AgStar Financial Services, ACA

Quarterly Report
March 31, 2014

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following commentary reviews the consolidated financial condition and consolidated results of operations of AgStar Financial Services, ACA (the parent) and AgStar Financial Services, FLCA and AgStar Financial Services, PCA (the subsidiaries). This discussion should be read in conjunction with both the unaudited consolidated financial information and related notes included in this Quarterly Report as well as Management's Discussion and Analysis included in our 2013 Annual Report for the year ended December 31, 2013.

AgriBank, FCB's (AgriBank) financial condition and results of operations materially impact members' investment in AgStar Financial Services, ACA. To request free copies of the AgriBank and combined AgriBank and Affiliated Associations' financial reports or additional copies of our report contact us at P.O. Box 4249, Mankato, MN 56002-4249, by phone (866-577-1831), by e-mail to AgStarEteam@agstar.com, or at our website, www.agstar.com. You may also contact AgriBank at 30 East 7th Street, Suite 1600, St. Paul, MN 55101, (651) 282-8800, or by e-mail at financialreporting@agribank.com. The AgriBank and combined AgriBank and Affiliated Associations' financial reports are also available through AgriBank's website at www.agribank.com.

FORWARD-LOOKING INFORMATION

Any forward-looking statements in this Quarterly Report are based on current expectations and are subject to uncertainty and changes in circumstances. Actual results may differ materially from expectations due to a number of risks and uncertainties. More information about these risks and uncertainties is contained in our 2013 Annual Report. We undertake no duty to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

AGRICULTURAL AND ECONOMIC CONDITIONS

We serve many sectors in agriculture including our primary industries of grain, swine, and dairy. Credit quality, delinquencies, and nonaccrual measures showed significant improvement during 2013 and further improvement is expected during 2014. We expect that 2014 will be a more challenging year for grain producers in our territory, compared to the more profitable trend of the previous several years. The quality of our crop portfolio continues to be strong at 99.5% non-adverse. Some future deterioration is expected particularly if lower prices continue into 2015 and beyond.

As of April 9, 2014, United States Department of Agriculture's (USDA) corn production is forecast at 13.9 billion bushels and up 29% from 2012/2013 estimate. Estimated average yields were 158.8 bushels per acre, up from 123.4 bushels per acre in 2012/2013. Acreage harvested for grain is projected at 87.7 million acres, up from 87.4 million acres in 2012/2013. Ending corn stocks for 2013/2014 are projected to be 1.3 million bushels lower than the 821 million bushels for 2012/2013. The April projected 2013/2014 season-average farm price for corn is at $4.40 to $4.80 per bushel. Corn exports are anticipated to remain strong. Current drought monitoring continues to show abnormally dry to drought conditions within the greater part of the Western Corn Belt. Precipitation, planting intentions, and planting weather condition news will continue to drive the market until the first crop condition reports come in.

The USDA is currently forecasting soybean production at 3.3 billion bushels, up 8% from 2012/2013. The current yield per harvested acre is estimated to be 43.3 bushels per acre, up from 39.8 bushel per acre in 2012/2013. Acreage for harvest is projected to be at 75.9 million acres. The season-average farm price forecast for soybeans is $12.50 to $13.50 per bushel. Soybean exports are also expected to remain strong. Projected ending stocks declined from the March projection by 10 million and are estimated to be at 135 million bushels.

The beginning of 2014 has been challenging for swine producers due to volatile markets and large margin calls. Concern over Porcine Epidemic Diarrhea Virus (PEDv) has led to market volatility with expectations for a significant production gap. Feeder prices have dramatically increased due to scarcity. Producers have continued to put additional weight on hogs which has led to flat production over 2013. To date, this has led to a significant volume increase as hedge line usage has expanded. The PEDv has impacted a good share of swine producers in Minnesota and other hog producing states. However, at this time we don't expect a significant portfolio impact. Producers currently have the ability to lock in substantial profits throughout 2014 because of tighter supplies. Exports have remained steady, despite difficulties with China and Russia. The quality of the swine portfolio remains strong at 97.2% non-adverse.

Milk price outlook remains favorable through all of 2014, especially throughout the first half of the year. Strong cheese exports continue to place a floor on prices. Dairy producers that grow their own feed, as well as those who purchase their feed, should be profitable in 2014. Margins have tightened slightly from higher feed costs compared to year-end. The quality of the dairy portfolio has shown improvement and is expected to continue to improve.

According to the USDA, net farm income is forecast at $95.8 billion for 2014. This is nearly 27% higher than the 2013 forecast. Over the last few years, overall conditions have been favorable for agricultural producers resulting in positive performance generally for agribusinesses. Agricultural related businesses have generally been profitable and fared better during the past several years than companies not closely tied to agriculture. The ethanol industry continues to deal with more favorable market conditions than had been experienced previously. Lower corn costs are having a positive effect on industry profitability and margins are expected to remain positive through the end of 2014.

Farm real estate values in our territory continued to show strong increases during 2013 with demand for farm real estate continuing to be solid. With lower crop prices compared to recent years, values are beginning to moderate in 2014. Values for transitional and recreational property remain low compared to the peak values previously reached.

Our home mortgage portfolio has continued to perform better than the overall housing industry the past few years and payment and credit quality continues to improve. Delinquencies and foreclosure numbers stabilized in 2010, and have shown gradual improvement since that time. There are positive signs that the economy has turned the corner, with the unemployment rate being an example. According to the U.S. Bureau of Labor Statistics, the national unemployment rate remained 6.3% as of April 30, 2014.

Some of our core credit objectives include working with clients to promote risk management, ensure high quality financial statements and production reports, encourage disciplined marketing plans, and provide individualized servicing plans and strategies. We continue to be involved and support positive legislative changes for agriculture and rural America.

LOANS HELD TO MATURITY

Loans held to maturity were $6.4 billion at March 31, 2014, a $73.3 million increase from December 31, 2013. This increase was due to our continued focus on capitalizing on growth opportunities in our correspondent lending programs in our real estate mortgage portfolio. This increase was partially offset by repayments made by clients in our production agriculture sectors.

Portfolio Credit Quality

The credit quality of our portfolio has declined from December 31, 2013. Adversely classified loans increased slightly to 3.1% of the portfolio at March 31, 2014, from 2.9% of the portfolio at December 31, 2013, mainly due to one swine account being downgraded. Adversely classified loans are loans we have identified as showing some credit weakness outside our credit standards. We have considered portfolio credit quality in assessing the reasonableness of our allowance for loan losses.

In certain circumstances, government guarantee programs are used to reduce the risk of loss. At March 31, 2014, $538.4 million of our loans were, to some level, guaranteed under these government programs.

Excluded in the ratios and volumes as discussed in this section are our investment securities. At March 31, 2014, our investment securities totaled $466.7 million, consisting of $269.0 million in mortgage-backed securities issued and guaranteed by Federal Agricultural Mortgage Corporation and $197.7 million in investment securities, issued and guaranteed by the Small Business Administration (SBA) or USDA. Had this volume been included, the adversely classified asset ratio would be 2.9% at March 31, 2014, compared to 2.7% at December 31, 2013.

Risk Assets

The following table summarizes risk information (accruing loans include accrued interest receivable) (dollars in thousands):

As of:	**March 31 2014**	December 31 2013
Loans:		
Nonaccrual	**$ 129,707**	$ 139,397
Accruing restructured	**1,385**	2,101
Accruing loans 90 days or more past due	**313**	--
Total risk loans	**131,405**	141,498
Other property owned	**3,091**	3,315
Total risk assets	**$ 134,496**	$ 144,813
Risk loans as a percentage of total loans	**2.0%**	2.2%
Nonaccrual loans as a percentage of total loans	**2.0%**	2.2%
Total delinquencies as a percentage of total loans	**0.9%**	0.8%

Our risk assets, primarily consisting of nonaccrual volume, have decreased from December 31, 2013.

Nonaccrual loan volume represented 2.0% of our total portfolio. The decrease in nonaccrual loans was due to settling volume mainly through upgrading, payoffs, or paydowns on certain accounts in the dairy and beef industries. We are actively engaged in working with clients to provide individualized servicing plans and strategies. The majority of the remaining accounts in nonaccrual status are in the dairy sector, are current in repayment, and require additional time and performance to bring them back into performing status. At March 31, 2014, 79.5% of our nonaccrual loans were current.

The decrease in accruing restructured loans was primarily due to a real estate mortgage loan moving into nonaccrual status.

The increase in accruing loans 90 days or more past due was primarily due to two clients, of which $139 thousand was refinanced in April. Based on our analysis, all loans 90 days or more past due and still accruing interest were adequately secured and in the process of collection and, as such, were eligible to remain in accruing status.

Allowance for Loan Losses

The allowance for loan losses is an estimate of losses on loans in our portfolio as of the financial statement date. We determine the appropriate level of allowance for loan losses based on periodic evaluation of factors such as loan loss history, probability of default, estimated loss severity, portfolio quality, and current economic and environmental conditions.

The following table presents comparative allowance coverage of various loan categories:

Allowance as a percentage of:	**March 31 2014**	December 31 2013
Loans	**0.4%**	0.4%
Nonaccrual loans	**19.1%**	17.7%
Total risk loans	**18.9%**	17.5%

In our opinion, the allowance for loan losses was reasonable in relation to the risk in our loan portfolio at March 31, 2014.

LOANS HELD FOR SALE

We have loans held for sale under a rural residential mortgage program designed to provide qualified borrowers with additional options for competitive rate financing of rural homes in small towns or that are part of a hobby farm, pastureland, or tillable acreage. Loans closed under this program will be sold to and securitized by a third party investor. At March 31, 2014, the volume in this program was $14.4 million, a $9.9 million increase from December 31, 2013.

RESULTS OF OPERATIONS

Net income for the three months ended March 31, 2014 totaled $26.4 million compared to $24.8 million for the same period in 2013. The following table illustrates profitability information:

For the three months ended March 31	**2014**	2013
Return on average assets	**1.5%**	1.5%
Return on average equity	**9.9%**	11.2%

The decrease in return on average equity was the result of the increase in equity from issuing $100 million of Series A-1 cumulative perpetual preferred stock on May 30, 2013.

The following table summarizes the changes in components of net income (in thousands):

For the three months ended March 31	**2014**	2013	**Increase (decrease) in net income**
Net interest income	**$ 45,495**	$ 41,353	**$ 4,142**
Provision for loan/lease losses	**--**	1,629	**1,629**
Patronage income	**4,827**	4,073	**754**
Other income	**9,456**	12,510	**(3,054)**
Operating expenses	**30,528**	27,472	**(3,056)**
Provision for income taxes	**2,895**	4,019	**1,124**
Net income	**$ 26,355**	$ 24,816	**$ 1,539**

Net interest income was $45.5 million for the three months ended March 31, 2014. The following table quantifies changes in net interest income for the three months ended March 31, 2014 compared to the same period in 2013 (in thousands):

	2014 vs 2013
Changes in volume	**$ 4,658**
Changes in rates	**(883)**
Changes due to asset securitization	**70**
Changes in nonaccrual income and other	**297**
Net change	**$ 4,142**

The change in the provision for loan/lease losses was related to decreases in our risk loans and to lower net loan charge-offs in 2014.

The change in patronage income was primarily related to increased patronage received from AgriBank due to a higher average balance on our note payable and a higher patronage rate compared to the prior year.

The change in other income was primarily related to a decrease in fee income.

We originated rural home loans for resale into the secondary market. We sold loans through the secondary market totaling $6.6 million through March 31, 2014 compared to $20.5 million for the same period in 2013. The fee income from this activity totaled $122 thousand for the three months ended March 31, 2014 compared to $452 thousand for the same period of 2013.

The change in operating expenses was primarily related to increases in salaries and benefits expense, in certain third party incentive program expenses, and in Farm Credit System insurance expense.

The change in provision for income taxes was related to decreased income in the taxable entities due primarily to decreased fee income.

Changes in our return on average assets and return on average members' equity are directly related to the changes in income discussed in this section, changes in assets discussed in the Loan Portfolio section, and changes in capital discussed in the Funding, Liquidity, and Capital section.

FUNDING, LIQUIDITY, AND CAPITAL

Our note payable matured on March 31, 2014 and was renewed for $6.9 billion with a maturity date of March 31, 2015. The note payable will be renegotiated at that time. The repricing attributes of our line of credit generally correspond to the repricing attributes of our loan portfolio which significantly reduces our market interest rate risk.

Cost of funds associated with our note payable includes a marginal cost of debt component, a spread component, which includes cost of servicing, cost of liquidity, bank profit, and, if applicable, a risk premium component. However, we were not subject to a risk premium at March 31, 2014 or December 31, 2013.

Total equity increased $24.6 million from December 31, 2013 primarily due to net income for the period partially offset by redemptions of nonqualified patronage allocations, a preferred stock dividend accrual, and a decrease in capital stock and participation certificates.

Farm Credit Administration (FCA) regulations require us to maintain a permanent capital ratio of at least 7.0%, a total surplus ratio of at least 7.0%, and a core surplus ratio of at least 3.5%. Refer to Note 10 in our 2013 Annual Report for a more complete description of these ratios. As of March 31, 2014, the ratios were as follows:

- The permanent capital ratio was 15.7%.
- The total surplus ratio was 15.4%.
- The core surplus ratio was 12.6%.

The capital adequacy ratios are directly impacted by the changes in capital as more fully explained in this section and the changes in assets as discussed in the Loan Portfolio section.

RELATIONSHIP WITH AGRIBANK

We are required to invest in AgriBank capital stock as a condition of borrowing. On March 5, 2014, the AgriBank Board of Directors approved an amendment to the AgriBank capital plan which reduced the base required stock investment for all affiliated associations, including AgStar Financial Services, from 2.5% to 2.25% effective March 31, 2014.

CERTIFICATION

The undersigned certify they have reviewed AgStar Financial Services, ACA's March 31, 2014 Quarterly Report. It has been prepared under the oversight of the audit committee and in accordance with all applicable statutory or regulatory requirements. The information contained herein is true, accurate, and complete to the best of our knowledge and belief.

Spencer Enninga
Chairperson of the Board
AgStar Financial Services, ACA

Rodney W. Hebrink
Acting President and Chief Executive Officer*
Executive Vice President and Chief Financial Officer
AgStar Financial Services, ACA

May 9, 2014

* AgStar Financial Services, ACA's President and Chief Executive Officer, Paul A. DeBriyn, has been on a medical leave of absence. In his absence, our bylaws provide that his duties and responsibilities are to be performed by AgStar Financial Services, ACA's Chief Financial Officer, Rodney W. Hebrink. Upon Mr. DeBriyn's return, it is anticipated that he will resume all duties and responsibilities as President and Chief Executive Officer.

CONSOLIDATED STATEMENTS OF CONDITION

AgStar Financial Services, ACA
(in thousands)
(Unaudited)

As of:	March 31 2014	December 31 2013
ASSETS		
Loans held to maturity	**$ 6,436,832**	$ 6,363,512
Allowance for loan/lease losses	**24,799**	24,725
Net loans held to maturity	**6,412,033**	6,338,787
Loans held for sale	**14,396**	4,470
Net loans	**6,426,429**	6,343,257
Investment securities	**466,684**	462,424
Assets held for lease, net	**35,629**	36,452
Accrued interest receivable	**48,633**	49,456
Investment in AgriBank, FCB	**136,752**	150,016
Premises and equipment, net	**16,644**	16,793
Other property owned	**3,091**	3,315
Other assets	**34,446**	44,643
Total assets	**$ 7,168,308**	$ 7,106,356
LIABILITIES		
Note payable to AgriBank, FCB	**$ 5,900,456**	$ 5,862,433
Subordinated debt	**100,000**	100,000
Accrued interest payable	**24,836**	22,787
Deferred tax liabilities, net	**5,071**	7,061
Other liabilities	**57,202**	57,915
Total liabilities	**6,087,565**	6,050,196
Contingencies and commitments	**--**	--
EQUITY		
Capital stock and participation certificates	**15,905**	15,912
Preferred stock	**100,000**	100,000
Allocated surplus	**352,744**	339,360
Unallocated surplus	**612,094**	600,888
Total equity	**1,080,743**	1,056,160
Total liabilities and equity	**$ 7,168,308**	$ 7,106,356

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

CONSOLIDATED STATEMENTS OF INCOME

AgStar Financial Services, ACA
(in thousands)
(Unaudited)

For the three months ended March 31		**2014**		2013
Interest income	**$**	**69,961**	$	64,952
Interest expense		**24,466**		23,599
Net interest income		**45,495**		41,353
Provision for loan/lease losses		**--**		1,629
Net interest income after provision for loan/lease losses		**45,495**		39,724
Other income				
Patronage income		**4,827**		4,073
Net operating lease income		**381**		397
Financially related services income		**5,106**		4,659
Fee and miscellaneous income, net		**3,969**		7,454
Total other income		**14,283**		16,583
Operating expenses				
Salaries and employee benefits		**21,009**		19,287
Farm Credit System insurance		**1,750**		1,382
Other operating expenses		**7,769**		6,803
Total operating expenses		**30,528**		27,472
Income before income taxes		**29,250**		28,835
Provision for income taxes		**2,895**		4,019
Net income	**$**	**26,355**	$	24,816

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

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

AgStar Financial Services, ACA
(in thousands)
(Unaudited)

		Capital Stock and Participation Certificates		Preferred Stock		Allocated Surplus		Unallocated Surplus		Total Equity
Balance at December 31, 2012	$	15,655	$	--	$	302,789	$	553,277	$	871,721
Net income		--		--		--		24,816		24,816
Net surplus allocated under nonqualified patronage program		--		--		13,613		(13,613)		--
Redemption of prior year allocated patronage		--		--		(305)		--		(305)
Capital stock and participation certificates issued		410		--		--		--		410
Capital stock and participation certificates retired		(348)		--		--		--		(348)
Balance at March 31, 2013	$	15,717	$	--	$	316,097	$	564,480	$	896,294
Balance at December 31, 2013	$	15,912	$	100,000	$	339,360	$	600,888	$	1,056,160
Net income		**--**		**--**		**--**		**26,355**		**26,355**
Net surplus allocated under nonqualified patronage program		**--**		**--**		**13,462**		**(13,462)**		**--**
Redemption of prior year allocated patronage		**--**		**--**		**(78)**		**--**		**(78)**
Preferred stock dividend		**--**		**--**		**--**		**(1,687)**		**(1,687)**
Capital stock and participation certificates issued		**319**		**--**		**--**		**--**		**319**
Capital stock and participation certificates retired		**(326)**		**--**		**--**		**--**		**(326)**
Balance at March 31, 2014	**$**	**15,905**	**$**	**100,000**	**$**	**352,744**	**$**	**612,094**	**$**	**1,080,743**

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

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1: ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

The accompanying consolidated financial statements contain all adjustments necessary for a fair presentation of the interim consolidated financial condition and consolidated results of operations. While our accounting policies conform to accounting principles generally accepted in the United States of America (U.S. GAAP) and the prevailing practices within the financial services industry, this interim Quarterly Report is prepared based upon statutory and regulatory requirements and, accordingly, does not include all disclosures required by U.S. GAAP. The results of the three months ended March 31, 2014 are not necessarily indicative of the results to be expected for the year ended December 31, 2014. The interim financial statements and the related notes in this Quarterly Report should be read in conjunction with the consolidated financial statements and related notes included in our 2013 Annual Report for the year ended December 31, 2013.

The consolidated financial statements present the consolidated financial results of AgStar Financial Services, ACA (the parent) and AgStar Financial Services, FLCA and AgStar Financial Services, PCA (the subsidiaries). All material intercompany transactions and balances have been eliminated in consolidation.

Recently Issued or Adopted Accounting Pronouncements

We have assessed the potential impact of accounting standards that have been issued, but are not yet effective, and have determined that no such standards are expected to have a material impact to our consolidated financial statements.

NOTE 2: LOANS HELD TO MATURITY AND ALLOWANCE FOR LOAN LOSSES

Loans consisted of the following (dollars in thousands):

As of:	**March 31, 2014**		December 31, 2013	
	Amount	%	Amount	%
Real estate mortgage	**$ 3,258,451**	**50.6%**	$ 3,253,439	51.1%
Production and intermediate term	**1,736,170**	**27.0%**	1,770,700	27.8%
Agribusiness	**708,441**	**11.0%**	638,637	10.1%
Other	**733,770**	**11.4%**	700,736	11.0%
Total	**$ 6,436,832**	**100.0%**	$ 6,363,512	100.0%

The other category is comprised of loans originated under our Mission Related Investment authority, finance and conditional sales leases, and energy, communication, rural residential real estate, and water and waste water loans.

Credit Quality and Delinquency

One credit quality indicator we utilize is the Farm Credit Administration (FCA) Uniform Classification System that categorizes loans into five categories. The categories are defined as follows:

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

The following table summarizes loans and related accrued interest receivable classified under the FCA Uniform Classification System by loan type (dollars in thousands):

	Acceptable		OAEM		Substandard/ Doubtful/Loss		Total
	Amount	%	Amount	%	Amount	%	Amount
As of March 31, 2014							
Real estate mortgage	**$ 3,125,145**	**95.1%**	**$ 44,839**	**1.4%**	**$ 116,118**	**3.5%**	**$ 3,286,102**
Production and intermediate term	**1,662,342**	**95.0%**	**38,210**	**2.2%**	**49,066**	**2.8%**	**1,749,618**
Agribusiness	**663,340**	**93.3%**	**28,904**	**4.1%**	**18,410**	**2.6%**	**710,654**
Other	**714,712**	**97.2%**	**3,065**	**0.4%**	**17,461**	**2.4%**	**735,238**
Total	**$ 6,165,539**	**95.1%**	**$ 115,018**	**1.8%**	**$ 201,055**	**3.1%**	**$ 6,481,612**
As of December 31, 2013							
Real estate mortgage	$ 3,117,201	95.0%	$ 48,033	1.5%	$ 114,465	3.5%	$ 3,279,699
Production and intermediate term	1,704,111	95.4%	40,012	2.3%	41,638	2.3%	1,785,761
Agribusiness	585,988	91.5%	37,933	5.9%	16,813	2.6%	640,734
Other	680,384	96.9%	6,501	0.9%	15,311	2.2%	702,196
Total	$ 6,087,684	95.0%	$ 132,479	2.1%	$ 188,227	2.9%	$ 6,408,390

The following table provides an aging analysis of past due loans and related accrued interest receivable by loan type (in thousands):

	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	90 Days or More Past Due and Accruing
As of March 31, 2014						
Real estate mortgage	**$ 11,791**	**$ 15,741**	**$ 27,532**	**$ 3,258,570**	**$ 3,286,102**	**$ 124**
Production and intermediate term	**20,240**	**3,011**	**23,251**	**1,726,367**	**1,749,618**	**189**
Agribusiness	**252**	**--**	**252**	**710,402**	**710,654**	**--**
Other	**2,605**	**3,037**	**5,642**	**729,596**	**735,238**	**--**
Total	**$ 34,888**	**$ 21,789**	**$ 56,677**	**$ 6,424,935**	**$ 6,481,612**	**$ 313**
As of December 31, 2013						
Real estate mortgage	$ 14,371	$ 16,620	$ 30,991	$ 3,248,708	$ 3,279,699	$ --
Production and intermediate term	4,770	2,478	7,248	1,778,513	1,785,761	--
Agribusiness	--	--	--	640,734	640,734	--
Other	2,657	12,125	14,782	687,414	702,196	--
Total	$ 21,798	$ 31,223	$ 53,021	$ 6,355,369	$ 6,408,390	$ --

Risk Loans

The following table presents risk loan information (accruing loans include accrued interest receivable) (in thousands):

As of:	**March 31 2014**	December 31 2013
Volume with specific reserves	**$ 26,083**	$ 26,523
Volume without specific reserves	**105,322**	114,975
Total risk loans	**$ 131,405**	$ 141,498
Total specific reserves	**$ 5,846**	$ 5,841
For the three months ended March 31	**2014**	2013
Income on accrual risk loans	**$ 8**	$ 83
Income on nonaccrual loans	**1,210**	985
Total income on risk loans	**$ 1,218**	$ 1,068
Average risk loans	**$ 134,211**	$ 163,553

Troubled Debt Restructurings

In situations where, for economic or legal reasons related to the borrower's financial difficulties, we grant a concession for other than an insignificant period of time to the borrower that we would not otherwise consider, the related loan is classified as a troubled debt restructuring, also known as a restructured loan. A concession is generally granted in order to minimize economic loss and avoid foreclosure. Concessions vary by program and borrower and may include interest rate reductions, term extensions, payment deferrals, or an acceptance of additional collateral in lieu of payments. In limited circumstances, principal may be forgiven. Loans classified as troubled debt restructurings are considered risk loans. All risk loans are analyzed within our allowance for loan losses. We record a specific allowance to reduce the carrying amount of the restructured loan to the lower of book value or net realizable value of collateral.

The following table presents information regarding troubled debt restructurings that occurred during the three months ended March 31 (in thousands):

	2014		2013	
	Pre-modification	Post-modification	Pre-modification	Post-modification
Real estate mortgage	**$ 147**	**$ 147**	$ 159	$ 158
Production and intermediate term	**64**	**64**	36	37
Total	**$ 211**	**$ 211**	$ 195	$ 195

Pre-modification represents the outstanding recorded investment of the loan just prior to restructuring and post-modification represents the outstanding recorded investment of the loan immediately following the restructuring. The recorded investment of the loan is the face amount of the receivable increased or decreased by applicable accrued interest and unamortized premium, discount, finance charges, and acquisition costs and may also reflect a previous direct charge-off.

There were no troubled debt restructurings that defaulted during the three months ended March 31, 2014 in which the modification was within twelve months of the respective reporting period. We had troubled debt restructurings of $33 thousand that defaulted during the three months ended March 31, 2013 in which the modifications were within twelve months of the respective reporting period. These restructurings with a payment default occurred in the real estate mortgage loan category.

The following table presents information regarding troubled debt restructurings outstanding (in thousands):

As of:	**March 31 2014**	December 31 2013
Troubled debt restructurings in accrual status	**$ 1,385**	$ 2,101
Troubled debt restructurings in nonaccrual status	**51,073**	54,861
Troubled debt restructurings	**$ 52,458**	$ 56,962

Troubled debt restructurings volume decreased $3.8 million in the first quarter of 2014, mainly due to paydowns or payoffs in the dairy and beef industries.

Additional commitments to lend to borrowers whose loans have been modified in a troubled debt restructuring were $76 thousand at March 31, 2014.

Allowance for Loan Losses

A summary of changes in the allowance for loan losses follows (in thousands):

Three months ended March 31	**2014**	2013
Balance at beginning of year	**$ 24,725**	$ 26,814
Provision for loan/lease losses	**--**	1,629
Loan recoveries	**571**	233
Loan charge-offs	**(497)**	(935)
Balance at end of period	**$ 24,799**	$ 27,741

The decrease in allowance for loan losses was related to decreases in our risk loans and to lower net loan charge-offs in 2014.

NOTE 3: INVESTMENT IN AGRIBANK

As of March 31, 2014, we were required by AgriBank to maintain an investment equal to 2.25% of the average quarterly balance of our note payable to AgriBank plus an additional 1.0% on growth that exceeded a targeted rate. Previously, the required investment was equal to 2.5%. The balance of our investment in AgriBank, all required stock, was $136.8 million at March 31, 2014 and $150.0 million at December 31, 2013.

NOTE 4: INVESTMENT SECURITIES

We held investment securities of $466.7 million at March 31, 2014 and $462.4 million at December 31, 2013. Our investment securities consisted of:

- securities containing loans guaranteed by the Small Business Administration (SBA) or by the United States Department of Agriculture (USDA), and
- mortgage-backed securities issued by the Federal Agricultural Mortgage Corporation (Farmer Mac).

Our investment securities have been classified as held-to-maturity. The investment portfolio is evaluated for other-than-temporary impairment. To date, we have not recognized any impairment on our investment portfolio.

The following table presents further information on investment securities (dollars in thousands):

	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value	Weighted Average Yield
As of March 31, 2014					
SBA	**$ 197,734**	**$ 473**	**$ (9,054)**	**$ 189,153**	**3.8%**
Farmer Mac	**268,950**	**2,082**	**(2,952)**	**268,080**	**4.4%**
Total	**$ 466,684**	**$ 2,555**	**$ (12,006)**	**$ 457,233**	**4.2%**
As of December 31, 2013					
SBA	$ 190,040	$ 797	$ (8,112)	$ 182,725	3.8%
Farmer Mac	272,384	1,764	(5,099)	269,049	4.5%
Total	$ 462,424	$ 2,561	$ (13,211)	$ 451,774	4.2%

Investment income is recorded in “Interest income” in the Consolidated Statements of Income and totaled $3.8 million and $4.3 million for the three months ended March 31, 2014 and 2013, respectively.

The following table presents contractual maturities of our investment securities (in thousands):

As of March 31, 2014	Amortized Cost
Less than one year	**$ 1,070**
One to five years	**29,013**
Five to ten years	**90,071**
More than ten years	**346,530**
Total	**$ 466,684**

A summary of investments in an unrealized loss position presented by the length of time the investments have been in continuous unrealized loss position follows (in thousands):

	Less than 12 months		Greater than 12 months	
As of March 31, 2014	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
SBA/USDA	**$ 68,361**	**$ 3,653**	**$ 78,758**	**$ 5,402**
Farmer Mac	**107,901**	**2,534**	**8,563**	**417**
Total	**$ 176,262**	**$ 6,187**	**$ 87,321**	**$ 5,819**

NOTE 5: CONTINGENCIES AND COMMITMENTS

In the normal course of business, we have contingent liabilities and outstanding commitments, primarily commitments to extend credit, which may not be reflected in the accompanying consolidated financial statements. We do not anticipate any material losses because of these contingencies or commitments.

We may be named as a defendant in lawsuits or legal actions in the normal course of business. At the date of these consolidated financial statements, we were not aware of any such actions that would have a material impact on our financial condition. However, such actions could arise in the future.

NOTE 6: FAIR VALUE MEASUREMENTS

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or most advantageous market for the asset or liability. Accounting guidance also establishes a fair value hierarchy, with three levels of inputs that may be used to measure fair value. Refer to Note 2 in our 2013 Annual Report for a more complete description of the three input levels.

Recurring Basis

We had loans held for sale of $14.4 million as of March 31, 2014 and $4.5 million at December 31, 2013, which were measured at fair value on a recurring basis and valued using Level 3 unobservable inputs. Total gains related to these loans of $115 thousand were recognized in "Fee and miscellaneous income, net" in the Consolidated Statements of Income during the three months ended March 31, 2014.

We also had forward contracts of $5.5 million as of March 31, 2014 and $3.0 at December 31, 2013, which were used to manage exposure to interest rate risk and changes in the fair value of loans held for sale and the interest rate lock commitments that are determined prior to funding. These derivatives were measured at fair value on a recurring basis and valued using Level 1 fair value inputs. Total losses related to these derivatives of $57 thousand were recognized in "Fee and miscellaneous income, net" in the Consolidated Statements of Income during the three months ended March 31, 2014.

Non-Recurring Basis

We may be required, from time to time, to measure certain assets at fair value on a non-recurring basis. Information on assets measured at fair value on a non-recurring basis follows (in thousands):

	Fair Value Measurement Using			Total Fair	Total Gains
	Level 1	Level 2	Level 3	Value	(Losses)
As of March 31, 2014					
Loans	**$ --**	**$ 1,950**	**$ 19,299**	**$ 21,249**	**$ (239)**
Other property owned	**--**	**--**	**4,849**	**4,849**	**6**
As of December 31, 2013					
Loans	$ --	$ 1,876	$ 19,840	$ 21,716	$ 539
Other property owned	--	--	5,270	$ 5,270	(2,004)

Valuation Techniques

Loans held for sale: The loans held for sale portfolio is held at fair value; therefore, carrying amount is equal to fair value. Fair value is based on quoted market prices, where available, or the prices for other similar mortgage loans with similar characteristics. As necessary, these prices are adjusted for typical securitization activities, including servicing value, portfolio composition, market conditions, and liquidity.

Derivatives: If an active market exists, the fair value is based on currently quoted market prices.

Loans: Represents the carrying amount and related write-downs of loans which were evaluated for individual impairment based on the appraised value of the underlying collateral. When the value of the collateral, less estimated costs to sell, is less than the principal balance of the loan, a specific reserve is established. Costs to sell represent transaction costs and are not included as a component of the asset's fair value.

Other property owned: Represents the fair value and related losses of foreclosed assets that were measured at fair value based on the collateral value, which is generally determined using appraisals, or other indications based on sales of similar properties. Costs to sell represent transaction costs and are not included as a component of the asset's fair value.

NOTE 7: SUBSEQUENT EVENTS

We have evaluated subsequent events through May 9, 2014, which is the date the consolidated financial statements were available to be issued. There have been no material subsequent events that would require recognition in our Quarterly Report or disclosure in the Notes to Consolidated Financial Statements.