, 2014 totaled $3,494 compared to $3,746 for the same period last year. This was a decrease of $252 or 6.73 percent. The decrease in noninterest income was primarily due to a decrease in patronage refunds from the bank due to lower borrowing by the Association. Also, fewer loans were sold into the secondary mortgage market which reduced the gains on sales of loans when compared to last year.

Noninterest expenses for the three months ended March 31, 2014 totaled $6,820. This was an increase of $833 or 13.91 percent compared to the same period of 2013. The increase was mainly due to an increase in salaries and benefits, an increase in other operating expenses such as sales and marketing, and last year having net gain on sales of other property owned versus a net loss on sales of other property owned this 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 the 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, 2014 was $1,183,553 as compared to $1,209,905 at December 31, 2013.

CAPITAL RESOURCES

Total members' equity at March 31, 2014 totaled $319,154, an increase of $8,544, as compared to $310,610 at December 31, 2013. The increase in members' equity was primarily attributed to earnings.

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, 2014, both the Association's total surplus ratio and core surplus ratio were at 18.80 percent and the permanent capital ratio was 19.99 percent. All three ratios were well above the minimum regulatory ratios of 7.00 percent for permanent capital and total surplus ratios and 3.50 percent for the core surplus ratio.

REGULATORY MATTERS

For the three months ended March 31, 2014, the FCA took no enforcement action against the Association.

On March 31, 2014, the FCA published an interim final rule rescinding all requirements for nonbinding advisory votes on senior officer compensation at System banks and associations. The comment period for the interim rule ended on April 30, 2014. A final effective date for the rule has not yet been published.

RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

Please refer to Note 1, *"Organization, Significant Accounting Policies, and Recently Issued Accounting Pronouncements"*, in the Notes to the Financial Statements, and the 2013 Annual Report to Shareholders for recently issued accounting pronouncements.

NOTE: Shareholder investment in the Association is materially 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*. Copies of the Association's annual and quarterly reports are also available upon request free of charge by calling 540-886-3435, ext. 5020, or writing David Sauer, Farm Credit of the Virginias, ACA, P.O. Box 899, Staunton, VA 24402, or accessing the website, *www.farmcreditofvirginias.com*. The Association prepares a quarterly report within 40 days after the end of each fiscal quarter, except no report need be prepared for the fiscal quarter that coincides with the end of the fiscal year of the institution.

Farm Credit of the Virginias, ACA

Consolidated Balance Sheets

(dollars in thousands)	March 31, 2014	December 31, 2013
	(unaudited)	*(audited)*
Assets		
Cash	$ 3,829	$ 5,617
Loans	1,494,177	1,483,454
Allowance for loan losses	(11,944)	(11,878)
Net loans	1,482,233	1,471,576
Loans held for sale	249	722
Other investments	—	2,989
Accrued interest receivable	10,083	7,508
Investments in other Farm Credit institutions	25,537	25,707
Premises and equipment, net	7,702	7,754
Other property owned	2,706	2,337
Accounts receivable	3,373	31,362
Other assets	4,460	5,209
Total assets	$ 1,540,172	$ 1,560,781
Liabilities		
Notes payable to AgFirst Farm Credit Bank	$ 1,183,553	$ 1,209,905
Accrued interest payable	2,512	2,858
Patronage refunds payable	1,085	21,161
Accounts payable	1,248	3,617
Other liabilities	32,620	12,630
Total liabilities	1,221,018	1,250,171
Commitments and contingencies		
Members' Equity		
Capital stock and participation certificates	17,317	17,313
Retained earnings		
Allocated	92,568	92,568
Unallocated	209,279	200,739
Accumulated other comprehensive income (loss)	(10)	(10)
Total members' equity	319,154	310,610
Total liabilities and members' equity	$ 1,540,172	$ 1,560,781

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

Farm Credit of the Virginias, ACA

Consolidated Statements of Comprehensive Income

(unaudited)

(dollars in thousands)	For the three months ended March 31, 2014	2013
Interest Income		
Loans	$ 19,562	$ 19,168
Investment securities	5	63
Total interest income	19,567	19,231
Interest Expense		
Notes payable to AgFirst Farm Credit Bank	7,674	8,498
Net interest income	11,893	10,733
Provision for loan losses	—	500
Net interest income after provision for loan losses	11,893	10,233
Noninterest Income		
Loan fees	168	129
Fees for financially related services	5	6
Patronage refunds from other Farm Credit institutions	3,092	3,225
Gains (losses) on sales of rural home loans, net	82	197
Gains (losses) on sales of premises and equipment, net	20	25
Gains (losses) on other transactions	1	18
Other noninterest income	126	146
Total noninterest income	3,494	3,746
Noninterest Expense		
Salaries and employee benefits	4,429	4,051
Occupancy and equipment	291	303
Insurance Fund premiums	346	301
(Gains) losses on other property owned, net	17	(207)
Other operating expenses	1,737	1,539
Total noninterest expense	6,820	5,987
Income before income taxes	8,567	7,992
Provision for income taxes	27	15
Net income	8,540	7,977
Other comprehensive income	—	—
Comprehensive income	$ 8,540	$ 7,977

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

Farm Credit of the Virginias, ACA

Consolidated Statements of Changes in Members' Equity

(unaudited)

(dollars in thousands)	Capital Stock and Participation Certificates	Retained Earnings: Allocated	Retained Earnings: Unallocated	Accumulated Other Comprehensive Income (Loss)	Total Members' Equity
Balance at December 31, 2012	$ 17,344	$ 92,568	$ 170,501	$ (17)	$ 280,396
Comprehensive income			7,977		7,977
Capital stock/participation certificates issued/(retired), net	(17)				(17)
Balance at March 31, 2013	$ 17,327	$ 92,568	$ 178,478	$ (17)	$ 288,356
Balance at December 31, 2013	$ 17,313	$ 92,568	$ 200,739	$ (10)	$ 310,610
Comprehensive income			8,540		8,540
Capital stock/participation certificates issued/(retired), net	4				4
Balance at March 31, 2014	$ 17,317	$ 92,568	$ 209,279	$ (10)	$ 319,154

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

Farm Credit of the Virginias, 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

Organization

The accompanying financial statements include the accounts of Farm Credit of the Virginias, ACA (the Association). A description of the organization and operations, the significant accounting policies followed, and the financial condition and results of operations for the Association as of and for the year ended December 31, 2013, are contained in the 2013 Annual Report to Shareholders. These unaudited interim consolidated financial statements should be read in conjunction with the latest Annual Report to Shareholders.

Basis of Presentation

In the opinion of management, 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.

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

The results of any interim period are not necessarily indicative of the results to be expected for a full year.

Significant Accounting Policies

The Association maintains an allowance for loan losses at a level considered adequate by management to provide for probable and estimable losses inherent in the loan portfolio as of the report date. The allowance for loan losses is increased through provisions for loan losses and loan recoveries and is decreased through loan charge-offs and allowance reversals. A review of individual loans in each respective portfolio is performed periodically to determine the appropriateness of risk ratings and to ensure loss exposure to the Association has been identified.

Recently Issued Accounting Pronouncements

In March 2014 The Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2014-06, "Technical Corrections and Improvements Related to Glossary Terms (Master Glossary)." The amendments in this Update relate to glossary terms, cover a wide range of Topics in the Codification and are presented in four sections: Deletion of Master Glossary Terms, Addition of Master Glossary Term Links, Duplicate Master Glossary Terms, and Other Technical Corrections Related to Glossary Terms. These amendments did not have transition guidance and were effective upon issuance for both public entities and nonpublic entities.

In January 2014 the FASB issued ASU 2014-04, "Receivables—Troubled Debt Restructurings by Creditors (Subtopic 310-40) - Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure." The objective of the amendments in this Update is to reduce diversity by clarifying when an in substance repossession or foreclosure occurs, that is, when a creditor should be considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan such that the loan receivable should be derecognized and the real estate property recognized. The amendments are effective for public business entities for annual periods, and interim periods within those annual periods, beginning after December 15, 2014. For entities other than public business entities, the amendments in this Update are effective for annual periods beginning after December 15, 2014, and interim periods within annual periods beginning after December 15, 2015. An entity can elect to adopt the amendments in this Update using either a modified retrospective transition method or a prospective transition method. Early adoption is permitted.

Other recently issued accounting pronouncements are discussed in the 2013 Annual Report to Shareholders.

Note 2 — Loans and Allowance for Loan Losses

For a complete description of the Association's accounting for loans (including impaired loans and the allowance for loan losses) and definitions of loan types, see the 2013 Annual Report to Shareholders.

Credit risk arises from the potential inability of an obligor to meet its repayment obligation. The Association manages credit risk associated with lending activities through an assessment of the credit risk profile of an individual obligor. The Association sets its own underwriting standards and lending policies that provide direction to loan officers and are approved by the board of directors.

A summary of loans outstanding at period end follows:

	March 31, 2014	December 31, 2013
Real estate mortgage	$ 1,030,942	$ 1,023,966
Production and intermediate-term	373,728	370,738
Loans to cooperatives	–	–
Processing and marketing	31,874	31,956
Farm-related business	12,606	11,658
Communication	7,466	7,562
Energy and water/waste disposal	–	–
Rural residential real estate	37,561	37,574
Total Loans	$ 1,494,177	$ 1,483,454

A substantial portion of the Association's lending activities is collateralized, and exposure to credit loss associated with lending activities is reduced accordingly.

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 (FCA) regulations. The following tables present participation loan balances at periods ended:

	March 31, 2014							
	Within AgFirst District		Within Farm Credit System		Outside Farm Credit System		Total	
	Participations Purchased	Participations Sold	Participations Purchased	Participations Sold	Participations Purchased	Participations Sold	Participations Purchased	Participations Sold
Real estate mortgage	$ –	$ 109,849	$ –	$ –	$ –	$ –	$ –	$ 109,849
Production and intermediate-term	7,166	7,953	578	–	–	–	7,744	7,953
Processing and marketing	3,317	–	–	–	–	–	3,317	–
Farm-related business	1,105	266	–	–	–	–	1,105	266
Communication	7,487	–	–	–	–	–	7,487	–
Total	$ 19,075	$ 118,068	$ 578	$ –	$ –	$ –	$ 19,653	$ 118,068

	December 31, 2013							
	Within AgFirst District		Within Farm Credit System		Outside Farm Credit System		Total	
	Participations Purchased	Participations Sold	Participations Purchased	Participations Sold	Participations Purchased	Participations Sold	Participations Purchased	Participations Sold
Real estate mortgage	$ –	$ 111,881	$ –	$ –	$ –	$ –	$ –	$ 111,881
Production and intermediate-term	6,881	9,508	588	–	–	–	7,469	9,508
Processing and marketing	3,373	–	–	–	–	–	3,373	–
Farm-related business	1,578	278	–	–	–	–	1,578	278
Communication	7,584	–	–	–	–	–	7,584	–
Total	$ 19,416	$ 121,667	$ 588	$ –	$ –	$ –	$ 20,004	$ 121,667

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 the latest period end:

	March 31, 2014			
	Due less than 1 year	Due 1 Through 5 years	Due after 5 years	Total
Real estate mortgage	$ 25,841	$ 56,646	$ 948,455	$ 1,030,942
Production and intermediate-term	136,559	132,102	105,067	373,728
Processing and marketing	23,127	3,962	4,785	31,874
Farm-related business	2,420	6,724	3,462	12,606
Communication	–	4,766	2,700	7,466
Rural residential real estate	2,668	1,387	33,506	37,561
Total Loans	$ 190,615	$ 205,587	$ 1,097,975	$ 1,494,177
Percentage	12.76%	13.76%	73.48%	100.00%

The following table shows loans and related accrued interest classified under the FCA Uniform Loan Classification System as a percentage of total loans and related accrued interest receivable by loan type as of:

	March 31, 2014	December 31, 2013
Real estate mortgage:		
Acceptable	93.05%	92.93%
OAEM	2.71	3.14
Substandard/doubtful/loss	4.24	3.93
	100.00%	100.00%
Production and intermediate-term:		
Acceptable	91.38%	90.92%
OAEM	4.68	4.89
Substandard/doubtful/loss	3.94	4.19
	100.00%	100.00%
Processing and marketing:		
Acceptable	45.32%	69.21%
OAEM	32.97	9.03
Substandard/doubtful/loss	21.71	21.76
	100.00%	100.00%
Farm-related business:		
Acceptable	97.51%	71.81%
OAEM	–	–
Substandard/doubtful/loss	2.49	28.19
	100.00%	100.00%

	March 31, 2014	December 31, 2013
Communication:		
Acceptable	100.00%	100.00%
OAEM	–	–
Substandard/doubtful/loss	–	–
	100.00%	100.00%
Rural residential real estate:		
Acceptable	95.42%	95.32%
OAEM	1.55	1.57
Substandard/doubtful/loss	3.03	3.11
	100.00%	100.00%
Total Loans:		
Acceptable	91.75%	91.84%
OAEM	3.78	3.63
Substandard/doubtful/loss	4.47	4.53
	100.00%	100.00%

The following tables provide an age analysis of past due loans and related accrued interest as of:

March 31, 2014	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	$ 13,961	$ 4,913	$ 18,874	$ 1,018,593	$ 1,037,467	$ –
Production and intermediate-term	3,068	3,449	6,517	370,484	377,001	–
Processing and marketing	–	–	–	31,947	31,947	–
Farm-related business	–	–	–	12,633	12,633	–
Communication	–	–	–	7,466	7,466	–
Rural residential real estate	308	184	492	37,254	37,746	–
Total	$ 17,337	$ 8,546	$ 25,883	$ 1,478,377	$ 1,504,260	$ –

December 31, 2013	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	$ 9,029	$ 5,757	$ 14,786	$ 1,013,832	$ 1,028,618	$ 193
Production and intermediate-term	1,687	5,331	7,018	366,390	373,408	–
Processing and marketing	–	–	–	31,994	31,994	–
Farm-related business	–	–	–	11,674	11,674	–
Communication	–	–	–	7,562	7,562	–
Rural residential real estate	924	32	956	36,750	37,706	–
Total	$ 11,640	$ 11,120	$ 22,760	$ 1,468,202	$ 1,490,962	$ 193

The recorded investment in a receivable is the face amount increased or decreased by applicable accrued interest, 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 period end were as follows:

	March 31, 2014	December 31, 2013
Nonaccrual loans:		
Real estate mortgage	$ 12,755	$ 13,060
Production and intermediate-term	4,345	6,437
Processing and marketing	–	–
Farm-related business	3,247	3,291
Rural residential real estate	727	706
Total nonaccrual loans	$ 21,074	$ 23,494
Accruing restructured loans:		
Real estate mortgage	$ 376	$ 382
Total accruing restructured loans	$ 376	$ 382
Accruing loans 90 days or more past due:		
Real estate mortgage	$ –	$ 193
Production and intermediate-term	–	–
Total accruing loans 90 days or more past due	$ –	$ 193
Performing impaired loans:		
Real estate mortgage	$ 7,805	$ –
Production and intermediate-term	251	–
Processing and marketing	6,078	6,100
Total performing impaired loans	$ 14,134	$ 6,100
Total nonperforming loans	$ 35,584	$ 30,169
Other property owned	2,706	2,337
Total nonperforming assets	$ 38,290	$ 32,506
Nonaccrual loans as a percentage of total loans	1.40%	1.58%
Nonperforming assets as a percentage of total loans and other property owned	2.56%	2.19%
Nonperforming assets as a percentage of capital	12.00%	10.47%

The following table presents information related to impaired loans (including accrued interest) at period end. 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, 2014	December 31, 2013
Impaired nonaccrual loans:		
Current as to principal and interest	$ 10,009	$ 10,278
Past due	11,065	13,216
Total impaired nonaccrual loans	21,074	23,494
Impaired accrual loans:		
Performing	14,134	6,100
Restructured	376	382
90 days or more past due	–	193
Total impaired accrual loans	14,510	6,675
Total impaired loans	$ 35,584	$ 30,169

The following tables present additional impaired information at period end. Unpaid principal balance represents the contractual principal balance of the loan.

	March 31, 2014			Quarter Ended March 31, 2014	
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Impaired Loans	Interest Income Recognized on Impaired Loans
Impaired loans with a related allowance for credit losses:					
Real estate mortgage	$ 10,721	$ 10,754	$ 1,170	$ 9,382	$ 177
Production and intermediate-term	3,363	3,586	1,284	2,942	56
Processing and marketing	6,078	6,050	936	5,318	101
Farm-related business	3,247	3,584	100	2,841	54
Rural residential real estate	–	–	–	–	–
Total	$ 23,409	$ 23,974	$ 3,490	$ 20,483	$ 388
Impaired loans with no related allowance for credit losses:					
Real estate mortgage	$ 10,215	$ 12,438	$ –	$ 8,937	$ 170
Production and intermediate-term	1,233	3,719	–	1,079	20
Processing and marketing	–	–	–	–	–
Farm-related business	–	–	–	–	–
Rural residential real estate	727	916	–	636	12
Total	$ 12,175	$ 17,073	$ –	$ 10,652	$ 202
Total impaired loans:					
Real estate mortgage	$ 20,936	$ 23,192	$ 1,170	$ 18,319	$ 347
Production and intermediate-term	4,596	7,305	1,284	4,021	76
Processing and marketing	6,078	6,050	936	5,318	101
Farm-related business	3,247	3,584	100	2,841	54
Rural residential real estate	727	916	–	636	12
Total	$ 35,584	$ 41,047	$ 3,490	$ 31,135	$ 590

	December 31, 2013			Year Ended December 31, 2013	
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Impaired Loans	Interest Income Recognized on Impaired Loans
Impaired loans with a related allowance for credit losses:					
Real estate mortgage	$ 3,137	$ 3,219	$ 902	$ 3,353	$ 169
Production and intermediate-term	2,868	3,051	1,293	3,066	154
Processing and marketing	6,100	6,099	950	6,520	329
Farm-related business	3,291	3,604	261	3,518	177
Rural residential real estate	221	267	20	237	12
Total	$ 15,617	$ 16,240	$ 3,426	$ 16,694	$ 841
Impaired loans with no related allowance for credit losses:					
Real estate mortgage	$ 10,498	$ 12,776	$ –	$ 11,223	$ 565
Production and intermediate-term	3,569	6,347	–	3,816	193
Processing and marketing	–	–	–	–	–
Farm-related business	–	–	–	–	–
Rural residential real estate	485	617	–	518	26
Total	$ 14,552	$ 19,740	$ –	$ 15,557	$ 784
Total impaired loans:					
Real estate mortgage	$ 13,635	$ 15,995	$ 902	$ 14,576	$ 734
Production and intermediate-term	6,437	9,398	1,293	6,882	347
Processing and marketing	6,100	6,099	950	6,520	329
Farm-related business	3,291	3,604	261	3,518	177
Rural residential real estate	706	884	20	755	38
Total	$ 30,169	$ 35,980	$ 3,426	$ 32,251	$ 1,625

There were no material commitments to lend additional funds to debtors whose loans were classified as impaired at each reporting period.

A summary of changes in the allowance for loan losses and recorded investment in loans for each reporting period follows:

	Real Estate Mortgage	Production and Intermediate-term	Agribusiness*	Communication	Energy and Water/Waste Disposal	Rural Residential Real Estate	Total
Allowance for credit losses:							
Balance at December 31, 2013	$ 5,184	$ 4,967	$ 1,532	$ –	$ –	$ 195	$ 11,878
Charge-offs	(118)	(88)	–	–	–	–	(206)
Recoveries	249	23	–	–	–	–	272
Provision for loan losses	184	(93)	(46)	–	–	(45)	–
Balance at March 31, 2014	$ 5,499	$ 4,809	$ 1,486	$ –	$ –	$ 150	$ 11,944
Balance at December 31, 2012	$ 3,469	$ 4,621	$ 1,684	$ –	$ –	$ 194	$ 9,968
Charge-offs	(750)	(187)	–	–	–	–	(937)
Recoveries	60	3	–	–	–	–	63
Provision for loan losses	762	29	(312)	–	–	21	500
Balance at March 31, 2013	$ 3,541	$ 4,466	$ 1,372	$ –	$ –	$ 215	$ 9,594
Loans individually evaluated for impairment	$ 1,170	$ 1,284	$ 1,036	$ –	$ –	$ –	$ 3,490
Loans collectively evaluated for impairment	4,329	3,525	450	–	–	150	8,454
Balance at March 31, 2014	$ 5,499	$ 4,809	$ 1,486	$ –	$ –	$ 150	$ 11,944
Loans individually evaluated for impairment	$ 902	$ 1,293	$ 1,211	$ –	$ –	$ 20	$ 3,426
Loans collectively evaluated for impairment	4,282	3,674	321	–	–	175	8,452
Balance at December 31, 2013	$ 5,184	$ 4,967	$ 1,532	$ –	$ –	$ 195	$ 11,878
Recorded investment in loans outstanding:							
Loans individually evaluated for impairment	$ 21,552	$ 4,595	$ 9,325	$ –	$ –	$ 727	$ 36,199
Loans collectively evaluated for impairment	1,015,915	372,406	35,255	7,466	–	37,019	1,468,061
Ending balance at March 31, 2014	$ 1,037,467	$ 377,001	$ 44,580	$ 7,466	$ –	$ 37,746	$ 1,504,260
Loans individually evaluated for impairment	$ 14,195	$ 6,439	$ 9,391	$ –	$ –	$ 821	$ 30,846
Loans collectively evaluated for impairment	1,014,423	366,969	34,277	7,562	–	36,885	1,460,116
Ending balance at December 31, 2013	$ 1,028,618	$ 373,408	$ 43,668	$ 7,562	$ –	$ 37,706	$ 1,490,962

**Includes the loan types; Loans to cooperatives, Processing and marketing, and Farm-related business.*

A restructuring of a debt constitutes a troubled debt restructuring (TDR) if the creditor for economic or legal reasons related to the debtor's financial difficulties grants a concession to the debtor that it would not otherwise consider. The following tables present additional information about activity that occurred during the periods presented related to TDRs. There were no TDRs that occurred during the three months ended March 31, 2014 and March 31, 2013.

Interest concessions may include interest forgiveness and interest deferment. Principal concessions may include principal forgiveness, principal deferment, and maturity extension. Other concessions may include additional compensation received which might be in the form of cash or other assets.

There were no TDRs that occurred during the previous twelve months and for which there was a subsequent payment default during the periods presented. Payment default is defined as a payment that was thirty days or more past due.

The following table provides information at period end on outstanding loans restructured in troubled debt restructurings. These loans are included as impaired loans in the impaired loan table:

	Total TDRs		Nonaccrual TDRs	
	March 31, 2014	December 31, 2013	March 31, 2014	December 31, 2013
Real estate mortgage	$ 932	$ 955	$ 556	$ 573
Production and intermediate-term	27	28	27	28
Farm related business	3,247	3,291	3,247	3,291
Rural residential real estate	45	46	45	46
Total Loans	$ 4,251	$ 4,320	$ 3,875	$ 3,938
Additional commitments to lend	$ –	$ –		

Note 3 — Debt

Notes Payable to AgFirst Farm Credit Bank

The Association's indebtedness to AgFirst Farm Credit Bank (AgFirst or the Bank) represents borrowings by the Association primarily to fund its loan portfolio. This indebtedness is collateralized by a pledge of substantially all of the Association's assets. The contractual terms of the revolving line of credit are contained in the General Financing Agreement (GFA). The GFA also defines Association performance criteria for borrowing from the Bank, which includes borrowing base margin, earnings and capital covenants, among others.

Note 4 — Members' Equity

Accumulated Other Comprehensive Income

The following tables present activity related to AOCI for the periods presented:

	Changes in Accumulated Other Comprehensive income by Component *(a)*	
	Three Months Ended March 31,	
	2014	2013
Employee Benefit Plans:		
Balance at beginning of period	$ (10)	$ (17)
Other comprehensive income before reclassifications	–	–
Amounts reclassified from AOCI	–	–
Net current period other comprehensive income	–	–
Balance at end of period	$ (10)	$ (17)

	Reclassifications Out of Accumulated Other Comprehensive Income *(b)*		
	Three Months Ended March 31,		
	2014	2013	Income Statement Line Item
Defined Benefit Pension Plans:			
Periodic pension costs	$ –	$ –	See footnote 6.
Net amounts reclassified	$ –	$ –	

(a) Amounts in parentheses indicate debits to AOCI.
(b) Amounts in parentheses indicate debits to profit/loss.

Note 5 — Fair Value Measurement

Fair value is defined 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.

Accounting guidance establishes a 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 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 hierarchy tiers is based upon the lowest level of input that is significant to the fair value measurement.

Estimating the fair value of the Association's investment in the Bank and Other Farm Credit Institutions 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 9.98 percent of the issued stock of the Bank as of March 31, 2014 net of any reciprocal investment. As of that date, the Bank's assets totaled $27.6 billion and shareholders' equity totaled $2.2 billion. The Bank's earnings were $88 million for the first three months of 2014. In addition, the Association has no investment related to other Farm Credit institutions.

The classifications 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.

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.

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 price has been adjusted based on dealer quoted pricing that is different than the third-party valuation or internal model pricing.

For a complete discussion of the inputs and other assumptions considered in assigning various assets and liabilities to the fair value hierarchy levels, see the latest Annual Report to Shareholders.

The following tables present the changes in Level 3 assets and liabilities measured at fair value on a recurring basis for the periods presented. The Association had no transfers of assets or liabilities into or out of Level 1 or Level 2 during the periods presented.

	Standby Letters of Credit	
	For the three months ended March 31,	
	2014	2013
Balance at beginning of period	$ 70	$ 71
Issuances	–	–
Settlements	(17)	(3)
Balance at end of period	$ 53	$ 68

SENSITIVITY TO CHANGES IN SIGNIFICANT UNOBSERVABLE INPUTS

Discounted cash flow or similar modeling techniques are generally used to determine the recurring fair value measurements for Level 3 assets and liabilities. Use of these techniques requires determination of relevant inputs and assumptions, some of which represent significant unobservable inputs as indicated in the tables that follow. Accordingly, changes in these unobservable inputs may have a significant impact on fair value.

Certain of these unobservable inputs will (in isolation) have a directionally consistent impact on the fair value of the instrument for a given change in that input. Alternatively, the fair value of the instrument may move in an opposite direction for a given change in another input. Where multiple inputs are used within the valuation technique of an asset or liability, a change in one input in a certain direction may be offset by an opposite change in another input having a potentially muted impact to the overall fair value of that particular instrument. Additionally, a change in one unobservable input may result in a change to another unobservable input (that is, changes in certain inputs are interrelated with one another), which may counteract or magnify the fair value impact.

Other Property Owned/Impaired loans

Other property owned and impaired loans are valued using appraisals, market comparable sales, replacement costs and income and expense (cash flow) techniques. Certain unobservable inputs are used within these techniques to determine the level 3 fair value of these properties. The significant unobservable inputs are primarily sensitive only to industry, geographic and overall economic conditions, and/or specific attributes of each property.

Inputs to Valuation Techniques

Management determines the Association's valuation policies and procedures. The Bank performs the majority of the Association's valuations, and its valuation processes are calibrated annually by an independent consultant. The fair value measurements are analyzed on a quarterly basis. For other valuations, documentation is obtained for third party information, such as pricing, and periodically evaluated alongside internal information and pricing that is available.

Quoted market prices are generally not available for the instruments presented 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.

Quantitative Information about Recurring and Nonrecurring Level 3 Fair Value Measurements

	Fair Value	Valuation Technique(s)	Unobservable Input	Range
Impaired loans and other property owned	$ 35,071	Appraisal	Income and expense	*
			Comparable sales	*
			Replacement cost	*
			Comparability adjustments	*

** Ranges for this type of input are not useful because each collateral property is unique.*

Information about Other Financial Instrument Fair Value Measurements

	Valuation Technique(s)	Input
Cash	Carrying Value	Par/Principal and appropriate interest yield
Loans	Discounted cash flow	Prepayment forecasts Probability of default Loss severity
Other investments	Discounted cash flow	Prepayment rates Risk adjusted discount rate
Notes payable to AgFirst Farm Credit Bank	Discounted cash flow	Prepayment forecasts Probability of default Loss severity

The following tables present the carrying amounts and fair values of assets and liabilities that are measured at fair value on a recurring and nonrecurring basis, as well as those financial instruments not measured at fair value, for each of the hierarchy levels at the period ended:

	At or for the Three Months Ended March 31, 2014					
	Total Carrying Amount	Level 1	Level 2	Level 3	Total Fair Value	Fair Value Effects On Earnings
Recurring Measurements						
Assets:						
Assets held in Trust funds	$ 1,129	$ 1,129	$ –	$ –	$ 1,129	
Recurring Assets	$ 1,129	$ 1,129	$ –	$ –	$ 1,129	
Liabilities:						
Standby letters of credit	$ 53	$ –	$ –	$ 53	$ 53	
Recurring Liabilities	$ 53	$ –	$ –	$ 53	$ 53	
Nonrecurring Measurements						
Assets:						
Impaired loans	$ 32,094	$ –	$ –	$ 32,094	$ 32,094	$ 3
Other property owned	2,706	–	–	2,977	2,977	(7)
Nonrecurring Assets	$ 34,800	$ –	$ –	$ 35,071	$ 35,071	$ (4)
Other Financial Instruments						
Assets:						
Cash	$ 3,829	$ 3,829	$ –	$ –	$ 3,829	
Loans	1,450,388	–	–	1,433,886	1,433,886	
Other Financial Assets	$ 1,454,217	$ 3,829	$ –	$ 1,433,886	$ 1,437,715	
Liabilities:						
Notes payable to AgFirst Farm Credit Bank	$ 1,183,553	$ –	$ –	$ 1,164,101	$ 1,164,101	
Other Financial Liabilities	$ 1,183,553	$ –	$ –	$ 1,164,101	$ 1,164,101	

	At or for the Year Ended December 31, 2013					
	Total Carrying Amount	Level 1	Level 2	Level 3	Total Fair Value	Fair Value Effects On Earnings
Recurring Measurements						
Assets:						
Assets held in Trust funds	$ 1,083	$ 1,083	$ –	$ –	$ 1,083	
Recurring Assets	$ 1,083	1,083	$ –	$ –	$ 1,083	
Liabilities:						
Standby letters of credit	$ 70	$ –	$	$ 70	$ 70	
Recurring Liabilities	$ 70	$ –	$ –	$ 70	$ 70	
			–			
Nonrecurring Measurements						
Assets:						
Impaired loans	$ 26,743	$ –	$ –	$ 26,743	$ 26,743	$ (181)
Other property owned	2,337	–	–	2,571	2,571	1,192
Nonrecurring Assets	$ 29,080	$ –	$ –	$ 29,314	$ 29,314	$ 1,011
Other Financial Instruments						
Assets:						
Cash	$ 5,617	$ 5,617	$ –	$ –	$ 5,617	
Loans	1,445,555	–	–	1,424,610	1,424,610	
Other investments*	2,989	–	–	2,992	2,992	
Other Financial Assets	$ 1,454,161	$ 5,617	$ –	$ 1,427,602	$ 1,433,219	
Liabilities:						
Notes payable to AgFirst Farm Credit Bank	$ 1,209,905	$ –	$ –	$ 1,182,134	$ 1,182,134	
Other Financial Liabilities	$ 1,209,905	$ –	$ –	$ 1,182,134	$ 1,182,134	

**Final payments to financial institutions under these investment agreements occurred in 2014.*

Note 6 — 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, 2014	2013
Pension	$ 870	$ 880
401(k)	152	140
Other postretirement benefits	172	164
Total	$ 1,194	$ 1,184

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

	Actual YTD Through 3/31/14	Projected Contributions For Remainder of 2014	Projected Total Contributions 2014
Pension	$ 2	$ 2,716	$ 2,718
Other Postretirement benefits	97	309	406
Total	$ 99	$ 3,025	$ 3,124

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, 2014.

Further details regarding employee benefit plans are contained in the 2013 Annual Report to Shareholders.

Note 7 — Commitments and Contingent Liabilities

From time to time, legal actions are pending against the Association in which claims for money damages are asserted. On at least a quarterly basis, the Association assesses its liabilities and contingencies in connection with outstanding legal proceedings utilizing the latest information available. While the outcome of legal proceedings is inherently uncertain, on the basis of information presently available, management, after consultation with legal counsel, is of the opinion that the ultimate liability, if any, from these actions, would not be material in relation to the financial position of the Association. Because it is not probable that the Association will incur a loss or the loss is not estimable, no liability has been recorded for any claims that may be pending.

Note 8 — Subsequent Events

The Association has evaluated subsequent events and has determined there are none requiring disclosure through May 9, 2014, which is the date the financial statements were issued.