

# **SECOND QUARTER 2004**

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Neil L. Jordan  
Chief Executive Officer



Thomas L. Antesberger  
Chairman of the Board

July 29, 2004

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

(dollars in thousands)

The following commentary reviews the financial condition and results of operations of Ag Credit Agricultural Credit Association (Association) for the period ended June 30, 2004. These comments should be read in conjunction with the accompanying consolidated financial statements, notes to the consolidated financial statements and the 2003 annual report of the Association.

## LOAN PORTFOLIO

The Association provides funds to farmers, rural homeowners, and farm-related businesses for financing of short and intermediate-term loans and long-term real estate mortgage loans. The Association's loan portfolio is diversified over a range of agricultural commodities, including corn, soybeans, field crops, livestock, and horticultural products. These commodities totaled approximately \$510,668 or 84.4 percent of the loan portfolio as of June 30, 2004.

	6/30/04	12/31/03	\$ Change	% Change
Long-term farm mortgage	\$ 306,744	\$ 299,632	\$ 7,112	2.4%
Production and intermediate-term	232,251	229,145	3,106	1.4
Rural home	43,541	40,679	2,862	7.0
Farm related business	9,059	8,067	992	12.3
Processing and marketing	1,684	1,757	(73)	(4.2)
Leases	1,826	2,477	(651)	(26.3)
Nonaccruals	3,079	4,409	(1,330)	(30.2)
Participations purchased	13,903	15,929	(2,026)	(12.7)
Less: participations sold	(7,041)	(4,572)	(2,469)	54.0
Total	\$ 605,046	\$ 597,523	\$ 7,523	1.3%

During the reporting period the Association did experience an increased demand for long-term farm mortgage loans, farm related business loans and rural home loans. The production volume, which is heavily influenced by operating-type loans, typically increases during the second quarter of each year as borrowers draw on lines of credit to pay crop input expenses and other operating expenses. The increase for the second quarter of 2004 was not as large as in previous years primarily due to improved farm earnings resulting from above average crop yields in 2003 and stronger commodity prices. This has improved borrower liquidity allowing them to reduce debt that was carried over as a result of the devastating impact of the 2002 drought and reduced the amount of current operating credit needed. In addition, the 2004 planting season was delayed in many parts of our service area, which has delayed the need for our members to draw on their operating lines of credit. Participation purchased volume decreased primarily due to the pay down of term debt. Participations sold increased due to the increased borrowing of a large corporate account whose total borrowings exceeded the Association's hold position.

There is an inherent risk in the extension of any type of credit. There are no significant potential credit risks identified within the loan portfolio that could adversely impact the performance of the portfolio in the near future. Portfolio credit quality remains strong and credit administration is satisfactory. Nonaccrual loans decreased due to collections made on loans in nonaccrual status and the transfer of several large nonaccrual loans back to accrual status. The following table represents risk asset information:

As of:	6/30/04	12/31/03
Loans:		
Accruing restructured	\$ 376	\$ 546
Past due 90 days or more and still accruing interest	—	—
Nonaccrual	3,079	4,409
Total risk loans	\$ 3,455	\$ 4,955
Risk loans as a percentage of loans	0.6%	0.8%

Association management maintains an allowance for loan losses in an amount considered to be in relation to the possible losses in the loan portfolio based on current and expected future conditions. Management determines the appropriate allowance level by considering such factors as loan loss experience, portfolio quality, portfolio concentrations and economic and environmental factors. During the six months ending June 30, 2004, the Association did not make any addition to the allowance. The Association continues to emphasize the use of FSA guarantees to help manage credit risk inherent in the Association's loan portfolio and to help reduce the potential for future loan losses. The following table presents allowance for loan loss information:

As of:	6/30/04	12/31/03
Allowance for loan losses	\$ 11,040	\$ 11,042
Allowance as a percentage of loans	1.82%	1.85%
Nonaccrual loans	358.56%	250.44%
Total risk loans	319.54%	222.85%

## RESULTS OF OPERATIONS

Net income for the six months ending June 30, 2004 was \$6,219, an increase of \$1,560 or 33.5 percent when compared to net income of \$4,659 for the same period in 2003.

Net income for the three months ended June 30, 2004 (Q2 2004) totaled \$3,252, an increase of \$711, or 28.0 percent, as compared to \$2,541 for the same period of 2003 (Q2 2003).

The major components of the changes in net income for the six months and three months ended June 30, 2004 compared to June 30, 2003 are presented below:

	For the 3 months ending June 30 2004-2003	For the 6 months ending June 30 2004-2003
<b>Increase (decrease) in net income due to:</b>		
Net interest income	\$ 506	\$ 1,032
Provision for loan losses	420	840
Loan fees	(151)	(233)
Financially related services	2	25
Equity earnings of AgFirst Farm Credit Bank	(1)	33
Other noninterest income	15	21
Salaries and employee benefits	(22)	(106)
Occupancy and equipment	22	29
Insurance Fund premiums	33	58
Other operating expenses	(111)	(136)
Benefit (provision) for income taxes	(2)	(3)
Total change in net income	<u>\$ 711</u>	<u>\$ 1,560</u>

Net interest income was \$7,945 and \$4,082 for the six months and three months ending June 30, 2004, respectively. The following table quantifies changes in the net interest income for these two periods for 2004 compared to 2003:

	For the 6 months ending June 30 2004-2003	For the 3 months ending June 30 2004-2003
<b>Changes in net interest income created by changes in:</b>		
Volume	\$ 336	\$ 128
Rate	566	220
Loan purchase discount	(75)	(49)
Nonaccrual loan income	205	207
Total change in net interest income	<u>\$ 1,032</u>	<u>\$ 506</u>

The Association has benefited from significant loan re-pricing activities experienced primarily over the course of the last nine months of 2003 and first six months of 2004. The re-pricing activities and the lower general market interest rates allowed for increased earning spreads on loans and significant reduction in borrowing costs. In addition, the Association has been able to add new volume at competitive earnings spreads resulting in increased income to the Association. The lower market rates continued to have an adverse impact on the earnings generated on the Association's own funds in loans. Nonaccrual income increased due to the collection of one nonaccrual loan and the transfer of several significant nonaccrual loans back to accrual status during the second quarter of 2004.

The Association recorded a provision for loan losses of \$420 during Q2 2003 and \$840 for the first six months of 2003, but did not record any provision for loan losses for either period in 2004. Without this difference, the increase in net income for YTD and QTD 2004 when compared to the same period in 2003 would be \$720 or 13.1 percent or \$291 and 9.8 percent, respectively.

Noninterest income is comprised of loan fee income, fees for financially related services (FRS), equity in earnings from AgFirst Farm Credit Bank (the Bank) and miscellaneous income. The changes in these areas are illustrated in the table shown above. Loan fee income decreased YTD and for the quarter due to decreased loan servicing fees and origination fees collected. Late charges on loans also decreased due to improved efforts to keep loans from going past due. FRS income increased YTD due to increased income from multi-peril crop insurance, life insurance and appraisal income. FRS income increased slightly for the quarter due to increased life insurance and appraisal income offset by lower multi-peril insurance income. The equity in earnings of the AgFirst Farm Credit Bank (the Bank) is based on the Association's average note payable to the Bank. The YTD average note payable to the Bank was \$498,139 and \$493,440 as of June 30, 2004 and 2003, respectively.

Noninterest expense is comprised of salaries and employee benefits, occupancy and equipment expense, Insurance Fund premiums and general operating expenses. Salaries and benefits increased due primarily to regular salary increases and increased pension expenses, which were offset by lower accrued incentive related expenses. The Farm Credit System Insurance Corporation (FCSIC) decreased premium rates for 2004 when compared to 2003. The decreased premiums offset the increased loan volume discussed above. Occupancy and equipment expenses decreased primarily due to lower software depreciation and information management equipment lease expenses. Other operating expenses increased due to increased FSA guarantee expenses.

The provision for income taxes was \$78 at June 30, 2004 as compared to \$75 at the same time in 2003.

#### **Key Results of Operations Ratios:**

	6/30/04	12/31/03	6/30/03
Return on average assets	2.09%	1.90%	1.61%
Return on average equity	13.53%	13.61%	11.64%
Net interest margin	2.73%	2.53%	2.44%

The changes in these ratios are directly related to the changes in income discussed above, changes in assets discussed in the Loan Portfolio section and changes in capital discussed in the Capital Resources section below.

#### **FUNDING SOURCES**

The principal source of funds for the Association is the borrowing relationship established with the Bank through a General Financing Agreement. The General Financing Agreement (GFA) utilizes the Association's credit and fiscal performance as criteria for establishing a line of credit on which the Association may draw funds. Additional information on the GFA and the funding process is found on page 9 of the 2003 Annual Report. The total notes payable to the Bank at June 30, 2004 was \$513,444 as compared to \$511,870 at December 31, 2003. The \$1,574 or .31 percent increase is primarily attributed to increased loan volume as described above and the payment of the cash portion of the 2003 patronage refund in April 2004 of \$2,349. These increases were offset by the payment of \$4,081 to the Association by the Bank representing the Bank's 2003 patronage refund to the Association, the increased investment in Class A preferred stock and Association earnings.

## CAPITAL RESOURCES

Total members' equity at June 30, 2004, increased by \$7,240 or 8.28 percent to \$94,674 from the December 31, 2003 total of \$87,434. The increase is primarily from net income of \$6,219 and an increase in capital stock and participation certificates of \$1,177. The increase in capital stock and participation certificates is primarily a result of the \$1,146 increase in Class A Preferred stock.

At June 30, 2004, the Association's permanent capital ratio, total surplus ratio and core surplus ratio exceeded the regulatory minimum requirements of 7 percent, 7 percent and 3.5 percent, respectively. These ratios are calculated in accordance with Farm Credit Administration (FCA) regulations and are defined below:

- The permanent capital ratio is average at-risk capital divided by average risk-adjusted assets.
- The total surplus ratio is average unallocated and allocated surplus less any deductions made in the permanent capital divided by average risk-adjusted assets.
- The core surplus ratio is average unallocated surplus and eligible allocated surplus less the Association's average investment in the Bank divided by average risk-adjusted assets.

The actual ratios are shown in the chart below:

	6/30/04	12/31/03	6/30/03
Permanent Capital Ratio	16.54%	14.91%	13.92%
Total Surplus Ratio	13.70%	12.67%	12.27%
Core Surplus Ratio	12.57%	11.57%	9.83%

The increase in the ratios is related to an increase in average guaranteed loan volume, rural home volume and risk-adjusted capital.

## CHANGES TO ALLOWANCE FOR LOAN LOSSES

In June 2003, the American Institute of Certified Public Accountants' (AICPA) Accounting Standards Executive Committee (AcSEC) issued a proposed Statement of Position – Allowance for Credit Losses, which was intended to clarify the methodology for estimating the allowance for credit losses and to enhance financial statement disclosures related to the allowance for credit losses. In January 2004, AcSEC abandoned its proposed Statement of Position and announced that it would focus instead on improving financial statement disclosures regarding the allowance for loan losses.

System institutions have initiated studies to further refine their methodologies for calculating their respective allowances for loan losses, taking into account generally accepted accounting principles and applicable Farm Credit Administration requirements, as well as the Securities and Exchange Commission and Federal Financial Institutions Examination Council guidelines. These studies are likely to be completed by the fourth quarter of 2004 with any appropriate reductions to the allowance for loan losses implemented at that time. The resulting reductions in the allowance for loan losses may be significant.

In April 2004, the Farm Credit Administration, the System's regulator, issued an "Informational Memorandum" to System institutions regarding the allowance for loan losses. The memorandum addresses the status of the AICPA's project and the Securities and Exchange Commission and the Federal Financial Institutions Examination Council guidance on the subject. The objective of the Farm Credit Administration's memorandum was to clarify its expectations regarding the analysis and related documentation for the allowance for loan losses. The Farm Credit Administration endorsed the direction provided by these other regulatory agencies and will include the conceptual framework addressed in this guidance in their examination process.

The Association is reviewing and revising its allowance for loan loss calculation methodologies, procedures, validation process and board reporting process to ensure compliance with the regulatory requirements and other guidelines discussed above. This process is anticipated to be completed by the end of the third quarter of 2004.

*Ag Credit Agricultural Credit Association*  
**Consolidated Balance Sheets**

<i>(dollars in thousands)</i>	<b>June 30, 2004</b>	<b>December 31, 2003</b>
	<i>(unaudited)</i>	
<b>Assets</b>		
Cash	\$ 243	\$ 363
Loans	605,046	597,523
Less: allowance for loan losses	11,040	11,042
Net loans	594,006	586,481
Accrued interest receivable	9,980	10,543
Investment in AgFirst Farm Credit Bank	5,906	4,206
Premises and equipment, net	1,705	1,757
Other assets	2,789	5,029
Total assets	\$ 614,629	\$ 608,379
<b>Liabilities</b>		
Notes payable to AgFirst Farm Credit Bank	\$ 513,444	\$ 511,870
Accrued interest payable	1,409	1,406
Patronage refund payable	102	2,587
Other liabilities	5,000	5,082
Total liabilities	519,955	520,945
Commitments and contingencies		
<b>Members' Equity</b>		
Capital stock and participation certificates	13,447	12,270
Retained earnings		
Allocated	33,717	33,503
Unallocated	47,510	41,661
Total members' equity	94,674	87,434
Total liabilities and members' equity	\$ 614,629	\$ 608,379

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

*Ag Credit Agricultural Credit Association*  
**Consolidated Statements of Income**

*(unaudited)*

<i>(dollars in thousands)</i>	<b>For the three months ended June 30,</b>		<b>For the six months ended June 30,</b>	
	<b>2004</b>	<b>2003</b>	<b>2004</b>	<b>2003</b>
<b>Interest Income</b>				
Loans	\$ 8,232	\$ 8,034	\$ 16,177	\$ 15,810
<b>Interest Expense</b>				
Notes payable to AgFirst Farm Credit Bank	4,150	4,458	8,232	8,897
Net interest income	4,082	3,576	7,945	6,913
Provision for (reversal of) loan losses	—	420	—	840
Net interest income after provision for (reversal of) loan losses	4,082	3,156	7,945	6,073
<b>Noninterest Income</b>				
Loan fees	111	262	202	435
Fees for financially related services	82	80	139	114
Equity in earnings of AgFirst Farm Credit Bank	950	951	1,884	1,851
Gains (losses) on other property owned, net	(1)	—	(2)	—
Other noninterest income	34	18	38	15
Total noninterest income	1,176	1,311	2,261	2,415
<b>Noninterest Expense</b>				
Salaries and employee benefits	1,290	1,268	2,633	2,527
Occupancy and equipment	109	131	240	269
Insurance Fund premium	126	159	258	316
Other operating expenses	442	331	778	642
Total noninterest expense	1,967	1,889	3,909	3,754
Income before income taxes	3,291	2,578	6,297	4,734
Provision (benefit) for income taxes	39	37	78	75
Net income	\$ 3,252	\$ 2,541	\$ 6,219	\$ 4,659

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

*Ag Credit Agricultural Credit Association*

# Consolidated Statements of Changes in Members' Equity

*(unaudited)*

	<b>Capital Stock and Participation Certificates</b>	<b>Retained Earnings</b>		<b>Total Members' Equity</b>
		<b>Allocated</b>	<b>Unallocated</b>	
<i>(dollars in thousands)</i>				
Balance at December 31, 2002	\$ 8,908	\$ 27,254	\$ 41,335	\$ 77,497
Net income			4,659	4,659
Capital stock/participation certificates issued	770			770
Capital stock/participation certificates retired	(622)			(622)
Cash dividends declared/paid			(54)	(54)
Retained earnings retired		(20)		(20)
Distribution adjustment		28	(76)	(48)
Balance at June 30, 2003	<u>\$ 9,056</u>	<u>\$ 27,262</u>	<u>\$ 45,864</u>	<u>\$ 82,182</u>
Balance at December 31, 2003	\$ 12,270	\$ 33,503	\$ 41,661	\$ 87,434
Net income			6,219	6,219
Capital stock/participation certificates issued	3,921			3,921
Capital stock/participation certificates retired	(2,744)			(2,744)
Cash dividends declared/paid		6	(145)	(139)
Retained earnings retired		(72)		(72)
Distribution adjustment		280	(225)	55
Balance at June 30, 2004	<u>\$ 13,447</u>	<u>\$ 33,717</u>	<u>\$ 47,510</u>	<u>\$ 94,674</u>

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

# Notes to the Consolidated Financial Statements

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

## NOTE 1 – ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

A description of the organization and operations of Ag Credit Agricultural Credit Association (the Association), the significant accounting policies followed, and the financial condition and results of operations as of and for the year ended December 31, 2003, are contained in the 2003 Annual Report to Stockholders. These unaudited second quarter 2004 consolidated financial statements should be read in conjunction with the 2003 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. The results for the six months ended June 30, 2004, are not necessarily indicative of the results to be expected for the year ending December 31, 2004.

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

The Association maintains an allowance for loan losses in accordance with generally accepted accounting principles. The loan portfolio is reviewed quarterly to determine the adequacy of the allowance for losses. As of June 30, 2004, the allowance for losses is adequate in management's opinion to provide for possible losses on existing loans.

## NOTE 2 – ALLOWANCE FOR LOAN LOSSES

An analysis of the allowance for loan losses follows:

Balance at 12-31-02	\$ 10,262
(Reversal of) provision for loan losses	840
Loans (charged off), net of recoveries	<u>(40)</u>
Balance at 6-30-03	<u>\$ 11,062</u>
Balance at 12-31-03	\$ 11,042
(Reversal of) provision for loan losses	–
Loans (charged off), net of recoveries	<u>(2)</u>
Balance at 6-30-04	<u>\$ 11,040</u>

## NOTE 3 – EMPLOYEE BENEFIT PLANS

The Association participates in a defined benefit retirement plan with three other District associations. Pension costs were determined by an actuary on a separate entity basis.

The following is a table of the components of net periodic benefit (income) cost for the defined benefit retirement plan for the six months ended June 30, 2004:

	<b>For the six months ended June 30,</b>	
	<b>2004</b>	<b>2003</b>
Service cost	\$ 184	\$ 143
Interest cost	195	163
Expected return on plan assets	(233)	(181)
Amortization of prior service cost	39	39
Recognized net actuarial (gain) loss	<u>35</u>	<u>24</u>
Net periodic benefit (income) cost	<u>\$ 220</u>	<u>\$ 188</u>

The Association previously disclosed in its financial statements for the quarter ended March 31, 2004, that it expected to contribute \$380 to its pension plan in 2004. As of June 30, 2004 the Association had contributed \$248 to the pension plan. The Association does not anticipate contributing additional funds to its pension plan for the remainder of 2004.

The Association also participates in Districtwide thrift and other postretirement benefit plans. The other postretirement benefit plan provides certain benefits (primarily health care) to its retirees.

The following is a table of retirement and postretirement benefit expense for the six months ended June 30, 2004:

	<b>For the six months ended June 30,</b>	
	<b>2004</b>	<b>2003</b>
Pension	\$ 220	\$ 188
Thrift/deferred compensation	91	88
Other postretirement benefits	<u>232</u>	<u>236</u>
Total	<u>\$ 543</u>	<u>\$ 512</u>