

Quarterly Report September 30, 2012

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following commentary reviews the consolidated financial position and consolidated results of operations of 1st Farm Credit Services, ACA and its 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 2011 Annual Report for the year ended December 31, 2011.

AgriBank, FCB's (AgriBank) financial condition and results of operations materially affect members' investment in 1st Farm Credit Services, ACA. To request free copies of the AgriBank and combined AgriBank, FCB and Affiliated Associations' financial reports or additional copies of our report contact us at 2000 Jacobssen Drive, Normal, IL 61761, (309) 268-0100 or website www.1stfarmcredit.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 agribankmn@agribank.com. The AgriBank and combined AgriBank, FCB and Affiliated Associations' financial reports are also available through AgriBank's website at www.agribank.com.

Loan Portfolio

Loans totaled \$3.7 billion at September 30, 2012, a \$276.2 million increase from December 31, 2011. The net increase in loans is due to the continued strong demand for farm real estate loans. The profitable 2011 crop year resulted in less borrowing by our grain producer clients for operating lines of credit.

Agricultural and Economic Conditions

Dry conditions continue, although precipitation is now near normal. Topsoil conditions have greatly improved since last quarter due to adequate amounts of autumn rain, while subsoil conditions remain less than adequate.

Corn harvest this year is 71% complete compared to 29% complete one year ago. The 5 year average is 33% harvested. Soybean harvest at 22% complete is 1% above the 5 year average of 21% and 12% above this time last year's average of 10% harvested. Ninety-eight percent of the soybean crop is turning yellow. Farmers reported frost damage to late maturing soybeans. Central Illinois corn prices closed at \$7.58 for the quarter, up \$0.91 from second quarter, and up \$1.82 from one year ago. Soybeans closed at \$15.89 for the quarter, up \$0.89 from last quarter and up \$4.14 from one year ago.

The number of hogs and pigs on Illinois farms on September 1, 2012 was 4.65 million head, no change for the quarter, but down 1% from last year. Farrowing intentions are 250 thousand for September-November 2012, down 2% from actual farrowings for the same period one year ago. Nationally, the inventory of hogs and pigs was 67.5 million head, up 3% for the quarter, and up slightly from one year ago. Sows farrowed during this quarter represented 49% of the breeding herd, totaling 2.89 million head, down 1% from one year ago.

The range of corn yields from this year's harvest varied widely from zero to well above 200 bushels per acre in our area. Although yields in general are significantly lower than normal, crop insurance will allow most farms to have minimal fluctuation in income this year. Due to the drought, the current risks are availability of feed and higher feed prices for livestock. As livestock loans represent less than 10% of our total portfolio, and grain production is stabilized by crop insurance, projected loan loss risk is minimal.

Portfolio Credit Quality

The credit quality of our portfolio has improved from December 31, 2011. Adversely classified loans have decreased to 1.5% of the portfolio at September 30, 2012, from 1.9% of the portfolio at December 31, 2011. 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 some circumstances, we use various governmental guarantee programs to reduce the risk of loss. At September 30, 2012, \$207.0 million of our loans were, to some level, guaranteed under these governmental programs.

The following table summarizes risk assets including accrued interest receivable and delinquency information (dollars in thousands):

	September 30	December 31
As of:	2012	2011
Loans:		
Accruing restructured	\$707	\$580
Accruing loans 90 days or more past due	48	
Nonaccrual	24,712	31,409
Total risk loans	25,467	31,989
Other property owned		48
Total risk assets	\$25,467	\$32,037
Risk loans as a percentage of total loans	0.7%	0.9%
Total delinquencies as a percentage of total loans	0.6%	0.6%

Our risk assets have decreased from December 31, 2011 and remain at acceptable levels. Total risk loans as a percentage of total loans remain well within our established risk management guidelines.

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.

The decrease in nonaccrual loans was primarily due to charge-offs in our horticultural portfolio and the complete payoff of one loan. Nonaccrual loans remained at an acceptable level at September 30, 2012 and represented 0.7% of our total portfolio. At September 30, 2012, 18.7% of our nonaccrual loans were current.

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 severity of loss given default, portfolio quality and current economic and environmental conditions.

Comparative allowance coverage of various loan categories follows:

	September 30	December 31
Allowance as a percentage of:	2012	2011
Loans	0.2%	0.3%
Nonaccrual loans	36.5%	34.9%
Total risk loans	35.4%	34.2%

In our opinion, the allowance for loan losses was reasonable in relation to the risk in our loan portfolio at September 30, 2012.

Results of Operations

Net income for the nine months ended September 30, 2012 totaled \$68.4 million compared to \$57.4 million for the same period in 2011. The following table illustrates profitability information:

As of September 30	2012	2011
Return on average assets	2.3%	2.1%
Return on average members' equity	13.1%	12.4%

The following table summarizes the changes in components of net income for the nine months ended September 30, 2012 compared to the same period in 2011 (in thousands):

Increase (decrease) in net income	2012 vs 2011
Net interest income	\$1,935
Provision for loan losses	2,928
Patronage income	2,091
Other income	3,807
Operating expenses	(2,695)
Provision for income taxes	2,858
Total change in net income	\$10,924

Net interest income was \$74.9 million for the nine months ended September 30, 2012. The following table quantifies changes in net interest income for the nine months ended September 30, 2012 compared to the same period in 2011 (in thousands):

Change in net interest income	2012 vs 2011
Changes in volume	\$5,360
Changes in rates	(3,613)
Changes in nonaccrual income and other	188
Net change	\$1,935

The change in the provision for loan losses was due to reduced risk assets.

The change in patronage income was primarily related to increased patronage received from AgriBank due to a higher patronage rate compared to the prior year. Additionally, patronage income on our sale of a participation interest in certain real estate loans to AgriBank increased due to the share of distributions from Allocated Insurance Reserve Accounts (AIRA) totaling \$689 thousand related to the participations sold to AgriBank. These reserve accounts were established in previous years by the Farm Credit System Insurance Corporation when premiums collected increased the level of the Insurance Fund beyond the required 2% of insured debt. There was no distribution in 2011.

The change in other income was primarily due to our share of distributions from AIRA of \$3.5 million and increases in multi-peril and hail insurance income, partially offset by a decrease in insurance refunds.

The change in operating expenses was primarily related to increases in salaries and employee benefits expenses.

The change in provision for income taxes was primarily related to a decrease in pretax income on the taxable entity.

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

We borrow from AgriBank in the form of a line of credit. Our promissory note matured on January 31, 2012 and was renewed for \$3.75 billion with a maturity date of January 31, 2013. The note 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.

Total members' equity increased \$62.4 million from December 31, 2011 primarily due to net income for the period and an increase in capital stock and participation certificates partially offset by patronage distribution accruals.

Farm Credit Administration regulations require us to maintain a permanent capital ratio of at least 7%, a total surplus ratio of at least 7% and a core surplus ratio of at least 3.5%. Refer to Note 8 in our 2011 Annual Report for a more complete description of these ratios. As of September 30, 2012, the ratios were as follows:

- The permanent capital ratio was 15.2%.
- The total surplus ratio was 15.0%.
- The core surplus ratio was 15.0%.

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.

Initiatives Update

ProPartners Financial

We currently have an alliance with nine other Farm Credit associations to provide producer financing for agribusiness companies under the trade name, ProPartners Financial (ProPartners). Northwest Farm Credit Services (Northwest) joined the alliance September 1, 2012 resulting in expanded territory in which ProPartners loans can be originated. ProPartners is directed by representatives from participating associations. The income, expense and loss sharing arrangements are based on each association's participation interest in ProPartners' volume. Each association's allocation is established according to a prescribed formula which includes risk funds of the associations. The addition of Northwest will allow us to increase our financial strength, processing capacity, technology, expertise and geographic diversity to support our clients' growth. While our proportionate ownership share will decline, the total volume will increase and, as a result, is not expected to have a material impact on our financial statements.

Certification

The undersigned certify they have reviewed 1st Farm Credit Services, ACA's September 30, 2012, 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.

Stephen Cowser Chairperson of the Board 1st Farm Credit Services, ACA

Gary J. Ash

President and Chief Executive Officer 1st Farm Credit Services, ACA

James F. Garvin Chief Financial Officer

1st Farm Credit Services, ACA

November 5, 2012

CONSOLIDATED STATEMENTS OF CONDITION

1 st Farm Credit Services, ACA (in thousands) (Unaudited)

	September 30 2012	December 31 2011
ASSETS	2012	2011
Loans	\$3,657,255	\$3,381,073
Allowance for loan losses	9,021	10,949
Net loans	3,648,234	3,370,124
Investment in AgriBank, FCB	124,554	121,828
Investment securities	280,785	274,513
Accrued interest receivable	44,322	34,659
Premises and equipment, net	18,041	15,827
Other property owned		48
Assets held for lease, net	15,029	12,160
Other assets	10,829	17,039
Total assets	\$4,141,794	\$3,846,198
LIABILITIES		
Note payable to AgriBank, FCB	\$3,381,730	\$3,146,145
Accrued interest payable	11,431	11,576
Patronage distribution payable	6,306	8,200
Other liabilities	14,173	14,495
Total liabilities	3,413,640	3,180,416
Contingencies and commitments		
MEMBERS' EQUITY		
Protected members' equity	12	16
Capital stock and participation certificates	9,532	9,189
Unallocated surplus	718,610	656,577
Total members' equity	728,154	665,782
Total liabilities and members' equity	\$4,141,794	\$3,846,198

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

CONSOLIDATED STATEMENTS OF INCOME

1 st Farm Credit Services, ACA (in thousands) (Unaudited)

	Three Months	s Ended	Nine Months Ended	
Period ended September 30	2012	2011	2012	2011
Interest income	\$36,845	\$35,160	\$109,410	\$108,980
Interest expense	11,431	11,395	34,464	35,969
Net interest income	25,414	23,765	74,946	73,011
Provision for loan losses	1,513	3,496	1,136	4,064
Net interest income after provision for loan losses	23,901	20,269	73,810	68,947
Other income				
Patronage income	5,399	5,652	17,201	15,110
Financially related services income	6,145	4,914	6,907	6,630
Fee income	1,099	1,294	3,267	3,258
Allocated insurance reserve account distribution			3,464	
Miscellaneous income, net	301	328	1,101	1,044
Total other income	12,944	12,188	31,940	26,042
Operating expenses				
Salaries and employee benefits	8,232	7,275	23,544	21,632
Other operating	4,142	3,918	11,897	11,114
Total operating expenses	12,374	11,193	35,441	32,746
Income before income taxes	24,471	21,264	70,309	62,243
Provision for income taxes	664	1,419	1,959	4,817
Net income	\$23,807	\$19,845	\$68,350	\$57,426

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

CONSOLIDATED STATEMENTS OF CHANGES IN MEMBERS' EQUITY

1 st Farm Credit Services, ACA (in thousands) (Unaudited)

	Protected Members' Equity	Capital Stock and Participation Certificates	Unallocated Surplus	Total Members' Equity
Balance at December 31, 2010	\$17	\$8,665	\$579,334	\$588,016
Net income		φο,σσσ 	57,426	57,426
Unallocated surplus designated for patronage distributions			(3,295)	(3,295)
Capital stock/participation certificates issued		771		771
Capital stock/participation certificates retired		(424)		(424)
Balance at September 30, 2011	\$17	\$9,012	\$633,465	\$642,494
Balance at December 31, 2011	\$16	\$9,189	\$656,577	\$665,782
Net income			68,350	68,350
Unallocated surplus designated for patronage distributions			(6,317)	(6,317)
Capital stock/participation certificates issued		874		874
Capital stock/participation certificates retired	(4)	(531)		(535)
Balance at September 30, 2012	\$12	\$9,532	\$718,610	\$728,154

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 nine months ended September 30, 2012 are not necessarily indicative of the results to be expected for the year ended December 31, 2012. 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 2011 Annual Report for the year ended December 31, 2011.

The consolidated financial statements present the consolidated financial results of 1st Farm Credit Services, ACA (the parent) and 1st Farm Credit Services, FLCA and 1st Farm Credit Services, PCA (the subsidiaries). All material intercompany transactions and balances have been eliminated in consolidation.

Recently Issued or Adopted Accounting Pronouncements

In September 2011, the Financial Accounting Standards Board (FASB) issued guidance entitled, "Compensation – Retirement Benefits – Multiemployer Plans." The guidance is intended to provide more information about an employer's financial obligations to multiemployer pension and post-employment benefit plans which should help financial statement users better understand the financial health of significant plans in which the employer participates. For non-public entities, the disclosures are effective for annual reporting periods ending on or after December 15, 2012. The adoption of this guidance will have no impact on our consolidated financial condition or consolidated results of operations, but may result in additional disclosures.

In June 2011, the FASB issued guidance entitled, "Presentation of Comprehensive Income." The guidance eliminates the current option to report other comprehensive income and its components in the statement of changes in equity. An entity can elect to present items of net income and other comprehensive income in one continuous statement — referred to as the Statement of Comprehensive Income — or in two separate, but consecutive, statements. Each component of net income and each component of other comprehensive income, together with totals for comprehensive income and its two parts — net income and other comprehensive income, would need to be displayed under either alternative. The statement(s) would need to be presented with equal prominence as the other primary financial statements. The guidance is intended to improve the comparability, consistency and transparency of financial reporting and to increase the prominence of items reported in other comprehensive income. For non-public entities, the guidance is effective for fiscal years ending after December 15, 2012, and interim and annual periods thereafter. The adoption of the guidance will have no impact on our consolidated financial condition or consolidated results of operations, but may result in changes to our financial statement presentation.

In May 2011, FASB issued guidance entitled, "Fair Value Measurement – Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and International Financial Reporting Standards (IFRS)." The guidance results in a consistent definition of fair value and common requirements for measurement of and disclosure about fair value between U.S. GAAP and IFRS as more fully outlined in the 2011 Annual Report. The amendments are to be applied prospectively. For non-public entities, the amendments are effective for annual periods beginning after December 15, 2011. The adoption of this guidance will have no impact on our consolidated financial condition or consolidated results of operations, but may result in additional disclosures.

In April 2011, the FASB issued guidance entitled, "A Creditor's Determination of Whether a Restructuring Is a Troubled Debt Restructuring." The guidance provides additional clarification to creditors for evaluating whether a modification or restructuring of a receivable is a troubled debt restructuring. The guidance is effective for non-public entities for annual periods ending on or after December 15, 2012, including interim periods within those annual periods. The adoption of this guidance did not have a significant impact on our consolidated financial statements.

NOTE 2: Loans and Allowance for Loan Losses

Loans consisted of the following (dollars in thousands):

As of:	September 30,	2012	December 31, 2	2011
	Amount	%	Amount	%
Real estate	\$1,903,835	52.1%	\$1,723,090	50.9%
Commercial/agribusiness	1,563,249	42.7%	1,537,488	45.5%
Other	190,171	5.2%	120,495	3.6%
Total	\$3,657,255	100.0%	\$3,381,073	100.0%

Delinquency

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

				Not Past Due		90 Days
	30-89	90 Days		or Less than		or More
	Days	or More	Total	30 Days	Total	Past Due
	Past Due	Past Due	Past Due	Past Due	Loans	and Accruing
As of September 30, 2012						
Real estate	\$2,994	\$4,297	\$7,291	\$1,919,717	\$1,927,008	\$
Commercial/agribusiness	3,269	11,391	14,660	1,567,100	1,581,760	48
Other	1,702		1,702	189,313	191,015	
Total	\$7,965	\$15,688	\$23,653	\$3,676,130	\$3,699,783	\$48
As of December 31, 2011						_
Real estate	\$381	\$6,400	\$6,781	\$1,731,164	\$1,737,945	\$
Commercial/agribusiness	380	9,653	10,033	1,545,125	1,555,158	
Other	4,249		4,249	116,735	120,984	<u></u>
Total	\$5,010	\$16,053	\$21,063	\$3,393,024	\$3,414,087	\$

Risk Loans

The following table presents information concerning risk loans (in thousands):

	September 30	December 31
As of:	2012	2011
Volume with specific reserves	\$12,500	\$16,653
Volume without specific reserves	12,967	15,336
Total risk loans	\$25,467	\$31,989
Total specific reserves	\$4,155	\$6,102
Nine months ended September 30	2012	2011
Income on accrual risk loans	\$25	\$33
Income on nonaccrual loans	1,075	887
Total income on risk loans	\$1,100	\$920
Average risk loans	\$26,743	\$37,293

The decrease in total risk loans is primarily due to charge-offs in our horticultural portfolio and the complete payoff of one risk loan.

Troubled Debt Restructurings

A restructuring of a loan constitutes a troubled debt restructuring, also known as formally restructured, if for economic or legal reasons related to the borrower's financial difficulties we grant a concession to the borrower that we would not otherwise consider. Concessions vary by program and borrower. Concessions may include interest rate reductions, term extensions, payment deferrals or the acceptance of additional collateral in lieu of payments. In limited circumstances, principal may be forgiven. When a restructured loan constitutes a troubled debt restructuring, these loans are included within our 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 formally 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 nine months ended September 30, 2012 (in thousands):

	Pre-modification	Post-modification
	Outstanding	Outstanding
	Recorded Investment	Recorded Investment
Real estate	\$56	\$56
Commercial/agribusiness	1,879	1,888
Total	\$1,935	\$1,944

Pre-modification represents the recorded investment just prior to restructuring and post-modification represents the recorded investment immediately following the restructuring. The recorded investment 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 of the investment.

The following table presents information regarding troubled debt restructurings that occurred within the previous 12 months that subsequently experienced a payment default during the nine months ended September 30, 2012 (in thousands):

	Recorded Investment
Real estate	\$64
Commercial/agribusiness	127_
Total	\$191

Troubled debt restructurings outstanding at September 30, 2012 totaled \$15.2 million, of which \$14.5 million were in nonaccrual status. Additional commitments to lend to borrowers whose loans have been modified in a troubled debt restructuring were \$49 thousand at September 30, 2012.

Allowance for Loan Losses

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

Nine months ended September 30	2012	2011
Balance at beginning of year	\$10,949	\$13,314
Provision for loan losses	1,136	4,064
Loan recoveries	63	28
Loan charge-offs	(3,127)	(1,744)
Balance at end of period	\$9,021	\$15,662

The decrease in our allowance for loan losses was a result of improved credit quality in much of our portfolio and charge-offs in our horticultural portfolio.

NOTE 3: Investment Securities

We held investment securities of \$280.8 million at September 30, 2012 and \$274.5 million at December 31, 2011. Our investment securities consisted of loans guaranteed by the Small Business Administration.

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):

	September 30	December 31
As of:	2012	2011
Amortized cost	\$280,785	\$274,513
Unrealized gains	5,457	5,310
Unrealized losses	(508)	(312)
Fair value	\$285,734	\$279,511
Weighted average yield	1.2%	1.3%

Investment income is recorded in "Interest income" on the Consolidated Statements of Income and totaled \$2.6 million and \$2.3 million for the nine months ended September 30, 2012 and 2011, respectively.

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

As of September 30, 2012	Amortized Cost		
One to five years	\$25,160		
Five to ten years	128,239		
More than ten years	127,386		
Total	\$280,785		

NOTE 4: Contingencies and Commitments

In the normal course of business, we have various contingent liabilities and commitments outstanding, 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.

From time to time, we may be named as a defendant in certain 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 5: Fair Value Measurements

The FASB guidance on "Fair Value Measurement" defines fair value 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. The guidance also establishes a fair value hierarchy, with three levels of inputs that may be used to measure fair value. Refer to Notes 2 and 13 in our 2011 Annual Report for a more complete description.

We did not have any assets or liabilities measured at fair value on a recurring basis at September 30, 2012 or December 31, 2011. We may be required, from time to time, to measure certain assets at fair value on a non-recurring basis. Information about assets measured at fair value on a non-recurring basis was as follows (in thousands):

_	Fair Value Measurement Using			Total Fair	Total Gains
_	Level 1	Level 2	Level 3	Value	(Losses)
September 30, 2012					
Loans	\$	\$393	\$8,370	\$8,763	\$(1,180)
Other property owned	-	-	-		3
December 31, 2011					
Loans	\$	\$361	\$10,718	\$11,079	\$285
Other property owned			50	50	

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.

The fair value measurement would fall under Level 2 of the hierarchy if the process uses independent appraisals and other market-based information. The fair value measurement would fall under Level 3 of the hierarchy if the process requires significant input based on management's knowledge of and judgment about current market conditions, specific issues relating to the collateral and other matters.

NOTE 6: Subsequent Events

We have evaluated subsequent events through November 5, 2012, 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.