Strength • Dependability • Service

Quarterly Report
To Stockholders

Quarter Ended March 31, 2013

REPORT OF MANAGEMENT

The consolidated financial statements of Capital Farm Credit, ACA (the Association) are prepared by management, who is responsible for the statements' integrity and objectivity, including amounts that must necessarily be based on judgments and estimates. The consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America appropriate in the circumstances. Other financial information included in the quarterly report is consistent with that in the consolidated financial statements.

To meet its responsibility for reliable financial information, management depends on the Farm Credit Bank of Texas' (FCB) and the Association's accounting and internal control systems which have been designed to provide reasonable, but not absolute, assurance that assets are safeguarded and transactions are properly authorized and recorded. The systems have been designed to recognize that the cost of controls must be related to the benefits derived. The annual consolidated financial statements are examined by PricewaterhouseCoopers LLP, independent auditors, who conduct a review of internal controls solely for the purpose of establishing a basis for reliance thereon in determining the nature, extent and timing of audit tests applied in the audit of the consolidated financial statements in accordance with auditing standards generally accepted in the United States of America. The Association is also examined by the Farm Credit Administration.

The Audit Committee of the board of directors has oversight responsibility for the Association's systems of internal control and financial reporting. The Audit Committee consults regularly with management and meets periodically with the independent auditors and the internal auditors to review the scope and results of their work. The independent auditors and internal auditors have direct access to the Audit Committee.

The undersigned certify that this quarterly report has been reviewed and prepared in accordance with all applicable statutory or regulatory requirements, and that the information contained herein is true, accurate and complete to the best of his knowledge and belief.

Ben R. Novosad

Ben R. Novosad,
Chief Executive Officer

Phillip Munden

Phillip Munden,
Chairman, Board of Directors

Don VandeVanter

Don VandeVanter,
Chief Financial Officer

May 3, 2013

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Dollars in thousands)

The following commentary explains management's assessment of the principal aspects of the consolidated financial condition and results of operations of Capital Farm Credit, ACA including its wholly-owned subsidiaries, Capital Farm Credit, PCA and Capital Farm Credit, FLCA, (collectively referred to as the Association) for the quarter ended March 31, 2013. These comments should be read in conjunction with the accompanying consolidated financial statements and the December 31, 2012 Annual Report of the Association. Results for interim periods are not necessarily indicative of results to be expected for future periods.

The economy continues to show positive economic growth in the first quarter of 2013. Gross domestic product continues to grow, leading economic indicators, the national unemployment rate, and corporate profits show slow but steady improvement. While some areas of the Association's territory are still experiencing stressed crops and pasture conditions due to the lack of rainfall, overall growing conditions have significantly improved during the latter part of 2012 through the first quarter of 2013. In general, the crop conditions in the area serviced by the Association are fair. Along with the improvement in the general economy, there continues to be improvement in the Association's credit quality.

Significant Events:

The board of directors approved a patronage distribution for 2012 of all patronage sourced earnings. At year end the Association established an estimated cash patronage payable of $42,133 and $96,201 in nonqualified allocations. In March 2013 the Association finalized the computation of these distributions which resulted in a reduction of cash patronage payable of $13 for an actual cash distribution of $42,120. In addition, nonqualified allocations were also adjusted by $88 resulting in an actual allocation of $96,113. The owners of these nonqualified distributions do not pay federal income taxes until the equities are retired. It is the board's intention with this allocation and future allocations to assign ownership of the earnings of the association, allowing the stockholders to benefit more fully from the earnings of the association and to create a method to make future equity distributions in the form of cash. Although there is not a planned retirement of these allocated equities, the board of directors will make an annual evaluation of the association's capital position and determine if some cash retirements of these equities can be made. In 2011, the board of directors approved a $126,602 patronage distribution for 2011. $38,400 of this distribution was paid in cash in March 2012. $88,202 of this distribution was made in the form of nonqualified allocated equity distributions.

In November 2012 the association evaluated its capital position and retired $55 million in nonqualified allocated equities. These equities represented $11,327, $20,694, and $22,979 from those allocated in 2006, 2007 and 2008.

Loan Portfolio:

Total loan volume was $5,230,492 at March 31, 2013. This compares with loan volume owned by the Association at December 31, 2012 of $5,168,260. This represents an increase of $62,232, or approximately 1.2 percent. Real estate mortgage loans have increased more than $56 million as more buyers return to the rural real estate market. The rest of the increase in loan volume is attributed to growth in the Agribusiness portfolio and loan participations purchased. The Association has expectations that this growth in loan volume will continue with the Association's increased marketing efforts and new loan programs.

The quality of the Association's loan portfolio improved with a $4,078 decrease in high-risk assets since the previous year's end. The following table summarizes the Association's components and trends of high-risk assets:

	March 31, 2013	**%**	December 31, 2012	%
Nonaccrual loans	**$ 92,548**	**71.7**	$ 97,415	73.1
Loans 90 days past due and still accruing interest	**959**	**0.7**	51	-
Formally restructured loans	**10,576**	**8.2**	12,868	9.7
Other property owned, net	**25,073**	**19.4**	22,900	17.2
Total	**$ 129,156**	**100.0**	$ 133,234	100.0

Nonaccrual loans decreased $4,867 during the first three months of 2013. This was the direct result of a partial charge-off of an agribusiness loan.

Loans that are 90 or more days past due and still accruing interest increased $908 in the first quarter of 2013. Loans that remain in this category are to customers that have a documented plan that details how and when the amount owed will be paid.

Formally restructured loans decreased $2,292 during the first three months of 2013. This decrease resulted from the reclassification of a formally restructured loan to nonaccrual status because of performance related issues. The Association is cooperating with distressed borrowers to work through temporary repayment problems, where possible. These restructurings may include a modification of loan terms to accommodate the financial difficulties of the customer.

Other property owned increased $2,173 during the first three months of 2013. The Association is actively working with real estate experts to ensure properties are accurately valued on the Association's books and that proactive marketing activities are in place.

Management also continues to routinely evaluate and monitor counterparty and collateral risks in an effort to avoid concentrations that could result in excess exposure to a single counterparty or type of collateral. The loan portfolio management practices in place have been designed to ensure loans and industries with actual or potential problems are promptly identified, monitored and addressed in a manner that allows the lending staff to work with problem customers and industries through periods of adversity.

Results of Operations:

The Association's net income for the three months ended March 31, 2013 was $33,854 as compared to $35,671 for the three months ended March 31, 2012, a decrease of $1,817, or 5.1 percent.

The decrease in net income was affected by a decrease in noninterest income, an increase in provision for loan losses, and an increase in operating expense, partially offset by an improvement in net interest income. Net interest income increased by $3,521 during the three months of 2013 compared to the same time period for 2012. An increase in average loan volume, along with higher average capital and higher interest margins, was the catalyst for the improvement in net interest income. Some of this improvement was offset by a decline in interest rates charged to customers. The effects of changes in average volume and interest rates on net interest income in the three months ended March 31, 2013, as compared with the corresponding period of the prior year, are presented in the following tables:

	For the three months ended March 31, 2013		For the three months ended March 31, 2012	
	Average Balance	**Interest**	Average Balance	Interest
Accrual loans and investments	**$ 5,071,539**	**$ 64,658**	$ 4,802,230	$ 64,169
Interest-bearing liabilities	**4,303,958**	**20,311**	4,107,893	23,343
Impact of capital	**$ 767,581**		$ 694,337	
Net interest income		**$ 44,347**		$ 40,826

	Average Yield	Average Yield
Yield on loans	**5.17%**	5.37%
Cost of interest-bearing Liabilities	**1.91%**	2.29%
Net interest margin	**3.26%**	3.08%

	2013 vs. 2012		
	Increase (decrease) due to		
	Volume	**Rate**	**Total**
Interest income	**$ 3,569**	**$ (3,080)**	**$ 489**
Interest expense	**(1,105)**	**(4,137)**	**(3,032)**
Net interest income	**$ 2,464**	**$ 1,057**	**$ 3,521**

The Association's noninterest income decreased from $6,473 in the first three months of 2012 to $5,113 in the first three months of 2013. This is a result of the decrease in patronage income from the Farm Credit Bank of Texas (FCB), and the Association generating less loan fee income from interest rate conversions. The Association has received a patronage refund over the last several years from the FCB. This refund is paid annually to the Association in December by a direct reduction in its Note payable to FCB. For the first three months of 2012, the Association accrued 0.40 percent of its average Note payable balance. In its 2013 Capital plan, the FCB has declared its intention to pay 0.30 percent of the average Note payable. Therefore, the Association's patronage income is $956 less in the first three months of 2013 than for the same period in 2012. Loan fees decreased $433 during the first three months of 2013 as compared to the same time period in 2012. The interest rate environment in the first quarter of 2013 did not present the opportunities for rate conversions that the Association experienced in the first quarter of 2012. Therefore, loan fees from interest rate conversions decreased substantially.

The Association continues to monitor its provision for loan losses. Although there was a decrease in the level of non-accrual loans, it was related to the partial charge-off of a large agribusiness loan. The Association has recorded a provision of $1,391 for the first three months of 2013, versus a provision reversal of $1,212 for the first three months of 2012. The Association will continue to monitor and make necessary adjustments when warranted.

Noninterest expenses increased $1,383 in the first three months of 2013 as compared to the same time period in 2012. This increase is primarily attributable to an increase of $757 in salary and employee benefits. There was an increase of 14 full-time employees as compared to the same time period in 2012, as the Association hired staff in anticipation of pending retirements and to support business growth needs. In addition, the Association had an increase in the Farm Credit System Insurance Corporation (FCSIC) premium of $509. The Association received notification from the FCSIC of an increase in the debt portion of the Association's premium calculation from 0.05 percent to 0.10 percent in 2013 on the adjusted insured debt.

Liquidity and Funding Sources:

The interest rate risk inherent in the Association's loan portfolio is substantially mitigated through the funding relationship with the FCB. The FCB manages interest rate risk through its direct loan pricing and asset/liability management process.

The primary source of liquidity and funding for the Association is a direct loan from the FCB. The Association had an outstanding balance of $4,377,719 at March 31, 2013, as compared to $4,314,604 at December 31, 2012. This increase in note payable to the FCB since December 2012 is the result of the increase in the Association's loan portfolio. The direct loan carried a weighted average interest rate of 1.91 percent for the three months ended March 31, 2013, compared to 2.11 percent for the year ended December 31, 2012. The indebtedness is collateralized by a pledge of substantially all of the Association's assets to the FCB and is governed by a financing agreement.

Under the Act, the Association is obligated to borrow only from the Bank unless the Bank approves borrowing from other funding sources. The Bank and FCA regulations have established limitations on the Association's ability to borrow funds based on specified factors or formulas relating primarily to credit quality and financial condition. At March 31, 2013 the Association's note payable was within the specified limitations. The maximum amount the Association could borrow from the Bank as of March 31, 2013, was $5,194,967, as defined by the general financing agreement. This borrowing limit changes as the borrowing base increases or decreases. In general the Bank funds 100 percent of all eligible acceptable and special mention loans and 75 percent of all eligible substandard loans.

The liquidity policy of the Association is to manage cash balances to maximize debt reduction, and to increase accrual loan volume. This policy will continue to be pursued during 2013. As borrower payments are received they are applied to the Association's note payable with the FCB.

The Association will continue to fund its operations through direct borrowings from the FCB, retained earnings, member stock and funds held in trust. It is management's opinion that funds available to the Association are sufficient to fund its operations for the next twelve months.

Capital Resources:

The Association's capital position remains strong, with total capital of $945,695 at March 31, 2013. This represents an increase of $33,850 from the December 31, 2012 total capital level of $911,845. This increase in capital is a direct result of the Association's net income for the period. Under regulations governing minimum permanent capital adequacy and other capitalization issues, the Association is required to maintain a minimum adjusted permanent capital of 7.0 percent of risk-adjusted assets as defined by the FCA. The Association's permanent capital ratio at March 31, 2013 was 16.06 percent. The Association's core surplus ratio and total surplus ratio at March 31, 2013 were 14.52 percent and 15.66 percent, respectively, which is in compliance with the FCA's minimum ratio requirements of 3.5 percent and 7.0 percent, respectively.

Relationship with the Farm Credit Bank of Texas:

The Association's statutory obligation to borrow only from the FCB is described in the section "Liquidity and Funding Sources" of the Management's Discussion and Analysis, included in this quarterly report.

The FCB's role in mitigating the Association's exposure to interest rate risk is described in the section "Liquidity and Funding Sources" of Management's Discussion and Analysis," included in this quarterly report.

The FCB provides computer systems to support the critical operations of the Association. The Association also has operating systems and facility-based systems that are not supported by the FCB. The FCB also provides other services the Association can utilize.

The Association's financial condition may be impacted by factors that affect the FCB as discussed in Note 1 to the consolidated financial statements, "Organization and Significant Accounting Policies," included in this quarterly report. The financial condition and results of operations of the FCB may materially affect the stockholders' investment in the Association.

The Tenth Farm Credit District's (District) annual and quarterly stockholder reports are available free of charge, upon request. These reports can be obtained by writing to Farm Credit Bank of Texas, The Ag Agency, P. O. Box 202590, Austin, Texas 78720-2590 or calling (512) 483-9204. Copies of the District's annual and quarterly stockholder reports can also be requested by e-mailing *fcb@farmcreditbank.com*. The District's annual and quarterly stockholder reports are also available on its Website at *www.farmcreditbank.com*.

The Association's annual and quarterly stockholder reports are also available free of charge, upon request. These reports can be obtained by writing to Capital Farm Credit, ACA, P.O. Box 488, Hondo, Texas 78861 or calling (830) 426-4589. Copies of the Association's quarterly and annual stockholder reports are also available on its Website at *www.capitalfarmcredit.com* or can be requested by e-mailing *isela.morales@capitalfarmcredit.com*.

CAPITAL FARM CREDIT, ACA
CONSOLIDATED BALANCE SHEET
(Dollars in thousands)

	March 31, 2013 (Unaudited)	December 31, 2012 (Audited)
ASSETS		
Loans	$ 5,230,492	$ 5,168,260
Less: Allowance for losses	(28,246)	(31,817)
Net loans	5,202,246	5,136,443
Cash	706	1,038
Accrued interest receivable - loans	43,799	42,514
Accrued interest receivable - investments	200	168
Investments – held-to-maturity	16,610	17,175
Investment in and receivable from the FCB:		
Capital stock	83,766	83,766
Receivable	3,319	13,469
Investments in other Farm Credit Institutions	849	936
Other property owned, net	25,073	22,900
Premises and equipment, net	12,502	11,892
Other assets	11,372	5,178
Total assets	$ 5,400,442	$ 5,335,479
LIABILITIES		
Note payable to the FCB	$ 4,377,719	$ 4,314,604
Advanced conditional payments	9,081	8,884
Accrued interest payable	6,992	7,081
Drafts outstanding	3,931	5,658
Patronage distributions payable	3	42,133
Unfunded post retirement medical obligation	21,157	20,859
Other liabilities	35,864	24,415
Total liabilities	4,454,747	4,423,634
MEMBERS' EQUITY		
Capital stock and participation certificates	22,165	22,145
Non-qualified allocated retained earnings	322,795	322,883
Unallocated retained earnings	602,317	568,362
Accumulated other comprehensive loss	(1,582)	(1,545)
Total members' equity	945,695	911,845
Total liabilities and members' equity	$ 5,400,442	$ 5,335,479

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

CAPITAL FARM CREDIT, ACA
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
(Dollars in thousands)
(UNAUDITED)

	For the three months ended March 31, 2013	For the three months ended March 31, 2012
INTEREST INCOME		
Loans	**$ 64,451**	$ 63,930
Investments	**207**	239
Total interest income	**64,658**	64,169
INTEREST EXPENSE		
Note payable to the FCB and others	**20,311**	23,343
Net interest income	**44,347**	40,826
PROVISION FOR LOAN LOSSES		
Provision for (reversal of) loan losses	**1,391**	(1,212)
Net interest income after provision for losses	**42,956**	42,038
NONINTEREST INCOME		
Patronage income from the FCB	**3,604**	4,560
Loan fees	**942**	1,375
Other income	**567**	538
Total noninterest income	**5,113**	6,473
NONINTEREST EXPENSES		
Salaries and employee benefits	**7,473**	6,716
Pension plan funding expense	**1,144**	1,230
Farm Credit System insurance premium	**1,024**	515
Occupancy and equipment	**1,016**	867
Public and member relations	**569**	589
Travel	**553**	451
Advertising	**465**	434
Purchased services and allocations	**453**	435
FCA supervisory and exam expense	**309**	341
Communications	**256**	210
Directors' expense	**213**	165
Loss (gain) on other property owned, net	**27**	(39)
Other expenses	**707**	912
Total noninterest expenses	**14,209**	12,826
Income before federal income tax	**33,860**	35,685
Federal income tax	**6**	14
NET INCOME	**$ 33,854**	$ 35,671
Other comprehensive loss:		
Change in postretirement benefit plans	**(37)**	(85)
Income tax expense related to items of other comprehensive income	**-**	-
	(37)	(85)
COMPREHENSIVE INCOME	**$ 33,817**	$ 35,586

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

CAPITAL FARM CREDIT, ACA
CONSOLIDATED STATEMENT OF CHANGES IN MEMBERS' EQUITY
(Dollars in thousands)
(UNAUDITED)

	Capital Stock/ Participation Certificates	Retained Earnings Non-qualified Allocated	Retained Earnings Unallocated	Accumulated Other Comprehensive Income	Total Members' Equity
Balance at December 31, 2011	$ 21,856	$ 281,671	$ 567,030	$ 1,041	$ 871,598
Net income	-	-	35,671	-	35,671
Other comprehensive loss	-	-	-	(85)	(85)
Capital stock/participation certificates issued	739	-	-	-	739
Capital stock/participation certificates/ allocated equities retired	(784)	-	-	-	(784)
Other adjustments	-	5	-	-	5
Balance at March 31, 2012	21,811	281,676	602,701	956	907,144
Net income	-	-	103,995	-	103,995
Other comprehensive loss	-	-	-	(2,501)	(2,501)
Capital stock/participation certificates issued	2,688	-	-	-	2,688
Capital stock/participation certificates/ allocated equities retired	(2,354)	(55,000)	-	-	(57,354)
Patronage distributions declared:					
Cash	-	-	(42,133)	-	(42,133)
Nonqualified allocations	-	96,201	(96,201)	-	-
Other adjustments	-	6	-	-	6
Balance at December 31, 2012	22,145	322,883	568,362	(1,545)	911,845
Net income	-	-	33,854	-	33,854
Other comprehensive loss	-	-	-	(37)	(37)
Capital stock/participation certificates issued	833	-	-	-	833
Capital stock/participation certificates/ allocated equities retired	(813)	-	-	-	(813)
Reclassification of nonqualified allocations		-	-		-
Other adjustments	-	(88)	101	-	13
Balance at March 31, 2013	**$ 22,165**	**$ 322,795**	**$ 602,317**	**$ (1,582)**	**$ 945,695**

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

CAPITAL FARM CREDIT, ACA

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in thousands)
(UNAUDITED)

NOTE 1 — ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES:

Capital Farm Credit, ACA including its wholly owned subsidiaries, Capital Farm Credit, PCA and Capital Farm Credit, FLCA, (collectively called the "Association"), is a member-owned cooperative which provides credit and credit-related services to, or for the benefit of, eligible borrowers/stockholders (farmers, ranchers, rural home owners and certain farm-related businesses) for qualified agricultural purposes in 192 counties in the state of Texas.

The Association is a lending institution of the Farm Credit System (System) which was established by acts of Congress and is subject to the provisions of the Farm Credit Act of 1971, as amended (Act.)

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 December 31, 2012 are contained in the 2012 Annual Report to Stockholders. These unaudited first quarter 2013 consolidated financial statements should be read in conjunction with the 2012 Annual Report to Stockholders.

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, except for the inclusion of a statement of cash flows. Generally accepted accounting principles require a business enterprise that provides a set of financial statements that reports both financial position and results of operations to also provide a statement of cash flows for each period for which results of operations are provided. In regulations issued by the Farm Credit Administration (FCA), associations have the option to exclude statements of cash flows in interim financial statements. Therefore, the Association has elected not to include a statement of cash flows in these consolidated financial statements.

The Farm Credit Bank of Texas (FCB) and its related associations are collectively referred to as the "District." The Association's financial condition may be affected by factors that affect the FCB. The financial condition and results of operations of the FCB may materially affect stockholders' investment in the Association. Upon request, stockholders of the Association will be provided the Tenth Farm Credit District's Annual Report to Stockholders, which includes the combined financial statements of the FCB and all of the District associations. The District's annual report discusses the material aspects of the financial condition, changes in financial condition, and results of operations for the FCB and the District. In addition, the District's annual report identifies favorable and unfavorable trends, significant events, uncertainties and the impact of activities of the Farm Credit System Insurance Corporation.

In December 2011, the Financial Accounting Standards Board (FASB) issued guidance entitled, "Balance Sheet – Disclosures about Offsetting Assets and Liabilities." The guidance requires an entity to disclose information about offsetting and related arrangements to enable users of its financial statements to understand the effect of those arrangements on its financial position. This includes the effect or potential effect of rights of setoff associated with an entity's recognized assets and recognized liabilities. The requirements apply to recognized financial instruments and derivative instruments that are offset in accordance with the rights of offset set forth in accounting guidance and for those recognized financial instruments and derivative instruments that are subject to an enforceable master netting arrangement or similar agreement, irrespective of whether they are offset or not. It is the Association's policy to not participate in the use of derivatives, but the Association will have some financial instruments that are affected by these disclosure requirements. This guidance is to be applied retrospectively for all comparative periods and is effective for annual reporting periods beginning on or after January 1, 2013, and interim periods within those annual periods. The adoption of this guidance did not impact the financial condition or results of operations, but resulted in additional disclosures.

In February 2013, the FASB issued guidance entitled, Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income. The guidance requires entities to present either parenthetically on the face of the financial statements or in the notes to the financial statements, significant amounts reclassified from each component of accumulated other comprehensive income and the income statement line items affected by the reclassification. The guidance is effective for public entities for annual periods beginning after December 15, 2012 and for non-public entities for annual periods beginning after December 15, 2013. The Association implemented this guidance effective with its 2012 annual report, and the adoption of this guidance did not impact the financial condition or results of operations, but resulted in additional disclosures.

NOTE 2 — INVESTMENTS:

Investments Held-to-Maturity

The Association's held-to-maturity investment consists of Farmer Mac guaranteed agricultural mortgage-backed securities (AMBS). A summary of the amortized cost and fair value of investment securities held-to-maturity is as follows:

March 31, 2013	**Amortized Cost**	**Gross Unrealized Gains**	**Gross Unrealized Losses**	**Fair Value**	**Weighted Average Yield**	**Weighted Average Life (Years)**
Agricultural mortgage-backed securities	$ 16,610	$ 91	$ -	$ 16,701	4.84%	3.57

December 31, 2012	**Amortized Cost**	**Gross Unrealized Gains**	**Gross Unrealized Losses**	**Fair Value**	**Weighted Average Yield**	**Weighted Average Life (Years)**
Agricultural mortgage-backed securities	$ 17,175	$ 86	$ -	$ 17,261	4.86%	3.54

The Farmer Mac AMBS were received in exchange for mortgage loans which were previously covered under the long-term standby commitment to purchase agreement with Farmer Mac. No gain or loss was recognized in the financial statements upon completion of the exchange transactions. The Association continues to service the loans included in the transaction.

NOTE 3 — LOANS AND ALLOWANCE FOR LOAN LOSSES:

A summary of loans follows:

Industry	**March 31, 2013**	**%**	December 31, 2012	%
Production agriculture:				
Real estate mortgage	**$ 4,115,789**	**78.7**	$ 4,059,651	78.5
Production and term	**528,593**	**10.1**	536,326	10.4
Agribusiness	**397,989**	**7.6**	390,170	7.5
Rural residential real estate	**87,832**	**1.6**	85,365	1.7
Energy	**45,714**	**0.9**	38,560	0.7
Communication	**31,662**	**0.6**	34,997	0.7
Mission related investments	**19,015**	**0.4**	19,070	0.4
Lease receivables	**3,898**	**0.1**	4,121	0.1
Total	**$ 5,230,492**	**100.0**	$ 5,168,260	100.0

At March 31, 2013, the Association held five transactions, which are reported as loans on the consolidated balance sheet totaling $9,771 and with no remaining commitments extended under the Rural America Bond Program approved by the FCA. The program is designed to meet the growing and changing needs of agricultural enterprises, agribusinesses and rural communities by providing investment in rural areas.

The Association purchases or sells participation interests with other parties in order to diversify risk, manage loan volume and comply with Farm Credit Administration regulations. The following table presents information regarding the balances of participations purchased and sold as of March 31, 2013:

	Other Farm Credit Institutions		Non-Farm Credit Institutions		Total	
	Participations Purchased	Participations Sold	Participations Purchased	Participations Sold	Participations Purchased	Participations Sold
Real estate mortgage	$ 88,317	$ 54,473	$ 4,963	$ -	$ 93,280	$ 54,473
Production and intermediate term	127,852	17,270	-	-	127,852	17,270
Agribusiness	271,411	29,129	4,321	-	275,732	29,129
Communication	31,662	-	-	-	31,662	-
Energy	45,714	-	-	-	45,714	-
Lease receivables	3,798	-	-	-	3,798	-
Mission related investments	5,283	-	4,488	-	9,771	-
Total	$ 574,037	$ 100,872	$ 13,772	$ -	$ 587,809	$ 100,872

Nonperforming assets (including related accrued interest) and related credit quality statistics are as follows:

	March 31, 2013	December 31, 2012
Nonaccrual loans:		
Real estate mortgage	**$ 61,263**	$ 58,426
Production and intermediate-term	**6,557**	6,017
Agribusiness	**23,343**	31,483
Communication	**659**	697
Residential Real Estate	**667**	729
Lease receivable	**59**	63
Mission related investments	**-**	-
Total nonaccrual loans	**$ 92,548**	$ 97,415
Accruing restructured loans:		
Real estate mortgage	**$ 8,023**	$ 7,977
Production and intermediate-term	**2,591**	2,584
Agribusiness	**-**	2,352
Total accruing restructured loans	**$ 10,614**	$ 12,913
Accruing loans 90 days or more past due:		
Real estate mortgage	**$ 706**	$ -
Production and intermediate-term	**3**	51
Agribusiness	**235**	-
Residential Real Estate	**46**	-
Total accruing loans 90 days or more past due	**$ 990**	$ 51
Total nonperforming loans	**$ 104,152**	$ 110,379
Other property owned	**25,073**	22,900
Total nonperforming assets	**$ 129,225**	$ 133,279

One credit quality indicator utilized by the Association is the Farm Credit Administration Uniform Loan Classification System that categorizes loans into five categories. The categories are defined as follows:

- Acceptable – assets are expected to be fully collectible and represent the highest quality,
- Other assets especially mentioned (OAEM) – assets are currently collectible but exhibit some potential weakness,
- Substandard – assets exhibit some serious weakness in repayment capacity, equity, and/or collateral pledged on the loan,
- Doubtful – assets exhibit similar weaknesses to substandard assets; however, doubtful assets have additional weaknesses in existing factors, conditions and values that make collection in full highly questionable, and
- Loss – assets are considered uncollectible.

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

	March 31, 2013	December 31, 2012
Real estate mortgage		
Acceptable	**95.6%**	95.4%
OAEM	**1.8%**	2.0%
Substandard/doubtful	**2.6%**	2.6%
	100.0%	100.0%
Production and intermediate-term		
Acceptable	**92.1%**	91.1%
OAEM	**3.2%**	5.4%
Substandard/doubtful	**4.7%**	3.5%
	100.0%	100.0%
Agribusiness		
Acceptable	**87.2%**	84.8%
OAEM	**5.1%**	5.6%
Substandard/doubtful	**7.7%**	9.6%
	100.0%	100.0%
Energy		
Acceptable	**89.7%**	87.6%
OAEM	**-**	-
Substandard/doubtful	**10.3%**	12.4%
	100.0%	100.0%
Communication		
Acceptable	**97.9%**	98.0%
OAEM	**-**	-
Substandard/doubtful	**2.1%**	2.0%
	100.0%	100.0%
Rural residential real estate		
Acceptable	**96.3%**	96.4%
OAEM	**2.3%**	2.1%
Substandard/doubtful	**1.4%**	1.5%
	100.0%	100.0%
Lease receivables		
Acceptable	**98.2%**	98.5%
OAEM	**0.3%**	-
Substandard/doubtful	**1.5%**	1.5%
	100.0%	100.0%
Mission related investments		
Acceptable	**98.3%**	98.3%
OAEM	**-**	-
Substandard/doubtful	**1.7%**	1.7%
	100.0%	100.0%
Total Loans		
Acceptable	**94.6%**	94.2%
OAEM	**2.2%**	2.6%
Substandard/doubtful	**3.2%**	3.2%
	100.0%	100.0%

The following table provides an age analysis of past due loans (including accrued interest) as of:

March 31, 2013	30-89 Days Past Due	90 Days or More Past Due	Total Past Due	Not Past Due or less than 30 Days Past Due	Total Loans	Loans > 90 Days and Accruing
Real estate mortgage	$ 14,494	$30,030	$ 44,524	$ 4,086,656	4,131,180	$ 706
Production and intermediate term	3,364	3,220	6,584	530,025	536,609	3
Agribusiness	24	14,306	14,330	385,728	400,058	235
Communication	-	-	-	31,734	31,734	-
Energy	-	-	-	45,756	45,756	-
Water and waste water	-	-	-	-	-	-
Rural residential real estate	1,566	122	1,688	104,053	105,741	46
Lease receivables	-	-	-	3,969	3,969	-
Mission related investments	-	-	-	19,244	19,244	-
Total	$ 19,448	$47,678	$ 67,126	$ 5,207,165	$5,274,291	$ 990

December 31, 2012	30-89 Days Past Due	90 Days or More Past Due	Total Past Due	Not Past Due or less than 30 Days Past Due	Total Loans	Loans > 90 Days and Accruing
Real estate mortgage	$ 24,124	$14,613	$ 38,737	$ 4,036,298	$4,075,035	$ -
Production and intermediate term	2,742	3,317	6,059	537,334	543,393	51
Agribusiness	11,356	13,023	24,379	368,401	392,780	-
Communication	-	-	-	35,074	35,074	-
Energy	-	-	-	38,588	38,588	-
Water and waste water	-	-	-	-	-	-
Rural residential real estate	-	75	75	102,364	102,439	-
Lease receivables	-	-	-	4,227	4,227	-
Mission related investments	-	-	-	19,238	19,238	-
Total	$ 38,222	$31,028	$ 69,250	$ 5,141,524	$5,210,774	$ 51

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. Troubled debt restructurings are undertaken in order to improve the likelihood of recovery on the loan and may include, but are not limited to, forgiveness of principal or interest, interest rate reductions that are lower than the current market rate for new debt with similar risk, or significant term or payment extensions.

As of March 31, 2013 the total troubled debt restructured loans was $15,221, including $4,607 classified as nonaccrual and $10,614 classified as accrual, with specific allowance for loan losses of $1,107. As of March 31, 2013 commitments to lend funds to borrowers whose loan terms have been modified in a troubled debt restructuring were $38.

The following table presents additional information regarding troubled debt restructurings, which includes both accrual and nonaccrual loans with troubled debt restructuring designation that occurred during the quarter ended March 31, 2013.

	Balance Pre-TDR Designation	Balance Post-TDR Designation
Troubled debt restructurings:		
Real estate mortgage	$ 347	$ 344
Total	$ 347	$ 344

Balance of Pre-TDR designation represents quarter-end loans just prior to restructuring and post-TDR represents the quarter-end loans immediately following the restructuring.

The only loan classified as a TDR during the first quarter of 2013 was due to a rate reduction.

The Association restructured one loan that met the definition of TDR during the quarter ended March 31, 2013.

In restructurings where principal is forgiven, the amount of the forgiveness is immediately charged off. In restructurings where accrued interest is forgiven, the interest is reversed (if current year interest) or charged off (if prior year interest).

No loan classified as a TDR during the previous twelve months has had a payment default since its restructure. A payment default is defined as a payment that is 30 days past due after the date the loan was restructured.

Additional impaired loan information is as follows:

	At March 31, 2013			At December 31, 2012		
	Loan Balance	Unpaid Principal Balance[a]	Related Specific Allowance	Loan Balance	Unpaid Principal Balance[a]	Related Specific Allowance
Impaired loans with a related allowance for loan losses:						
Real estate mortgage	$ 18,345	$ 24,614	$ 2,004	$ 17,557	$ 23,943	$ 1,855
Production and intermediate term	2,232	3,773	807	2,674	4,215	907
Processing and marketing	17,564	21,994	7,268	20,423	20,655	11,587
Farm-related business	272	303	25	280	304	-
Communication	659	659	453	697	697	453
Rural residential real estate	207	207	52	202	202	37
Lease receivables	-	-	-	-	-	-
Total	$ 39,279	$ 51,550	$ 10,609	$ 41,833	$ 50,016	$ 14,839
Impaired loans with no related allowance for loan losses:						
Real estate mortgage	$ 51,610	$ 53,812	$ -	$ 48,839	$ 50,964	$ -
Production and intermediate term	6,891	11,147	-	5,940	9,302	-
Processing and marketing	5,741	23,826	-	13,132	31,357	-
Farm-related business	-	408	-	-	3,862	-
Communication	-	-	-	-	-	-
Rural residential real estate	504	594	-	527	616	-
Lease receivables	58	58	-	63	63	-
Total	$ 64,804	$ 89,845	$ -	$ 68,501	$ 96,164	$ -
Total impaired loans:						
Real estate mortgage	$ 69,955	$ 78,426	$ 2,004	$ 66,396	$ 74,907	$ 1,855
Production and intermediate term	9,123	14,920	807	8,614	13,517	907
Processing and marketing	23,305	45,820	7,268	33,555	52,012	11,587
Farm-related business	272	711	25	280	4,166	-
Communication	659	659	453	697	697	453
Rural residential real estate	711	801	52	729	818	37
Lease receivables	58	58	-	63	63	-
Total	$ 104,083	$ 141,395	$ 10,609	$ 110,334	$ 146,180	$ 14,839

[a]Unpaid principal balance represents the recorded principal balance of the loan.

	For the Quarter Ended March 31, 2013		For the Year Ended December 31, 2012	
	Average Impaired Loans**	Interest Income Recognized	Average Impaired Loans	Interest Income Recognized
Impaired loans with a related allowance for loan losses:				
Real estate mortgage	$ 17,815	$ 5	$ 37,088	$ 36
Production and intermediate term	2,493	40	2,580	58
Processing and marketing	17,678	27	19,229	190
Farm-related business	277	-	-	-
Communication	684	-	763	-
Rural residential real estate	205	-	130	3
Lease receivables	-	-	690	-
Mission related investments	-	-	-	-
Total	$ 39,152	$ 72	$ 60,480	$ 287
Impaired loans with no related allowance for loan losses:				
Real estate mortgage	$ 51,105	$ 296	$ 52,057	$ 1,242
Production and intermediate term	6,349	133	5,703	278
Processing and marketing	8,088	2	16,090	1,672
Farm-related business	-	21	-	146
Communication	-	-	-	-
Rural residential real estate	503	1	553	5
Lease receivables	60	-	76	-
Mission related investments	-	-	7	-
Total	$ 66,105	$ 453	$ 74,486	$ 3,343
Total impaired loans:				
Real estate mortgage	$ 68,920	$ 301	$ 89,145	$ 1,278
Production and intermediate term	8,842	173	8,283	336
Processing and marketing	25,766	29	35,319	1,862
Farm-related business	277	21	-	146
Communication	684	-	763	-
Rural residential real estate	708	1	683	8
Lease receivables	60	-	766	-
Mission related investments	-	-	7	-
Total	$ 105,257	$ 525	$ 134,966	$ 3,630

**Average loans are not deemed to be changed for one day’s activity.

A summary of changes in the allowance for loan losses and the ending balance including accrued interest of loans outstanding are as follows:

	Real Estate Mortgage	Production and Intermediate Term	Agribusiness	Communication	Energy	Rural Residential Real Estate	Lease Receivable	Mission Related Investments	Total
Allowance for loan losses:									
Balance at December 31, 2012	$ 12,722	$ 4,575	$ 13,355	$ 554	$ 410	$ 170	$ 7	$ 24	$ 31,817
Charge-offs	(149)	(11)	(4,987)	-	-	-	-	-	(5,147)
Recoveries	10	34	141	-	-	-	-	-	185
Provision for loan losses	(1,164)	(232)	2,749	(17)	13	31	-	11	1,391
Balance at March 31, 2013	$ 11,419	$ 4,366	$ 11,258	$ 537	$ 423	$ 201	$ 7	$ 35	$ 28,246
Allowance for loan losses: Individually evaluated for impairment	$ 2,004	$ 807	$ 7,293	$ 453	$ -	$ 52	$ -	$ -	$ 10,609
Allowance for loan losses: Collectively evaluated for impairment	$ 9,415	$ 3,559	$ 3,965	$ 84	$ 423	$ 149	$ 7	$ 35	$ 17,637
Loans, including accrued interest:									
Ending Balance at March 31, 2013	$ 4,131,180	$ 536,609	$ 400,058	$ 31,734	$ 45,756	$ 105,741	$ 3,969	$ 19,244	$ 5,274,291
Ending balance for loans Individually evaluated for impairment	$ 69,955	$ 9,123	$ 23,577	$ 659	$ -	$ 711	$ 58	$ -	$ 104,083
Ending balance for loans Collectively evaluated for impairment	$ 4,061,225	$ 527,486	$ 376,481	$ 31,075	$ 45,756	$ 105,030	$ 3,911	$ 19,244	$ 5,170,208

NOTE 4 — FAIR VALUE MEASUREMENTS:

Accounting 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.

Valuation Techniques

Accounting guidance establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The following represent a brief summary of the valuation techniques used by the Association for assets and liabilities:

Assets held in nonqualified benefits trusts related to deferred compensation and supplemental retirement plans are classified as Level 1. Level 1 valuation utilizes quoted prices in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date. The trust funds include investments that are actually traded and have quoted net asset values that are quoted in the marketplace. These assets are measured at fair value on a recurring basis and are summarized below:

	Total Fair Value March 31, 2013	**Total Fair Value December 31, 2012**
Beginning Balance	**$ 2,937**	**$ 2,006**
Transfers In	**803**	**667**
Other Market Changes	**149**	**264**
Assets held in non-qualified benefits trusts	**$ 3,889**	**$ 2,937**

With regard to impaired loans and other property owned generally classified as Level 3 and evaluated for impairment, it is not practicable to provide specific information on inputs as each collateral property is unique. The Association utilizes appraisals to value these loans and other property owned and take into account unobservable inputs such as, income and expense, comparable sales, replacement cost and comparability adjustments.

These assets are measured at fair value on a nonrecurring basis and are summarized below:

	Total Fair Value March 31, 2013	Total Fair Value December 31, 2012
Impaired Loans	**$ 28,670**	$ 26,994
Other property owned	**25,073**	22,900
Total	**$ 53,743**	$ 49,894

NOTE 5 — MEMBERS EQUITY:

The board of directors approved a patronage distribution for 2012 of all patronage sourced earnings. At year end the Association established an estimated cash patronage payable of $42,133 and $96,201 in nonqualified allocations. In March 2013 the Association finalized the computation of these distributions which resulted in a reduction of cash patronage payable of $13 for an actual cash distribution of $42,120. In addition, nonqualified allocations were also adjusted by $88 resulting in an actual allocation of $96,113. The owners of these nonqualified distributions do not pay federal income taxes until the equities are retired. It is the board's intention with this allocation and future allocations to assign ownership of the earnings of the association, allowing the stockholders to benefit more fully from the earnings of the association and to create a method to make future equity distributions in the form of cash. Although there is not a planned retirement of these allocated equities, the board of directors will make an annual evaluation of the association's capital position and determine if some cash retirements of these equities can be made. In 2011, the board of directors approved a $126,602 patronage distribution for 2011. $38,400 of this distribution was paid in cash in March 2012. $88,202 of this distribution was made in the form of nonqualified allocated equity distributions.

In November 2012 the Association evaluated its capital position and retired $55 million in nonqualified allocated equities. These equities represented $11,327, $20,694, and $22,979 from those allocated in 2006, 2007 and 2008.

NOTE 6 — EMPLOYEE BENEFIT PLANS:

The Association expects to contribute $4,574 to its pension plan in 2013, which will be $346 less than the 2012 contribution. Pension plan funding expense was $1,144 and $1,230 for the three months ended March 31, 2013 and 2012 respectively.

NOTE 7 — SUBSEQUENT EVENTS:

The Association has evaluated subsequent events through May 3, 2013 which is the date the financial statements were issued and there are no significant events requiring disclosure as of this date.