
FARM CREDIT OF SOUTH FLORIDA, ACA

2007 ANNUAL REPORT

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Management

Don Rice.....	President/Chief Executive Officer
C. Robert Pendleton	Chief Lending Officer
Linda Rusciano	Chief Financial Officer
Esther Morales	Chief Credit Officer

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Louis E. Larson, Jr.	Vice Chairman
John L. Alger.....	Director
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John D. Martin, Jr.	Director
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Andrea Thurn	Outside Director

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Message from the President

As we wrap up 2007, I am very pleased to report your Association's earnings once again grew to record levels, credit quality and loan performance also remained at very high levels, and both total assets and capital grew significantly. The Association continues to operate as one of the most efficient and profitable organizations in the Farm Credit System.

Over the past 5 years, the Association's members have faced hurricanes, plant disease and other natural disasters. Logically these would have had a material negative impact on the performance of our loan portfolio. However, it appears most of our members were able to weather this adversity only to be faced with a man-made disaster that may eclipse the natural disasters.

The market for farm land has been directly tied to Southeast Florida's white hot housing market. Farmland prices grew exponentially between 2000 and 2005, as thousands of new homes were started each year. The last half of 2006 saw a sharp increase in unsold inventory, a sharp decline in home starts, and falling home prices. This housing market decline has contributed to a material decline in farm land sales value. Compounding the housing decline is the national credit market crisis where the largest financial institutions in the country have been forced to charge-off billions of dollars invested in home mortgages to borrowers who can not repay the loans.

Our members have been directly impacted as the housing market has declined. Those growers of traditional agricultural crops have seen their ability to sell and the value of their land decline. Our borrowers in the nursery, sod and landscape service businesses have seen a dramatic decline in the demand for their products as new home starts declined and water restrictions reduced demand for plants. Thus far, the vast majority of our members have been able to meet their loan obligations to Farm Credit. However, the depth and duration of the adverse real estate cycle is unknown. This stagnant real estate market will continue to drain the financial resources of our member borrowers.

In anticipation of the downturn we now face, the Board of Directors has increased capital reserves over the past few years. We are confident that the financial position of the Association is very strong and that Farm Credit can remain the dependable source of credit for farmers, ranchers and businesses serving agriculture, even through these difficult times. However, this building of capital has not diminished the level of patronage refund paid by the Association. In early 2008, we will distribute over \$9 million in cash patronage refunds and allocated surplus to our members. I encourage you to read this Report to Stockholders to see for yourself the financial strength of your Association.

On behalf of our entire Farm Credit team, we want to thank you for your patronage of the cooperative and for the opportunity to serve you. We take no greater pride than knowing that, as a cooperative, every customer we serve is the owner of the bank.



Don Rice
President

February 28, 2008

Report of Management

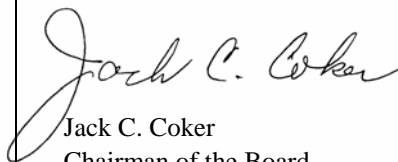
The accompanying consolidated financial statements and related financial information appearing throughout this annual report have been prepared by management of Farm Credit of South Florida, ACA (Association) in accordance with generally accepted accounting principles appropriate in the circumstances. Amounts which must be based on estimates represent the best estimates and judgments of management. Management is responsible for the integrity, objectivity, consistency, and fair presentation of the consolidated financial statements and financial information contained in this report.

Management maintains and depends upon an internal accounting control system designed to provide reasonable assurance that transactions are properly authorized and recorded, that the financial records are reliable as the basis for the preparation of all financial statements, and that the assets of the Association are safeguarded. The design and implementation of all systems of internal control are based on judgments required to evaluate the costs of controls in relation to the expected benefits and to determine the appropriate balance between these costs and benefits. The Association maintains an internal audit program to monitor compliance with the systems of internal accounting control. Audits of the accounting records, accounting systems and internal controls are performed and internal audit reports, including appropriate recommendations for improvement, are submitted to the Board of Directors.


The consolidated financial statements have been examined by independent public auditors, whose report appears elsewhere in this annual report. The Association is also subject to examination by the Farm Credit Administration.

The consolidated financial statements, in the opinion of management, fairly present the financial condition of the Association. The undersigned certify that the 2007 Annual Report has been 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 our knowledge and belief.

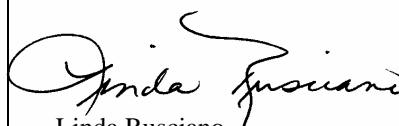
The accompanying consolidated financial statements were prepared under the oversight of the Audit Committee of the Board of Directors.



Jack C. Coker
Chairman of the Board



Don Rice
Chief Executive Officer



Linda Rusciano
Chief Financial Officer

February 28, 2008

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

(dollars in thousands, except as noted)

GENERAL OVERVIEW

The following commentary summarizes the financial condition and results of operations of Farm Credit of South Florida, ACA, (Association) for the year ended December 31, 2007 with comparisons to the years ended December 31, 2006 and December 31, 2005. This information should be read in conjunction with the Consolidated Financial Statements, Notes to the Consolidated Financial Statements and other sections in this Annual Report. The accompanying consolidated financial statements were prepared under the oversight of the Audit Committee of the Board of Directors. For a list of the Audit Committee members, refer to the "Report of the Audit Committee" reflected in this Annual Report. Information in any part of this Annual Report may be incorporated by reference in answer or partial answer to any other item of the Annual Report.

The Association is an institution of the Farm Credit System (System), which was created by Congress in 1916 and has served agricultural producers for over 90 years. The System's mission is to maintain and improve the income and well-being of rural American farmers, ranchers, and producers or harvesters of aquatic products and farm-related businesses. The System is the largest agricultural lending organization in the United States. The System is regulated by the Farm Credit Administration, (FCA), which is an independent safety and soundness regulator.

The Association is a cooperative, which is owned by the members (also referred to throughout this Annual Report as stockholders or shareholders) served. The territory of the Association extends across a diverse agricultural region in southeast Florida. Refer to Note 1, "Organization and Operations," of the Notes to the Consolidated Financial Statements for counties in the Association's territory. The Association provides credit to farmers, ranchers, rural residents, and agribusinesses. Our success begins with our extensive agricultural experience and knowledge of the market.

The Association obtains funding from AgFirst Farm Credit Bank (AgFirst or Bank). The Association is materially affected and shareholder investment in the Association could be affected by the financial condition and results of operations of the Bank. Copies of the Bank's Annual and Quarterly Reports are on the AgFirst website, www.agfirst.com, or may be obtained at no charge by calling 1-800-845-1745, extension 378, or writing Stephen Gilbert, AgFirst Farm Credit Bank, P. O. Box 1499, Columbia, SC 29202.

Copies of the Association's Annual and Quarterly reports are also available upon request free of charge on the Association's website, www.farmcreditsfl.com, or by calling 1-800-432-4156, extension 240, or writing Linda Rusciano, Farm Credit of South Florida, ACA, P. O. Box 213069, Royal Palm Beach, FL 33421.

The Association prepares an electronic version of the Annual Report, which is available on the website, within 75 days after the end of the fiscal year and distributes the Annual Report to shareholders within 90 days after the end of the fiscal year. The Association prepares an electronic version of the Quarterly report within 40 days after the end of each fiscal quarter, except that no report needs to be prepared for the fiscal quarter that coincides with the end of the fiscal year of the Association.

FORWARD LOOKING INFORMATION

This annual information statement contains forward-looking statements. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions that are difficult to predict. Words such as "anticipates," "believes," "could," "estimates," "may," "should," "will," or other variations of these terms are intended to identify the forward-looking statements. These statements are based on assumptions and analyses made in light of experience and other historical trends, current conditions, and expected future developments. However, actual results and developments may differ materially from our expectations and predictions due to a number of risks and uncertainties, many of which are beyond our control. These risks and uncertainties include, but are not limited to:

- political, legal, regulatory and economic conditions and developments in the United States and abroad;
- economic fluctuations in the agricultural, rural utility, international, and farm-related business sectors;
- weather-related, disease, and other adverse climatic or biological conditions that periodically occur that impact agricultural productivity and income;
- changes in United States government support of the agricultural industry; and
- actions taken by the Federal Reserve System in implementing monetary policy.

AGRICULTURAL OUTLOOK

In November 2007, the United States Department of Agriculture (USDA) estimated that 2007 farmers' net cash income (a measure of cash income after payment of business expenses) increased to \$85.7 billion, up \$17.8 billion from the 2006 forecast and up \$20.3 billion from its 10 year average. Contributing to this sizeable increase in net cash income were increases in cash receipts for crops and livestock of \$22.6 billion and \$20.3 billion, respectively, an increase in farm-related income of \$300 million, offset in part by an increase in

cash expenses of \$21.7 billion and a decrease in direct government payments of \$3.7 billion. Corn prices have risen as a result of a combination of continued food and feed demand and expanding ethanol demand. Other crop prices, in general, were positively impacted by increased acreage used to plant corn, decreasing the amount of acreage available for other crops. Wheat and soybeans compete with corn as a feed source so both wheat and soybean prices have risen since late 2006. Livestock cash receipts increased as domestic and export demand for beef have risen. The following table, which is based on information published by the USDA, sets forth the commodity prices per bushel for certain crops and by hundredweight for beef cattle from December 31, 2004 to December 31, 2007:

Commodity	12/31/04	12/31/05	12/31/06	12/31/07
Corn	\$2.04	\$1.92	\$3.01	\$3.76
Soybeans	\$5.45	\$5.77	\$6.18	\$10.00
Wheat	\$3.39	\$3.54	\$4.52	\$7.74
Beef Cattle	\$86.80	\$93.30	\$83.10	\$88.90

Rising commodity prices can have both positive and negative impacts on the Association, as a lender to the agricultural and rural sectors. Higher commodity prices have resulted in increased seasonal demand for agribusiness loans. Higher grain prices positively impact grain farmers. However, higher feed costs negatively impact the profitability of livestock producers, as well as those who use corn or other grains as ingredients in processed foods. To date, this has not significantly affected the Association's credit quality. In addition to higher feed costs, most other production cash expenses, such as fertilizer, seed, energy and labor costs, are forecast to rise further in 2008.

The USDA's 2007 income outlook showed a great deal of variation depending on farm size, geographic location and commodity specialties. While we utilized the USDA analysis to provide a general understanding of the U.S. agricultural economic outlook, this outlook does not take into account all aspects of our business.

The USDA classifies all farms into three primary categories: commercial farms, intermediate farms and rural residential farms. Commercial farms represent about 11 percent of U.S. farms by number and represent 75 percent of total U.S. farm production. Intermediate farms (where the primary occupation is farming and gross sales are below \$250,000) represent 26 percent of U.S. farms by number and account for 16 percent of total production. The remaining 63 percent of U.S. farms are classified as rural residential farms and only account for 9 percent of total production.

In addition to farmers' net cash income, off-farm income is an important source of repayment for farm debt obligations and is less subject to cycles in agriculture. The USDA measures farm household income, which is defined as earnings from farming activities plus off-farm income. Nearly 100 percent of farm household income for operators of rural residential farms and more than 80 percent of farm household income for intermediate farms is generated from off-farm sources. Further, USDA data suggests that about 30 percent of farm household income for commercial farms is generated from off-farm income. USDA estimated 2007 farm household income to increase 21 percent for commercial farms, 8 percent for intermediate farms and 4 percent for rural residential farms.

According to the USDA, farm business balance sheets have shown improvement over the last few years, as measured by debt relative to assets and equity levels. Farmers' equity (farm business assets less farm business debt) is expected to have increased in 2007. One measure of the financial health of the agricultural sector used by the USDA is the assessment of farmers' utilization of their capacity to repay debt (actual debt as a percentage of maximum debt that can be supported by farmers' current income). Higher capacity utilization rates indicate tighter cash flow positions and, consequently, higher exposure to financial risk. These estimates do not take into account, however, off-farm income sources. Since 1970, debt repayment capacity utilization has ranged from a low of 35.8 percent in 1973 to 104.1 percent in 1981, and has remained relatively stable since 1987, averaging about 50 percent. The USDA suggests a decrease in the use of repayment capacity from 57 percent in 2006 to 48 percent in 2007.

Farm business debt, defined by the USDA as debt incurred by those involved in on-farm agricultural production, is estimated to have grown 3.8 percent in 2007, the fourth consecutive year of rising farm debt, following a rise of 7.3 percent in 2006. The recent rise in debt can be at least partially attributed to farmers' positive view of the sector's future. Farm real estate debt accounted for approximately 53 percent of all farm debt for 2007 and 2006.

In general, agriculture has experienced a long period of favorable economic conditions, due to stronger commodity prices, higher land values, and, to a lesser extent, government support programs. To date, the Association's financial results and credit quality have been positively impacted by these conditions. Production agriculture, however, remains a cyclical business that is heavily influenced by commodity prices. In some areas, land values recently have been negatively affected by less favorable economic conditions. Economic conditions in agriculture may not be as favorable in the near future. In an environment of adverse economic conditions in agriculture and without sufficient government support programs, the Association's financial performance and credit quality measures would likely be negatively impacted. However, any negative impacts should be lessened by geographic and commodity diversification and the substantial influence of off-farm income sources supporting agricultural-related debt.

Proposed Federal Legislation

The current farm bill expired on September 30, 2007. In July 2007, the House of Representatives passed its version of a new farm bill, the Farm, Nutrition, and Bioenergy Act of 2007. Under the farm bill as passed by the House of Representatives, the Congressional Budget Office estimated that payments to farmers under the commodity programs, i.e., direct and countercycle payments and loan deficiency payments, would be reduced by an estimated \$825 million in total over the next 10 years, as compared with a current services baseline of approximately \$75 billion for commodities. However, the specific provisions of the farm bill may increase payments for certain commodities or increase them in certain years and reduce them in others. This farm bill would also revise certain income payment limitations.

The farm bill as passed by the House of Representatives also contains provisions that would expand certain authorities of the Farm Credit System Insurance Corporation. The proposed changes generally would authorize the Insurance Corporation to collect higher levels of premiums and expand the base upon which premiums are charged. Premiums of up to 20 basis points could be charged against insured debt adjusted for government-guaranteed loans and up to an additional 10 basis points could be charged for any loan volume that is nonaccrual or investments that are other-than-temporarily impaired. Currently, premiums of up to 15 basis points may be charged on accruing loans and up to 25 basis points for nonaccrual loans.

In December 2007, the Senate passed its version of the farm bill, the Food and Energy Security Act of 2007. As reported, the bill proposes adjustments to current farm policy while maintaining the basic safety net structure of current law. The bill, when combined with tax provisions previously reported by the Senate Finance Committee, would provide for a permanent disaster fund and provide new incentives for farmers to engage in soil conservation activities. Before these changes are enacted into law, the Senate must conference their actions with the bill earlier approved by the House. It is premature to predict the final outcome of this process. The Senate farm bill contains the same expanded authorities with respect to the Insurance Corporation as noted above.

CRITICAL ACCOUNTING POLICIES

The financial statements are reported in conformity with accounting principles generally accepted in the United States of America. Our significant accounting policies are critical to the understanding of our results of operations and financial position because some accounting policies require us to make complex or subjective judgments and estimates that may affect the value of certain assets or liabilities. We consider these policies critical because management must make judgments about matters that are inherently uncertain. For a complete discussion of significant accounting policies, see Note 2, "Summary of Significant Accounting Policies," of the Notes to the Consolidated Financial Statements. The following is a summary of certain critical policies.

- *Allowance for loan losses* — The allowance for loan losses is management's best estimate of the amount of probable losses existing in and inherent in our loan portfolio. The allowance for loan losses is increased through provisions for loan losses and loan recoveries and is decreased through allowance reversals and loan charge-offs. The allowance for loan losses is determined based on a periodic evaluation of the loan portfolio, which generally considers relevant historical charge-off experience adjusted for relevant factors. These factors include types of loans, credit quality, specific industry conditions, general economic and political conditions, and changes in the character, composition, and performance of the portfolio, among other factors.

Significant individual loans are evaluated based on the borrower's overall financial condition, resources, and payment record, the prospects for support from any financially responsible guarantor, and, if appropriate, the estimated net realizable value of any collateral. The allowance for loan losses attributable to these loans is established by a process

that estimates the probable loss inherent in the loans, taking into account various historical and projected factors, internal risk ratings, regulatory oversight, and geographic, industry and other factors.

Changes in the factors considered by management in the evaluation of losses in the loan portfolios could result in a change in the allowance for loan losses and could have a direct impact on the provision for loan losses and the results of operations.

- *Valuation methodologies* — Management applies various valuation methodologies to assets and liabilities that often involve a significant degree of judgment, particularly when liquid markets do not exist for the particular items being valued. Quoted market prices are referred to when estimating fair values for certain assets for which an observable liquid market exists, such as most investment securities. Management utilizes significant estimates and assumptions to value items for which an observable liquid market does not exist. Examples of these items include impaired loans, pension and other postretirement benefit obligations, and certain other financial instruments. These valuations require the use of various assumptions, including, among others, discount rates, rates of return on assets, repayment rates, cash flows, default rates, costs of servicing and liquidation values. The use of different assumptions could produce significantly different results, which could have material positive or negative effects on the Association's results of operations.
- *Pensions* — The Bank and its related Associations participate in defined benefit retirement plans. These plans are noncontributory and benefits are based on salary and years of service. In addition, the Bank and its related Associations also participate in defined contribution retirement savings plans. Pension expense for all plans is recorded as part of salaries and employee benefits. Pension expense for the defined benefit retirement plans is determined by actuarial valuations based on certain assumptions, including expected long-term rate of return on plan assets and discount rate. The expected return on plan assets for the year is calculated based on the composition of assets at the beginning of the year and the expected long-term rate of return on that portfolio of assets. The discount rate is used to determine the present value of our future benefit obligations. The discount rate was selected by reference to Hewitt Associates' (a global human resource services provider) corporate bond index, actuarial analyses and industry norms.

ECONOMIC CONDITIONS

The economy of the area served by the association remained stable to declining throughout most of 2007. Recovery continued from the four devastating hurricanes that struck the Association's territory in 2004 and 2005. The overheated housing market began to slow dramatically in 2006 and continued into a full blown housing recession in 2007. Inventories of unsold houses reached record highs and prices began to fall, in some areas by over 20% from the peak of 2005. New construction, which had seen over 20,000 starts per year in the territory, declined sharply with most builders mothballing projects and attempting to sell other land held for future development. Excess inventory has resulted in downward

pressure on new and existing home prices. Housing was the primary economic driver of the South Florida economy from 1995 – 2005. The dramatic decline in housing is beginning to take a toll on the region’s overall economy. Commercial construction and public infrastructure projects replaced much of the economic activity void during 2006 and early 2007, but it is now apparent that commercial development is declining and inventory of unsold space has ballooned. Public projects have also slowed as tax revenues have declined. While ground zero for the housing crisis may be centered in South Florida, its impact is being felt across most of the nation. Combined with the sub-prime mortgage debacle, that has resulted in billions of dollars in losses for major financial institutions worldwide, it now appears likely the national economy has declined into recession. In response, the Federal Reserve has reduced rates by 275 basis points since mid-2007. Adding to the economic misery are record high energy prices and sharp increases in the prices of other commodities that are adding inflationary pressure to the economy, reducing the options available for the Federal Reserve to manage the economy.

The farm operating year ending in 2007 was the first normal operating year for many producers since 2003. The storms of 2004 and late 2005, coupled with the insurance and other assistance received in 2006, resulted in both extraordinary losses and recoveries in the three years preceding 2007. Most farm products financed by the Association had good results in 2007. Winter vegetables, tropical fruit, sugar and farm related businesses saw normal to good prices and production. Cattle and dairy producers saw good prices but also incurred a dramatic cost increase in feed ingredients from the rapid and substantial increase in feed grain prices during the past two years. Citrus and nursery growers were much less fortunate.

In addition to storm damage, the citrus industry is realizing devastating losses of production due to diseases. Citrus canker, citrus greening and other diseases have resulted in the loss of thousands of acres of groves over the past few years. Prices for citrus products are currently fair due to the reduced crop, but the long-term prospects of keeping sufficient acres in production to operate the industry efficiently are bleak. The industry should be able to continue to produce at some level. However, the industry’s infrastructure capacity will greatly exceed production. Not only will the industry be forced to adopt new practices to produce crops threatened by these diseases, it will also face dramatic changes in the way it harvests, processes and markets the crops. Many packing houses, processors, and others who provide services to the industry will be forced out of business due to the decreased volume of acres and fruit. Restrictions on shipments of fruit to other citrus growing areas has reduced demand as supply has declined due to loss of groves, resulting in no net increase in prices received.

The nursery, tree, sod and related landscape services industry has entered the most dramatic economic downturn in decades. The nursery production losses due to the storms of 2004-05, the 2006-07 drought conditions across the state and the southeast, and the new home construction collapse have combined to deal the industry a devastating blow. Most nursery growers are reporting revenue for 2007 was off by over 20 percent. Sod growers and tree farmers are reporting even more dramatic declines. All are taking actions to reduce inventory and operating costs.

While the performance of the association’s portfolio remained strong at the end of 2007, decline is anticipated in and during 2008. While the association had no non-performing loans at year end and no loans in bankruptcy or foreclosure, the lending staff is seeing increased requests for forbearance and loan restructuring from nursery, tree, and sod growers. Many of these growers are attempting to sell land and reduce debt but are unable to do so in the current market. The staff is aggressively working to assist these borrowers. At this point, the vast majorities of members experiencing cash flow problems have strong equity positions and should be able to work through the current market conditions. The management team and Board have taken steps to adjust the Association’s loan underwriting and servicing practices, business processes, and even its capital and allowance for loan loss reserves to better position our ability to deal with additional performance stress in the loan portfolio that may result in 2008. As in past economic downturns and disasters, Farm Credit stands ready to work with our members who have viable operations over the long-term even though they are currently experiencing cash flow and profitability problems.

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 through numerous product types.

The diversification of the Association loan volume by type for each of the past three years is shown below.

Loan Type	2007		December 31, 2006		2005	
			<i>(dollars in thousands)</i>			
Real estate mortgage	\$ 374,068	70.58%	\$ 389,254	75.69%	\$ 385,420	82.43%
Production and intermediate-term	70,093	13.23	63,749	12.40	61,070	13.06
Processing and marketing	53,585	10.11	45,791	8.90	10,772	2.30
Farm-related business	24,796	4.68	8,890	1.73	9,063	1.94
Communication	7,256	1.37	6,401	1.25	960	0.21
Rural residential real estate	174	0.03	173	0.03	272	0.06
Total	\$ 529,972	100.00%	\$ 514,258	100.00%	\$ 467,557	100.00%

The following table presents the contractual maturity distribution of loans at December 31, 2007:

Loan Type	Due after			Total
	Due in 1 year or less	1 year through 5 years	Due after 5 years	
	<i>(dollars in thousands)</i>			
Real estate mortgage	\$ 38,944	\$274,151	\$ 60,973	\$ 374,068
Production and intermediate-term	31,830	29,521	8,742	70,093
Processing and marketing	1,274	33,118	19,193	53,585
Farm-related business	2,416	18,238	4,142	24,796
Communication	–	–	7,256	7,256
Rural residential real estate	83	22	69	174
Total	\$ 74,547	\$355,050	\$100,375	\$ 529,972

While we make loans and provide financially related services to qualified borrowers in the agricultural and rural sectors and to certain related entities, our loan portfolio is diversified.

Commodity and industry categories are based upon the Standard Industrial Classification system published by the federal government. The system is used to assign commodity or industry categories based upon the largest agricultural commodity of the customer.

The major commodities in the Association loan portfolio are shown below. The predominant commodities are nursery, livestock, equine, sugar and vegetables, which constitute over 52 percent of the entire portfolio.

Commodity Group	December 31,					
	2007		2006		2005	
			<i>(dollars in thousands)</i>			
Nursery/Greenhouse	\$ 157,927	30%	\$ 148,047	29%	\$ 132,836	28%
Participations Purchased	103,795	20	81,646	16	57,435	12
Other Real Estate	57,779	11	63,662	12	54,191	12
Livestock	37,747	7	41,259	8	37,515	8
Equine	28,491	5	28,821	6	35,913	8
Sugar Cane	28,091	5	29,250	6	19,171	4
Vegetables	26,799	5	27,866	5	41,704	9
Other	24,862	5	13,978	1	9,185	2
Citrus Fruits	23,413	4	24,319	5	39,730	9
Dairy	15,711	3	18,529	4	19,654	4
Farm Related Business	15,201	3	17,929	4	6,751	1
Fruits	10,156	2	18,952	4	13,472	3
Total	\$ 529,972	100%	\$ 514,258	100%	\$ 467,557	100%

Repayment ability is closely related to the commodities produced by our borrowers, and increasingly, the off-farm income of borrowers. The Association enjoys a diverse commodity portfolio with no significant single concentration in any one commodity. The Nursery/Greenhouse group represents 30% of the portfolio, it should be noted this group is a broad classification covering both interior foliage and exterior landscape plant products with very different market characteristics and credit risk profiles. Other concentrations, such as sugar and vegetables contain operations that are vertically integrated with processing, sales and marketing which increases their profitability and reduces credit risks to the Association. For purposes of calculating concentration risks, each loan is classified by the principal product grown. However, many operations produce a number of products in addition to the principal product, thus reducing overall risks to the operation and the Association.

The increase in gross loan volume for the twelve months ended December 31, 2007, is primarily attributed to increased activity in participations purchased with other Farm Credit institutions. Fluctuations in volume can also be influenced by usage of borrower SmartCash accounts, a voluntary additional conditional payment fund, which are offset against the related loans outstanding in the portfolio. SmartCash balances at December 31, 2007 were \$13,653, compared to \$8,314 at December 31, 2006 and \$8,082 at December 31, 2005. Additional SmartCash funds, held in Other Liabilities against commitment balances, totaled \$10,525 as of December 31, 2007 as compared to \$8,354 and \$11,925, at 2006 and 2005, respectively.

For the past few years, the Association has experienced a shift in loan assets. The short and intermediate-term volume trend has been downward while the long-term loan volume trend is upward. The short-term portfolio, which is heavily influenced by operating-type loans, normally reaches a peak balance in the fall and rapidly declines in the spring and early summer months as commodities are marketed and proceeds are applied to repay operating loans.

During 2007, the Association increased activity in the buying and selling of loan participations within and outside of the System. This provides a means for the Association to spread credit concentration risk and realize non-patronage sourced interest and fee income, which may strengthen their capital position.

Loan Participations:	December 31,		
	2007	2006	2005
	<i>(dollars in thousands)</i>		
Participations Purchased			
– FCS Institutions	\$ 114,111	\$ 85,903	\$ 58,352
Participations Purchased			
– Non-FCS Institutions	16,719	19,330	25,254
Participations Sold	(90,290)	(90,693)	(93,464)
Total	\$ 40,540	\$ 14,540	\$ (9,858)

The Association did not have any loans sold with recourse, retained subordinated participation interests in loans sold, or interests in pools of subordinated participation interests for the period ended December 31, 2007.

The Association sells qualified long-term mortgage loans into the secondary market. For the period ended December 31, 2007, the Association originated loans for resale totaling \$2,544, which were sold into the secondary market. The Association additionally purchased portions of loans that are guaranteed by various agencies of the United States government, including the Small Business Administration and the United States Department of Agriculture. These loans are held for the purposes of reducing interest rate risk and managing surplus short-term funds as allowable under FCA regulations. At December 31, 2007, the balance of these loans, including the unamortized premium, was \$16,719, compared to \$18,152 at December 31, 2006 and \$23,798 at December 31, 2005.

MISSION-RELATED INVESTMENTS

During 2005, the FCA initiated an investment program to stimulate economic growth and development in rural areas. The FCA outlined a program to allow System institutions to hold such investments, subject to approval by the FCA on a case-by-case basis. FCA approved the Rural America Bonds pilot and the Tobacco Buyout Program under the mission-related investments umbrella, as described below.

In October 2005, the FCA authorized AgFirst and the Associations to make investments in Rural America Bonds under a three-year pilot period. Rural America Bonds may include debt obligations issued by public and private enterprises, corporations, cooperatives, other financing institutions, or rural lenders where the proceeds would be used to support agriculture, agribusiness, rural housing, or economic development, infrastructure, or community development and revitalization projects in rural areas. Examples include investments that fund value-added food and fiber processors and marketers, agribusinesses, commercial enterprises that create and maintain employment opportunities in rural areas, community services, such as schools, hospitals, and government facilities, and other activities that sustain or revitalize rural communities and their economies. The objective of this pilot program is to help meet the growing and diverse financing needs of agricultural enterprises, agribusinesses, and rural communities by providing a flexible flow of money to rural

areas through bond financing. These bonds may be classified as Loans or Investments on the Consolidated Balance Sheets depending on the nature of the investment. As of December 31, 2007, the Association had no investments in Rural America Bonds. The Association is actively seeking opportunities in the Rural America Bond Program; however, very limited opportunities exist within the Association's largely urban territory.

INVESTMENT SECURITIES

As permitted under FCA regulations, the Association is authorized to hold eligible investments for the purposes of reducing interest rate risk and managing surplus short-term funds. The Bank is responsible for approving the investment policies of the Association. The Bank annually reviews the investment portfolio of every Association that it funds. The Association's investments consist primarily of asset-backed securities (ABS). The ABSs amounted to \$1,803 at December 31, 2007 and \$0 at December 31, 2006 and 2005. These ABSs are rated AAA, as they are guaranteed by the full faith and credit of the United States government.

CREDIT RISK MANAGEMENT

Credit risk arises from the potential inability of an obligor to meet its repayment obligation. As part of the process to evaluate the success of a loan, the Association continues to review the credit quality of the loan portfolio on an ongoing basis. With the approval of the Association Board of Directors, the Association establishes underwriting standards and lending policies that provide direction to loan officers. Underwriting standards include, among other things, an evaluation of:

- Character – borrower integrity and credit history
- Capacity – repayment capacity of the borrower based on cash flows from operations or other sources of income
- Capital – ability of the operation to survive unanticipated risks
- Conditions – intended use of the loan funds
- Collateral – protection for the lender in the event of default and a potential secondary source of repayment

The credit risk management process begins with an analysis of the borrower's credit history, repayment capacity, and financial position. Repayment capacity focuses on the borrower's ability to repay the loan based upon cash flows from operations or other sources of income, including non-farm income. Real estate loans must be collateralized by first liens on the real estate (collateral). As required by FCA regulations, each institution that makes loans on a collateralized basis must have collateral evaluation policies and procedures. Real estate mortgage loans may be made only in amounts up to 85 percent of the original appraised value of the property taken as collateral or up to 97 percent of the appraised value if guaranteed by a state, federal, or other governmental agency. The actual loan to appraised value when loans are made is generally lower than the statutory maximum percentage. In addition, each loan is assigned a credit risk rating based upon the underwriting standards. This credit risk rating process incorporates objective and subjective criteria to identify inherent strengths, weaknesses, and risks in a particular relationship.

We review the credit quality of the loan portfolio on an ongoing basis as part of our risk management practices. Each loan is classified according to the Uniform Classification System, which is used by all Farm Credit System institutions. Below are the classification definitions.

- 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 facts, conditions and values that make collection in full highly questionable.
- Loss – Assets are considered uncollectible.

The following table presents selected statistics related to the credit quality of loans including accrued interest at December 31.

Credit Quality	2007	2006	2005
Acceptable & OAEM	97.85%	98.21%	99.73%
Substandard	2.15%	1.79%	.27%
Doubtful	–%	–%	–%
Loss	–%	–%	–%
Total	100.00%	100.00%	100.00%

Nonperforming Assets

The Association's loan portfolio is divided into performing and high-risk categories. A Special Assets Management Department is responsible for servicing loans classified as high-risk. The high-risk assets, including accrued interest, are detailed below:

High-risk Assets	December 31,		
	2007	2006	2005
	<i>(dollars in thousands)</i>		
Nonaccrual loans	\$ –	\$ 138	\$ –
Impaired accrual loans			
Restructured loans	–	–	–
Current as to principal and interest	805	4,286	–
Accruing loans 90 days past due	–	267	–
Total high-risk loans	805	4,691	–
Other property owned	–	–	–
Total high-risk assets	\$ 805	\$ 4,691	\$ –
Ratios			
Nonaccrual loans to total loans	–%	0.03%	–%
High-risk assets to total assets	0.15%	0.08%	–%

Nonaccrual loans represent all loans where there is a reasonable doubt as to the collection of principal and/or future interest accruals, under the contractual terms of the loan. In substance, nonaccrual loans reflect loans where the accrual of interest has been suspended. Nonaccrual loans decreased \$138 or 100 percent in 2007. This decrease resulted from the liquidation of loans classified in Nonaccrual status during 2007. One unsecured loan remains in Nonaccrual status and the balance has been fully charged-off, the loan is deemed uncollectible. The high risk assets in 2006 included one large

loan that was charged off during 2007 and is discussed in the Allowance for Loan Losses section.

Loan restructuring is available to financially distressed borrowers. Restructuring of loans occurs when the Association grants a concession to a borrower based on either a court order or good faith in a borrower's ability to return to financial viability. The concessions can be in the form of a modification of terms or rates, a compromise of amounts owed, or deed in lieu of foreclosure. Other receipts of assets and/or equity to pay the loan in full or in part are also considered restructured loans. The type of alternative financing structure chosen is based on minimizing the loss incurred by both the Association and the borrower.

Allowance for Loan Losses

The allowance for loan losses at each period end was considered by Association management to be adequate to absorb probable losses existing in and inherent to its loan portfolio.

The following table presents the activity in the allowance for loan losses for the most recent three years:

Allowance for Loan Losses Activity:	Year Ended December 31,		
	2007	2006	2005
	<i>(dollars in thousands)</i>		
Balance at beginning of year	\$ 5,198	\$ 5,106	\$ 5,100
Charge-offs:			
Real estate mortgage	(1,400)	(2)	—
Production and intermediate-term	(13)	—	—
Total charge-offs	(1,413)	(2)	—
Recoveries:			
Real estate mortgage	1,187	—	—
Production and intermediate-term	6	94	6
Total recoveries	1,193	94	6
Net (charge-offs) recoveries	(220)	92	6
Provision for (reversal of allowance for) loan losses	—	—	—
Balance at end of year	\$ 4,978	\$ 5,198	\$ 5,106
Ratio of net (charge-offs) recoveries during the period to average loans outstanding during the period	(.042)%	.019%	.001%

The association realized a charge-off of \$1,400 related to a very large loan originated by another Farm Credit institution. The Association was able to negotiate with the selling institution to repurchase the loan. As a result, the Association realized a recovery in the amount of \$1,187 from these negotiations, resulting in a net charge-off of \$213.

The allowance for loan losses by loan type for the most recent three years is as follows:

Allowance for Loan Losses by Type	December 31,		
	2007	2006	2005
	<i>(dollars in thousands)</i>		
Real estate mortgage	\$ 3,384	\$ 3,597	\$ 3,599
Production and intermediate-term	1,393	1,400	1,305
Agribusiness	136	136	137
Communication	59	59	59
Rural residential real estate	6	6	6
Total Allowance for Loan Losses	\$ 4,978	\$ 5,198	\$ 5,106

The allowance for loan losses as a percentage of loans outstanding and as a percentage of certain other credit quality indicators is shown below:

Allowance for Loan Losses as a Percentage of:	December 31,		
	2007	2006	2005
Total loans	0.94%	1.01%	1.09%
Nonperforming loans	618.39%	1283.5%	—%
Nonaccrual loans	—%	3766.7%	—%

The financial positions of our borrowers have generally strengthened during the past decade as farmers' net cash income has been at a favorable level due, in part, to direct federal government payments and steady increases in land values over the period. However, the lingering impact of losses resulting from the hurricanes of 2004 and 2005, combined with the stress in the general economy throughout the Association's territory due to the housing downturn, many borrowers have seen declines in profitability and the value of their land. Most borrowers continue to have strong financial positions and this is evidenced by the continued ability to meet their obligations to the Association and other creditors. In response to the deterioration in the market, the Association has adjusted its lending and servicing underwriting standard to insure new credit is extended on a sound basis in a declining market and to enable the Association to work effectively with those borrowers experiencing stress. Please refer to Note 4, "Loans and Allowance for Loan Losses," of the Notes to the Consolidated Financial Statements, for further information concerning the allowance for loan losses.

RESULTS OF OPERATIONS

Net Interest Income

Net interest income was \$17.3 million, \$16.7 million and \$14.9 million in 2007, 2006 and 2005, respectively. Net interest income is the difference between interest income and interest expense. Net interest income is the principal source of earnings for the Association and is impacted by volume, yields on assets and cost of debt. The effects of changes in average volume and interest rates on net interest income over the past three years are presented in the following table:

Change in Net Interest Income:

	Volume*	Nonaccrual		Total
		Rate	Income	
	<i>(dollars in thousands)</i>			
12/31/07 - 12/31/06				
Interest income	\$ 2,482	\$ 845	\$ 119	\$ 3,446
Interest expense	1,628	1,201	—	2,829
Change in net interest income	\$ 854	\$ (356)	\$ 119	\$ 617
12/31/06 - 12/31/05				
Interest income	\$ 1,726	\$ 5,320	\$ —	\$ 7,046
Interest expense	856	4,386	—	5,242
Change in net interest income	\$ 870	\$ 934	\$ —	\$ 1,804

* Volume variances can be the result of increased/decreased loan volume or from changes in the percentage composition of assets and liabilities between periods.

Noninterest Income

Noninterest income for each of the three years ended December 31 is shown in the following table:

Noninterest Income	For the Year Ended December 31,			Percentage Increase/(Decrease)	
	2007	2006	2005	2007/ 2006	2006/ 2005
	<i>(dollars in thousands)</i>				
Loan fees	\$ 1,555	\$ 1,999	\$ 1,877	-22.21%	6.50%
Fees for financially related services	909	419	625	116.95	-32.96
Patronage refund from other Farm Credit Institutions	4,124	3,866	4,348	6.67	-11.09
Gains (losses) on other property owned, net	27	27	27	-	-
Gains (losses) on sales of premises and equipment, net	16	36	8	-55.56	325.00
Other noninterest income	220	88	240	150.00	-63.33
Total noninterest income	\$ 6,851	\$ 6,435	\$ 7,125	6.46%	9.68%

Noninterest Expense

Noninterest expense for each of the three years ended December 31 is shown in the following table:

Noninterest Expense	For the Year Ended December 31,			Percentage Increase/(Decrease)	
	2007	2006	2005	2007/ 2006	2006/ 2005
	<i>(dollars in thousands)</i>				
Salaries and employee benefits	\$ 4,377	\$ 4,419	\$ 4,463	-0.95%	-0.99%
Occupancy and equipment	714	608	370	17.43	64.32
Insurance Fund premiums	730	681	207	7.20	228.99
Other operating expenses	1,296	1,209	1,356	7.20	-10.84
Total noninterest expense	\$ 7,117	\$ 6,917	\$ 6,396	2.89%	8.15%

Salaries and employee benefits decreased in 2007, as compared with 2006, primarily due to decreased costs associated with employee benefit plans and employee staffing levels.

Noninterest expense increased \$200 or 2.89 percent for December 31, 2007, as compared to the same period of 2006 and increased \$521 or 8.15 percent compared to December 31, 2005. The increase in 2007 is attributed to a \$106 increase in occupancy and equipment expenses relating to the move of the administrative office to a new building; a \$49 increase in the Farm Credit Insurance Fund premium caused by the growth in loan volume; and an \$87 increase in other operating expenses.

Income Taxes

The Association recorded a provision for income taxes of \$24 for the year ended December 31, 2007, as compared to a provision of \$7 for 2006 and a benefit of \$1,323 for 2005.

The benefit recorded in 2005 was a result of the reversal of a provision for income tax booked in 2001. This provision was in connection with the tax refund received from the IRS settlement resolving the taxability of prior years' earnings from the long-term lending activities. The statute of limitations expired on the refund and the provision was reversed. An additional benefit was realized in conjunction with the revolvement of non-qualified allocated equities where the association paid the tax at the time the equities were declared and received a refund upon revolvement.

Key Results of Operations Comparisons

Key results of operations comparisons for each of the twelve months ended December 31 are shown in the following table:

Key Results of Operations Comparisons	For the 12 Months Ended		
	12/31/07	12/31/06	12/31/05
Return on average assets	3.15%	3.20%	3.56%
Return on average members' equity	17.38%	17.97%	20.98%
Net interest income as a percentage of average earning assets	3.32%	3.41%	3.20%
Net charge-offs (recoveries) to average loans	0.042%	(0.019)%	(0.001)%

A key factor in the growth of net income for future years will be continued improvement in net interest and noninterest income. Our goal is to generate earnings sufficient to fund operations, adequately capitalize the Association, and achieve an adequate rate of return for our members. To meet this goal, the agricultural economy in the Association's territory must recover from its current stress and the Association must meet certain objectives. These objectives are to attract and maintain high quality loan volume priced at competitive rates and to manage credit risk in our entire portfolio, while efficiently meeting the credit needs of our members.

LIQUIDITY AND FUNDING SOURCES*Liquidity and Funding*

The principal source of funds for the Association is the borrowing relationship established with the Bank through a General Financing Agreement (GFA). The GFA utilizes the Association's credit and fiscal performance as criteria for establishing a line of credit on which the Association may draw funds. The Bank advances the funds to the Association, creating notes payable (or direct loans) to the Bank. The Bank manages interest rate risk through direct loan pricing and asset/liability management. The notes payable are segmented into variable rate and fixed rate components. The variable rate note is utilized by the Association to fund variable rate loan advances and operating funds requirements. The fixed rate note is used specifically to fund fixed rate loan advances made by the Association. Association capital levels effectively create a borrowing margin between the amount of loans outstanding and the amount of notes payable outstanding. This margin is commonly referred to as "Loanable Funds".

Liquidity management is the process whereby funds are made available to meet all financial commitments including the extension of credit, payment of operating expenses and payment of debt obligations. The Association receives access to funds through its borrowing relationship with the Bank and from income generated by operations. The liquidity policy of the Association is to manage cash balances to maximize debt reduction and to increase loan volume. As borrower payments are received, they are applied to the Association's note payable to the Bank. Sufficient liquid funds have been available to meet all financial obligations. There are no known trends likely to result in a liquidity deficiency for the Association.

Total notes payable to the Bank at December 31, 2007, was \$428,586 as compared to \$420,609 at December 31, 2006 and \$372,272 at December 31, 2005. The increase of 1.90 percent compared to December 31, 2006 and the increase of 12.98 percent compared to December 31, 2005, was attributable to continued loan growth in the Association. The average volume of outstanding notes payable to the Bank was \$423,619 and \$395,160 for the years ended December 31, 2007 and 2006, respectively. Refer to Note 7, "Notes Payable to AgFirst Farm Credit Bank," of the Notes to the Consolidated Financial Statements, for weighted average interest rates and maturities, and additional information concerning the Association's notes payable.

The Association had no lines of credit from third party financial institutions as of December 31, 2007.

Funds Management

The Bank and the Association manage assets and liabilities to provide a broad range of loan products and funding options, which are designed to allow the Association to be competitive in all interest rate environments. The primary objective of the asset/liability management process is to provide stable and rising earnings, while maintaining adequate capital levels by managing exposure to credit and interest rate risks.

Demand for loan types is a driving force in establishing a funds management strategy. The Association offers fixed, adjustable and variable rate loan products that are marginally priced according to financial market rates. Variable rate loans may be indexed to market indices such as the Prime Rate or the 90-day London Interbank Offered Rate (LIBOR). Adjustable rate mortgages are indexed to U.S. Treasury Rates. Fixed rate loans are priced based on the current cost of System debt of similar terms to maturity.

The majority of the interest rate risk in the Association's Consolidated Balance Sheets is transferred to the Bank through the notes payable structure. The Bank, in turn, actively utilizes funds management techniques to identify, quantify and control risk associated with the loan portfolio.

CAPITAL RESOURCES

Capital serves to support asset growth and provide protection against unexpected credit and interest rate risk and operating losses. Capital is also needed for future growth and investment in new products and services.

The Association Board of Directors establishes, adopts, and maintains a formal written capital adequacy plan to ensure that adequate capital is maintained for continued financial viability, to provide for growth necessary to meet the needs of members/borrowers, and to ensure that all stockholders are treated equitably. There were no material changes to the capital plan for 2007 that would affect minimum stock purchases or would have an effect on the Association's ability to retire stock and distribute earnings.

Total members' equity at December 31, 2007, increased 8.49 percent to \$99,192 from the December 31, 2006, total of \$91,427. At December 31, 2006, total members' equity increased 6.43 percent from the December 31, 2005 total of \$85,906. The increase was primarily attributed to continued growth in net income offset by distribution of cash patronage and revolvment of allocated surplus.

Total capital stock and participation certificates were \$3,407 on December 31, 2007, compared to \$3,516 on December 31, 2006 and \$3,706 on December 31, 2005. The decrease was attributed to the retirement of protected stock and participation certificates on loans liquidated in the normal course of business, retirement of excess stock through revolvment and new loans being capitalized at lower regulatory levels.

FCA sets minimum regulatory capital requirements for System banks and associations. Capital adequacy is evaluated using a number of regulatory ratios. According to the FCA regulations, each institution's permanent capital ratio is calculated by dividing permanent capital by a risk-adjusted asset base. Risk adjusted assets mean the total dollar amount of the institution's assets adjusted by an appropriate credit conversion factor as defined by regulation. For all periods represented, the Association exceeded minimum regulatory standards for all the ratios.

The Association's capital ratios as of December 31 and the FCA minimum requirements follow:

	2007	2006	2005	Regulatory Minimum
Permanent capital ratio	17.04%	16.31%	16.76%	7.00%
Total surplus ratio	16.93%	16.18%	16.58%	7.00%
Core surplus ratio	16.33%	14.94%	14.44%	3.50%

The increase in the Association's permanent capital, total surplus, and core surplus at December 31, 2007 and December 31, 2006 was attributed to improved earnings coupled with a slow down in asset growth. There are no trends, commitments, contingencies, or events that are likely to affect the Association's ability to meet regulatory minimum capital standards and capital adequacy requirements.

See Note 8, "Members' Equity," of the Consolidated Financial Statements, for further information concerning capital resources.

PATRONAGE PROGRAM

Prior to the beginning of any fiscal year, the Association's Board of Directors, by adoption of a resolution, may establish a Patronage Allocation Program to distribute its available consolidated net earnings. This resolution provides for the application of net earnings in the manner described in the Association's Bylaws. This includes the setting aside of funds to increase surplus to meet minimum capital adequacy standards established by FCA Regulations, to increase surplus to meet Association capital adequacy standards to a level necessary to support competitive pricing at targeted earnings levels, and for reasonable reserves for necessary purposes of

the Association. After excluding net earnings attributable to (a) the portion of loans participated to another institution, and (b) participation loans purchased, remaining consolidated net earnings are eligible for allocation to borrowers. Refer to Note 8, "Members' Equity," of the Notes to the Consolidated Financial Statements, for more information concerning the patronage distributions. The Association declared patronage distributions of \$9,840 in 2007, \$9,530 in 2006, and \$8,180 in 2005.

YOUNG, BEGINNING AND SMALL (YBS) FARMERS AND RANCHERS PROGRAM

The Association's mission is to provide financial services to agriculture and the rural community, which includes providing credit to young*, beginning** and small*** farmers. The Association has further expanded this mission to include minority farmers. Because of the unique needs of these individuals, and their importance to the future growth of the Association, the Association has established annual marketing goals to increase our market share of loans to YBS&M farmers. Specific marketing plans have been developed to target these groups, and resources have been designated to help ensure YBS&M borrowers have access to a stable source of credit.

The following table outlines the loan volume and number of YBS loans in the loan portfolio for the Association. (Formal data is not collected on minority borrowers.)

	As of December 31, 2007	
	Number of Loans	Amount of Loans
Young	170	\$ 72,850
Beginning	467	204,771
Small	441	137,857

Note: For purposes of the above table, a loan could be classified in more than one category, depending upon the characteristics of the underlying borrower.

The 2002 USDA (2002 is the latest USDA Ag census data available; next census will be available in 2008.) Ag census data has been used as a benchmark to measure penetration of the Association's marketing efforts. The census data indicated that within the Association's chartered territory (counties) there were 5,879 reported farmers of which by definition 256 or 4.4 percent were Young, 2,095 or 35.6 percent were Beginning, and 5,144 or 87.5 percent were Small. Comparatively, as of December 31, 2007, the demographics of the Association's agricultural portfolio contained 624 farmers, of which by definition 116 or 18.59 percent were Young, 314 or 50.32 percent were Beginning and 315 or 50.48 percent were Small. The Association met or exceeded all of the key YBS goals established in its 2007 Business Plan.

In addition to the Association's overall marketing plan, the Association has developed and implemented a specific YBS&M plan to better identify and serve this unique and important segment of the agriculture in South Florida.

The YBS&M plan contains several components including staffing, identification, education, development, and direct financial support. Staffing represents the foundation of the program. The Association recognizes that to serve this community, its staff must understand the culture and needs of each group. The Association has focused on diversity in its employment practices for several years because we believe strongly that our staff should reflect the diversity of the community we serve. The Association currently has Credit, Lending and Operational staff fully capable of conducting business in four languages. The Association also has specialized programs and specially trained staff to serve the YBS&M community. Specific quantitative and qualitative goals have been set for the Association and specific staff members insure their focus on the program as well as measure our performance in reaching these segments of our market.

Identification and outreach are also critical components of the program. The Association constantly monitors any public record databases, organizational membership roles, etc. available that could assist in identification of YBS&M potential customers. In addition, staff members are active in community, trade and cultural organizations felt to have membership that might include YBS&M farmers with other agricultural trade organizations and agencies such as the Federal, State and county agricultural agencies to insure they understand our programs and would refer YBS&M farmers with financial or credit needs to Farm Credit. The Association has also worked closely with these agencies in providing training and development opportunities for YBS&M farmers. The Association aggressively attempts to partner with these agencies in joint programs. The Association is a "Preferred Lender" in USDA guaranteed lending programs.

A final component of the program is in the area of youth development programs. The Association actively supports those organizations such as FFA, 4-H, NAYFE and other youth based programs that are training and developing the farmers and ranchers of the future.

The Association is committed to the future success of young, beginning and small farmers.

- * Young farmers are defined as those farmers, ranchers, producers or harvesters of aquatic products who are age 35 or younger as of the date the loan is originally made.
- ** Beginning farmers are defined as those farmers, ranchers, producers or harvesters of aquatic products who have 10 years or less farming or ranching experience as of the date the loan is originally made.
- *** Small farmers are defined as those farmers, ranchers, producers or harvesters of aquatic products who normally generate less than \$250 in annual gross sales of agricultural or aquatic products at the date the loan is originally made.

REGULATORY MATTERS

Proposed Federal Legislation

The farm bill currently pending in Congress contains provisions that would expand certain authorities of the Farm Credit System Insurance Corporation. The proposed changes generally would authorize the Insurance Corporation to collect higher levels of premiums and expand the base upon which premiums are charged. Premiums of up to 20 basis points could be charged against insured debt adjusted for government-guaranteed loans and up to an additional 10 basis points could be charged for any loan volume that is nonaccrual or investments that are other-than-temporarily impaired. Currently, premiums of up to 15 basis points may be charged on accruing loans and up to 25 basis points for nonaccrual loans.

Florida farmers have traditionally received little assistance under the USDA farm programs covered in the farm bill. The pending legislation approved by both the House and the Senate has significantly expanded, over previous farm bills, funding for specialty crops produced in Florida and conservation programs that may provide material benefits to growers and ranchers in South Florida. The reductions in programs covered in previous farm bills will have little or no negative impact on producers in our region.

RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

In July 2006, the Financial Accounting Standards Board (FASB) issued Interpretation No. 48, "*Accounting for Uncertainty in Income Taxes — an Interpretation of FASB Statement No. 109*" (FIN 48 or Interpretation) that was effective for fiscal years beginning after December 15, 2006. FIN 48 clarifies how an enterprise should recognize, measure, present and disclose in its financial statements uncertain tax positions that the enterprise has taken or expects to take on a tax return. Under the Interpretation, the financial statements reflect expected future tax consequences of income tax positions presuming the relevant taxing authority's full knowledge of the position and all relevant facts, but without considering time values. FIN 48 is applicable to all uncertain positions for taxes accounted for under FASB Statement No. 109. The Association adopted FIN 48 on January 1, 2007 and determined that interest and penalties would be classified as a component of income taxes.

The total amount of uncertain positions for income taxes at January 1, 2007 was \$0, and no cumulative adjustment to beginning members' equity was required. At January 1, 2007, the total amount of unrecognized tax benefits that, if recognized, would affect the effective tax rate was \$0 and the total amount of interest and penalties as of January 1, 2007 was \$0. The Association's uncertain tax positions that may reverse within the next 12 months was \$0. The tax years that remain open for federal and major state income tax jurisdictions are 2004 and forward.

In September 2006, the FASB also issued Statement of Financial Accounting Standards No. 157, "*Fair Value Measurements*." This Statement defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. As a result, there is now a common definition of fair value to be used throughout generally accepted accounting principles. The FASB believes that the new standard will make the measurement of fair value more consistent and comparable and improve disclosures about those measures. This Statement clarifies that the term fair value is intended to mean a market-based measure, not an entity-specific measure. In measuring fair value for a financial statement item, the Statement sets forth a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The highest priority is given to quoted prices in active markets and the lowest priority to unobservable inputs. Additional disclosure requirements will be required for the lowest priority level. The Statement became effective as of January 1, 2008, and will be applied to our consolidated financial statements on a prospective basis.

In February 2007, the FASB issued Statement of Financial Accounting Standards No. 159, "*Fair Value Option for Financial Assets and Financial Liabilities*." The Standard permits entities to choose on an instrument-by-instrument basis, at specified election dates, to measure financial assets and liabilities and certain other items at fair value (the "fair value option"). Unrealized gains and losses on items for which the fair value option has been elected must be reported in earnings at each subsequent reporting date. Upfront costs and fees related to items for which the fair value option is elected shall be recognized in earnings as incurred and not deferred. This Standard became effective as of January 1, 2008. The Association has not made any elections under the fair value option, thus there will be no impact of the initial adoption of the Standard. However, the Association may elect to apply the fair value option to financial instruments acquired in future periods.

Disclosure Required by Farm Credit Administration Regulations

Description of Business

Descriptions of the territory served, persons eligible to borrow, types of lending activities engaged in, financial services offered and related Farm Credit organizations are incorporated herein by reference to Note 1 of the Consolidated Financial Statements, "Organization and Operations," included in this Annual Report to shareholders.

The description of significant developments that had or could have a material impact on earnings or interest rates to borrowers, acquisitions or dispositions of material assets, material changes in the manner of conducting the business, seasonal characteristics, and concentrations of assets, if any, is incorporated in "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in this Annual Report.

Description of Property

The following table sets forth certain information regarding the properties of the reporting entity, all of which are located in Florida:

<u>Location</u>	<u>Description</u>	<u>Form of Ownership</u>
11903 Southern Blvd. Royal Palm Beach	Administrative/ Branch	Owned
7150 20th Street Vero Beach	Branch	Leased
403 NW 6th Street Okeechobee	Branch	Owned
24700 SW 177th Avenue Homestead	Branch	Owned
10055 Heritage Blvd. Lake Worth	Former Headquarters Under Contract For Sale	Owned

Legal Proceedings

Information, if any, to be disclosed in this section is incorporated herein by reference to Note 13 of the Consolidated Financial Statements, "Commitments and Contingencies," included in this Annual Report.

Description of Capital Structure

Information to be disclosed in this section is incorporated herein by reference to Note 8 of the Consolidated Financial Statements, "Members' Equity," included in this Annual Report.

Description of Liabilities

The description of liabilities, contingent liabilities and intrasystem financial assistance rights and obligations to be disclosed in this section is incorporated herein by reference to Notes 2, 7, 11 and 13 of the Consolidated Financial Statements included in this Annual Report.

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

"Management's Discussion and Analysis of Financial Condition and Results of Operations," which appears in this Annual Report and is to be disclosed in this section, is incorporated herein by reference.

Senior Officers

The following represents certain information regarding the senior officers of the Association and their business experience for the past five years:

<u>Senior Officer</u>	<u>Position & Other Business Interests</u>
Donald A. Rice	<i>President and Chief Executive Officer since November 1995. He serves on the boards of the Florida Council of Cooperatives (promotes cooperatives in Florida), Palm Beach County Overall Economic Development Program and the Palm Beach County Ag Enhancement Council.</i>
C. Robert Pendleton	<i>Executive Vice President and Chief Lending Officer since 1991, with Farm Credit since 1979. Serves as director on the board of the South Florida Fair.</i>
Linda Rusciano	<i>Executive Vice President and Chief Financial Officer since 1986, with Farm Credit since 1981.</i>
Esther Morales	<i>Senior Vice President & Chief Credit Officer since 2000, with Farm Credit since 1989.</i>

The total amount of compensation earned by the CEO and five most highly paid officers as a group is disclosed in the Association's 2008 Annual Meeting Information Statement (AMIS). The AMIS is available for public inspection at the reporting association office. Disclosure of information on total compensation paid during 2007 to any senior officer, or to any other individual included in the total, is available to shareholders upon request.

In addition to a base salary, all employees earn additional compensation under an incentive plan. The Association incentive plan is designed to motivate employees to exceed the business plan goals during the fiscal year. These goals typically include return on assets, credit quality, credit administration, loan volume, nonaccrual loan volume, permanent capital and other key ratios. The goals incorporated in the current plan include return on assets, return on equity, credit quality, credit administration, high-risk loans, nonaccrual loan volume and operating efficiencies. Payment of the incentive is in the first quarter 2008. Additionally, all employees are reimbursed for all direct travel expenses incurred when traveling on Association business. A copy of the travel policy is available to shareholders upon written request.

The Association sponsors a non-qualified supplemental deferred compensation plan for eligible employees. The purpose of the non-qualified plan is to provide supplemental deferred compensation options to eligible key employees. As a non-qualified plan, assets have been allocated and separately invested for this plan, but are not isolated from the general creditors of the Association.

Directors

The following chart details the year the director began serving on the board, the current term of expiration, current committee assignments and total cash compensation paid:

DIRECTOR	ORIGINAL YEAR OF ELECTION OR APPOINTMENT	CURRENT TERM EXPIRATION	TOTAL COMP. PAID DURING 2007
Jack C. Coker, <i>Chairman</i>	1982	2008	\$ 17,700
Louis E. Larson, Jr., <i>Vice-Chm.</i>	1989	2010	18,100
John L. Alger	2007	2008	11,400
William E. Bowman, Jr.	1976	2010	15,400
Robert J. Callaway, <i>Outside Dir.</i>	1990	2009	15,700
Sherwood J. Johnson	1982	2009	18,400
Charles F. Martin	1987	2010	15,700
John D. Martin, Jr.	1994	2009	15,800
Robert G. Sexton	1995	2008	13,900
Andrea Thurn, <i>Outside Director</i>	2007	2010	12,700
			<u>\$ 154,800</u>

The following represents certain information regarding the directors of the Association, including their principal occupation and employment for the past five years. Unless specifically listed, the principal occupation of the board member for the past five years has been as a self-employed farmer.

Jack C. Coker, Chairman, is a beef cattle rancher and real estate developer in Okeechobee County. He currently serves on the boards of B and J Investments, Inc., J & M Investments, Inc. and Coker Cattle Corporation.

Louis E. Larson, Jr., Vice Chairman, is a dairy farmer and rancher in Okeechobee County. He serves as director on the boards of Larson Dairy, Inc., SunTrust of Mid-Florida, Dairy Feeds, Inc., Okeechobee Cattleman’s Association, Southeast Milk, Inc., and Cattlemen’s Beef Board. Mr. Larson also serves as Secretary to the Florida Cattlemen’s Association.

John L. Alger is a vegetable grower and nurseryman in Miami-Dade County. He serves on the boards of directors of Alger Farms, Inc. and Florida Fruit and Vegetable Association. Mr. Alger also serves as Vice President of S. M. Jones and Company, a produce sales company in Belle Glade; Vice President of Dade County Farm Bureau; Secretary/Treasurer of Florida Sweet Corn Exchange and is a member of the Executive Advisory Board of First National Bank of South Florida.

William E. Bowman, Jr. is a cattle rancher with his farming operations based in Okeechobee and eastern Palm Beach Counties. He currently serves on the boards of Bowman & Sons, Inc., Florida State Fair, South Florida Fair, McArthur Dairy, Triple Ranch, Inc., Taylor Creek Ranch, Inc., Dairy Feeds, Inc., the Law Enforcement Assistance Foundation and Flamingo Hills, a boat marina.

Robert J. Callaway serves as an Outside Director for the Association. He is a co-founder of Callaway and Price, Inc., a real estate appraisal and consulting firm. Mr. Callaway serves on the boards of Callaway Realty, Inc., the West Palm Beach Fishing Club & Foundation and Law Enforcement Assistance Foundation, a fund raising organization.

Sherwood J. Johnson is a citrus grower in the Indian River area. He currently serves as a director on the boards of Delta Farms Water Control District, University of Florida Share Council,

Treasure Coast Agriculture Research Foundation, Treasure Coast Research and Education Park, a research center, and HESCO, a packinghouse supply cooperative. Mr. Johnson also serves on the AgFirst Farm Credit Bank Nominating Committee.

Charles F. Martin is a nurseryman in Miami-Dade County. He serves as secretary/treasurer of Harold B. Martin, Inc.

John D. Martin, Jr., is a retired vegetable farmer and nurseryman in Palm Beach County and is currently a citrus grower in St. Lucie County. He serves on the board of Martin Properties of Palm Beach County, Inc.

Robert G. Sexton is a citrus grower in Indian River County. He is President of Oslo Citrus Growers Association and co-owner of Orchid Island Juice Company. He serves as a director of AgFirst Farm Credit Bank, Oslo Citrus Growers Association, McArthur Management Company, a management company for a large dairy, cattle and citrus agribusiness; Orchid Island Juice Company and Sexton Grove Holdings, a family citrus company; Sexton Properties, Oslo Packing Company, Indian River Citrus League, Florida Citrus Packers, Highlands Exchange Service Co-op, a packinghouse supply cooperative; Patio Restaurant and Sexton, Inc., family commercial real estate companies; and Dancing Pigs, LLC, which owns Red, Hot and Blue BBQ restaurants.

Andrea Thurn serves as an Outside Director for the Association. She is a Certified Public Accountant and a Partner/Owner in Morgan, Jacoby, Thurn, Boyle and Associates, P.A. in Vero Beach. Ms. Thurn has many years of experience with financial institutions, cooperatives and agri-businesses. She serves as Secretary/Treasurer of Vero Chemical Distributors, a janitorial paper and chemical supplier.

Subject to approval by the board, the Association may allow directors honoraria of \$300 for attendance at meetings, committee meetings, or special assignments. Directors are paid a monthly retainer fee of \$900, except for the chairman of the board who receives \$1,000. Total compensation paid to directors as a group was \$160,300 for 2007. No director received more than \$5,000 in non-cash compensation during the year.

The following chart details the number of meetings, other activities and additional compensation paid for other activities (if applicable) for each director:

Name of Director	Days Served		Committee Assignments	Comp. Paid for other Activities*
	Regular Board Meetings	Other Official Activities*		
Jack C. Coker, <i>Chairman</i>	11	23	Compensation, Governance, Executive, Loan	\$ 6,900
Louis E. Larson, Jr., <i>Vice-Chairman</i>	8	27	Compensation, Executive, Loan	8,100
John L. Alger	7	14	Compensation, Executive, Loan	4,200
William E. Bowman, Jr.	11	18	Compensation, Governance, Executive, Loan	5,400
Robert J. Callaway	10	19	Audit, Compensation, Executive, Loan	5,700
Sherwood J. Johnson	10	28	Audit, Governance, Compensation, Executive, Loan	8,400
Charles F. Martin	10	19	Compensation, Governance, Executive, Loan	5,700
John D. Martin	9	18	Compensation, Executive, Loan	5,400
Robert G. Sexton	9	13	Compensation, Executive, Loan	3,900
Andrea Thurn	7	16	Audit, Compensation, Executive, Loan	4,800
				\$ 58,500

* Includes board committee meetings and other board activities other than regular board meetings.

Directors are reimbursed on an actual cost basis for all expenses incurred in the performance of official duties. Such expenses may include transportation, lodging, meals, tips, tolls, parking of cars, laundry, registration fees, and other expenses associated with travel on official business. A copy of the policy is available to shareholders of the Association upon request.

The aggregate amount of reimbursement for travel, subsistence and other related expenses for all directors as a group was \$40,938 for 2007, \$26,247 for 2006, and \$26,237 for 2005.

Transactions with Senior Officers and Directors

The reporting entity’s policies on loans to and transactions with its officers and directors, to be disclosed in this section are incorporated herein by reference to Note 12 of the Consolidated Financial Statements, “Related Party Transactions,” included in this Annual Report. There have been no transactions between the Association and senior officers or directors which require reporting per FCA regulations.

Involvement in Certain Legal Proceedings

There were no matters which came to the attention of management or the board of directors regarding involvement of current directors or senior officers in specified legal proceedings which should be disclosed in this section. No directors or senior officers have been involved in any legal proceedings during the last five years which require reporting per FCA regulations.

Relationship with Independent Auditors and Other Qualified Public Accountants

There were no changes in or material disagreements with our independent auditors on any matter of accounting principles or financial statement disclosure during this period.

Aggregate fees paid by the Association for services rendered by its independent auditors and other qualified public accountants for the year ended December 31, 2007 were as follows:

	<u>2007</u>
Independent Auditor	
PricewaterhouseCoopers LLP	
Audit services	\$ 55,180
Qualified Public Accountant	
KPMG, LLP	
Tax services	28,500
Robin Haynes, CPA	
Internal Audit services	<u>28,554</u>
Total	<u>\$ 112,234</u>

Audit fees were for the annual audit of the consolidated financial statements. Nonaudit fees were for tax services and audit of internal controls. All nonaudit service fees incurred by the Association were approved by the Audit Committee.

Consolidated Financial Statements

The consolidated financial statements, together with the report thereon of PricewaterhouseCoopers LLP dated February 28, 2008 and the report of management, which appear in this Annual Report are incorporated herein by reference.

Copies of the Association’s Annual and Quarterly reports are available upon request free of charge by calling 1-800-432-4156 or writing Linda Rusciano, Farm Credit of South Florida, ACA, P. O. Box 213069, Royal Palm Beach, FL 33421 or accessing the web site, www.farmcreditsfl.com. The Association prepares an electronic version of the Annual Report which is available on the Association’s web site within 75 days after the end of the fiscal year and distributes the Annual Report to shareholders within 90 days after the end of the fiscal year. The Association prepares an electronic version of the Quarterly report within 40 days after the end of each fiscal quarter, except that no report need be prepared for the fiscal quarter that coincides with the end of the fiscal year of the institution.

Borrower Information Regulations

Since 1972, Farm Credit Administration (FCA) regulations have required that borrower information be held in strict confidence by Farm Credit System (FCS) institutions, their directors, officers and employees. These regulations provide Farm Credit institutions clear guidelines for protecting their borrowers’ nonpublic personal information.

On November 10, 1999, the FCA Board adopted a policy that requires FCS institutions to formally inform new borrowers at loan closing of the FCA regulations on releasing borrower information and to address this information in the Annual Report. The implementation of these measures ensures that new and existing borrowers are aware of the privacy protections afforded them through FCA regulations and Farm Credit System institution efforts.

Credit and Services to Young, Beginning, and Small Farmers and Ranchers and Producers or Harvesters of Aquatic Products

Information to be disclosed in this section is incorporated herein by reference to the similarly named section in the Management’s Discussion and Analysis of Financial Condition and Results of Operations section included in this Annual Report to the shareholders.

Shareholder Investment

Shareholder investment in the Association could be affected by the financial condition and results of operations of AgFirst Farm Credit Bank (Bank or AgFirst). Copies of the Bank’s Annual and Quarterly reports are available upon request free of charge by calling 1-800-845-1745, ext. 378, or writing Stephen Gilbert, AgFirst Farm Credit Bank, P. O. Box 1499, Columbia, SC 29202. Information concerning AgFirst Farm Credit Bank can also be obtained by going to AgFirst’s web site at www.agfirst.com. The Bank prepares an electronic version of the Annual Report, which is available on the website, within 75 days after the end of the fiscal year and distributes the Annual Reports to shareholders within 90 days after the end of the fiscal year. The Bank prepares an electronic version of the Quarterly report within 40 days after the end of each fiscal quarter, except that no report needs to be prepared for the fiscal quarter that coincides with the end of the fiscal year of the Bank.

Report of the Audit Committee

The Audit Committee of the Board of Directors (Committee) is comprised of the directors named below. None of the directors who serve on the Committee is an employee of Farm Credit of South Florida, ACA (Association) and in the opinion of the Board of Directors, each is free of any relationship with the Association or management that would interfere with the director's independent judgment on the Committee.

The Committee has adopted a written charter that has been approved by the Board of Directors. The Committee has reviewed and discussed the Association's audited financial statements with management, which has primary responsibility for the financial statements.

PricewaterhouseCoopers LLP (PwC), the Association's independent auditor for 2007, is responsible for expressing an opinion on the conformity of the Association's audited financial statements with accounting principles generally accepted in the United States of America. The Committee has discussed with PwC the matters that are required to be discussed by Statement on Auditing Standards No. 114 (*The Auditor's Communication With Those Charged With Governance*). PwC has provided to the Committee the written disclosures and the letter required by Independence Standards Board Standard No. 1 (*Independence Discussions with Audit Committees*), and the Committee has discussed with PwC that firm's independence.

The Committee has also concluded that PwC's provision of non-audit services, if any, to the Association is compatible with PwC's independence.

Based on the considerations referred to above, the Committee recommended to the Board of Directors that the audited financial statements be included in the Association's Annual Report for 2007. The foregoing report is provided by the following independent directors, who constitute the Committee:



Sherwood J. Johnson
Chairman of the Audit Committee

Members of Audit Committee

Robert J. Callaway
Andrea Thurn

February 28, 2008

Report of Independent Auditors



PricewaterhouseCoopers LLP
10 Tenth Street, Suite 1400
Atlanta, GA 30309
Telephone (678) 419 1000

Report of Independent Auditors

To the Board of Directors and Members
of Farm Credit of South Florida, ACA

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of income, of changes in members' equity and of cash flows present fairly, in all material respects, the financial position of Farm Credit of South Florida, ACA (the Association) and its subsidiaries at December 31, 2007, 2006 and 2005, and the results of their operations and their cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Association's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

PricewaterhouseCoopers LLP

February 28, 2008

Notes to the Consolidated Financial Statements

(dollars in thousands, except as noted)

Note 1 — Organization and Operations

A. **Organization:** Farm Credit of South Florida, ACA (the Association) is a member-owned cooperative which provides credit and credit-related services to or for the benefit of eligible borrowers/shareholders for qualified purposes in the counties of Broward, Dade, Indian River, Martin, Monroe, Okeechobee, Palm Beach, and St. Lucie in the state of Florida.

The Association is a lending institution of the Farm Credit System (System), a nationwide system of cooperatively owned banks and associations, which was established by Acts of Congress to meet the credit needs of American agriculture and is subject to the provisions of the Farm Credit Act of 1971, as amended (Farm Credit Act). The most recent significant amendment to the Farm Credit Act was the Agricultural Credit Act of 1987. At December 31, 2007, the System was comprised of four Farm Credit Banks, one Agricultural Credit Bank and ninety-four Associations.

AgFirst Farm Credit Bank (Bank) and its related Associations are collectively referred to as the "District." The Bank provides funding to associations within the District and is responsible for supervising certain activities of the Association, as well as the other Associations operating within the District. The District consists of the Bank and twenty-three Agricultural Credit Associations (ACAs), all of which are structured as ACA parent-companies, which have two wholly owned subsidiaries, a Federal Land Credit Association (FLCA) and a Production Credit Association (PCA). FLCAs are tax-exempt while ACAs and PCAs are taxable.

ACA parent-companies provide financing and related services through its FLCA and PCA subsidiaries. The FLCA makes collateralized long-term agricultural real estate and rural home mortgage loans. The PCA makes short- and intermediate-term loans for agricultural production or operating purposes.

The Farm Credit Administration (FCA) is delegated authority by Congress to regulate the System banks and associations. The FCA examines the activities of the associations and certain actions by the associations are subject to the prior approval of the FCA and the supervising Bank.

The Farm Credit Act established the Farm Credit System Insurance Corporation (Insurance Corporation) to administer the Farm Credit Insurance Fund (Insurance Fund). The Insurance Fund is required to be used (1) to ensure the timely payment of principal and interest on Systemwide debt obligations (Insured debt), (2) to ensure

the retirement of protected borrower capital at par or stated value, and (3) for other specified purposes. The Insurance Fund is also available for discretionary uses by the Insurance Corporation to provide assistance to certain troubled System institutions and to cover the operating expenses of the Insurance Corporation. Each System bank is required to pay premiums, which may be passed on to the Association, into the Insurance Fund, based on its annual average loan principal outstanding until the monies in the Insurance Fund reach the "secure base amount." The secure base amount is defined in the Farm Credit Act as 2.0 percent of the aggregate insured obligations (Systemwide debt obligations) or such other percentage of the aggregate obligations as the Insurance Corporation in its sole discretion determines to be actuarially sound. When the amount in the Insurance Fund exceeds the secure base amount, the Insurance Corporation is required to reduce premiums, but it still must ensure that reduced premiums are sufficient to maintain the level of the Insurance Fund at the secure base amount.

B. **Operations:** The Farm Credit Act sets forth the types of authorized lending activity, persons eligible to borrow, and financial services which can be offered by the Association. The Association is authorized to provide, either directly or in participation with other lenders, credit, credit commitments and related services to eligible borrowers. Eligible borrowers include farmers, ranchers, producers or harvesters of aquatic products, rural residents, and farm-related businesses.

The Association may sell to any System borrowing member, on an optional basis, credit or term life insurance appropriate to protect the loan commitment in the event of death of the debtor(s). The sale of other insurance necessary to protect a member's farm or aquatic unit is permitted, but limited to hail and multi-peril crop insurance, and insurance necessary to protect the facilities and equipment of aquatic borrowers.

Note 2 — Summary of Significant Accounting Policies

The accounting and reporting policies of the Association conform with accounting principles generally accepted in the United States of America (GAAP) and prevailing practices within the banking industry. The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the Consolidated Financial Statements and accompanying notes. Significant estimates are discussed in these footnotes, as applicable. Actual results may differ from these estimates.

Certain amounts in prior years' financial statements have been reclassified to conform to the current year's presentation. Such reclassifications had no effect on net income or total members' equity of prior years. The Consolidated Financial Statements include the accounts of the FLCA and the PCA. All significant inter-company transactions have been eliminated in consolidation.

A. **Cash:** Cash, as included in the statements of cash flows, represents cash on hand and on deposit at banks.

B. **Investment Securities:** The Association, as permitted under the FCA regulations, holds investments for purposes of maintaining a liquidity reserve, managing short-term surplus funds and managing interest rate risk. The Association's investments are classified as held-to-maturity and accordingly have been reported at amortized cost. Purchased premiums and discounts are amortized or accreted ratably over the term of the respective security.

The Association may also hold additional investments in accordance with mission-related investment and other investment programs, approved by the Farm Credit Administration. These programs allow the Association to make investments that further the System's mission to serve rural America. Asset backed securities issued by the Small Business Administration are considered allowable investments. Mission-related investments for which the Association has the intent and ability to hold to maturity are classified as held-to-maturity and carried at cost, adjusted for the amortization of premiums and accretion of discounts.

The Association reviews all investments that are in a loss position in order to determine whether the unrealized loss, which is considered an impairment, is temporary or permanent. In the event of permanent impairment, the cost basis of the investment would be written down to its fair value, and the realized loss would be included in current earnings.

C. **Loans and Allowance for Loan Losses:** Long-term real estate mortgage loans generally have original maturities ranging from 5 to 40 years. Substantially all short- and intermediate-term loans for agricultural production or operating purposes have maturities of 10 years or less. Loans are carried at their principal amount outstanding less unearned income. Interest on loans is accrued and credited to interest income based upon the daily principal amount outstanding.

Loans are generally placed in nonaccrual status when principal or interest is delinquent for 90 days (unless adequately collateralized and in the process of collection) or circumstances indicate that collection of principal and/or interest is in doubt. When a loan is placed in nonaccrual status, accrued interest deemed uncollectible is reversed (if accrued in the current year) or charged against the allowance for loan losses (if accrued in the prior year).

When loans are in nonaccrual status, the interest portion of payments received in cash is recognized as interest income if collection of the recorded investment in the loan is fully expected and the loan does not have a remaining unrecovered prior charge-off associated with it. Otherwise, loan payments are applied against the recorded investment in the loan.

Nonaccrual loans may be returned to accrual status when principal and interest are current, prior charge-offs have been recovered, the ability of the borrower to fulfill the contractual repayment terms is fully expected and the loan is not classified "doubtful" or "loss."

Loans are charged-off, wholly or partially, as appropriate, at the time they are determined to be uncollectible.

In cases where a borrower experiences financial difficulties and the Association makes certain monetary concessions to the borrower through modifications to the contractual terms of the loan, the loan is classified as a restructured loan. If the borrower's ability to meet the revised payment schedule is uncertain, the loan is classified as a nonaccrual loan.

The allowance for loan losses is a valuation account used to reasonably estimate loan and lease losses existing as of the financial statement date. Determining the appropriate allowance for loan losses balance involves significant judgment about when a loss has been incurred and the amount of that loss.

The allowance is based on a periodic evaluation of the loan portfolio by management in which numerous factors are considered, including economic conditions, loan portfolio composition and prior loan loss experience. It is based on estimates, appraisals and evaluations of loans which, by their nature, contain elements of uncertainty and imprecision. The possibility exists that changes in the economy and its impact on borrower repayment capacity will cause these estimates, appraisals and evaluations to change.

The level of allowance for loan losses is generally based on recent charge-off experience adjusted for relevant environmental factors. The Association considers the following factors when adjusting the historical charge-offs experience:

- Changes in credit risk classifications,
- Changes in collateral values,
- Changes in risk concentrations,
- Changes in weather related conditions, and
- Changes in economic conditions.

Impaired loans are loans for which it is probable that not all principal and interest will be collected according to the contractual terms of the loan. Impaired loans include nonaccrual loans, restructured loans, and loans past due 90 days or more and still accruing interest. A loan is considered contractually past due when any principal repayment or interest payment required by the loan instrument is not received on or before the due date. A loan shall remain contractually past due until it is formally restructured or until the entire amount past due, including principal, accrued interest, and penalty interest incurred as the result of past due status, is collected or otherwise discharged in full.

A specific allowance may be established for impaired loans under Statement of Financial Accounting Standards No. 114. Impairment of these loans is measured based on the present value of expected future cash flows discounted at the loan's effective interest rate or, as practically expedient, at the loan's observable market price or fair value of the collateral if the loan is collateral dependent.

The allowance for loan losses is maintained at a level considered adequate by management to provide for probable and estimable losses inherent in the loan portfolio. The allowance is increased through provisions for loan losses and loan recoveries and is decreased through allowance reversals and loan charge-offs.

D. Investment in AgFirst Farm Credit Bank and Other Farm Credit Institutions: The Association is required to maintain ownership in the Bank in the form of Class B and Class C stock. Accounting for this investment is on the cost plus allocated equities basis. Patronage refunds from the Bank are accrued as earned. The receivable for such patronage refunds is classified as due from AgFirst Farm Credit Bank.

E. Other Property Owned: Other property owned, consisting of real and personal property acquired through a collection action, is recorded upon acquisition at fair value less estimated selling costs. Revised estimates to the fair value less cost to sell are reported as adjustments to the carrying amount of the asset, provided that such adjusted value is not in excess of the carrying amount at acquisition. Income, expenses, and carrying value adjustments related to other property owned are included in gains (losses) on other property owned, net.

F. Premises and Equipment: Premises and equipment are carried at cost less accumulated depreciation. Land is carried at cost. Depreciation is provided on the straight-line method over the estimated useful lives of the assets. Gains and losses on dispositions are reflected in current earnings. Maintenance and repairs are charged to expense and improvements are capitalized.

G. Advanced Conditional Payments: The Association is authorized under the Farm Credit Act to accept advance payments from borrowers. To the extent the borrower's access to such advance payments is restricted, the advanced conditional payments are netted against the borrower's related loan balance. Amounts in excess of the related loan balance and amounts to which the borrower has unrestricted access are presented as interest-bearing liabilities in the accompanying Consolidated Balance Sheets. Advanced conditional payments are not insured. Interest is generally paid by the Association on such accounts.

H. Employee Benefit Plans: Substantially all employees of the Association may participate in the AgFirst Farm Credit Retirement Plan (Plan), which is a defined benefit plan and is considered a multi-employer plan. The Plan is noncontributory and includes eligible District employees. The "Projected Unit Credit" actuarial method is used for financial reporting purposes. For participants hired before January 1, 2003, benefits are determined based on a final average pay formula. For those participants hired on or after January 1, 2003, benefits are determined using a cash balance formula. The cost of the Plan is allocated based on a percentage of each institution's salary expense to the total salary expense for all Plan participants.

Substantially all employees of the Association may also be eligible to participate in the District's thrift plan (Thrift Plan), which qualifies as a 401(k) plan as defined by the Internal Revenue Code. For employees hired on or prior to December 31, 2002, the Association contributes \$.50 for each \$1.00 of the maximum employee contribution of 6

percent of total compensation. For employees hired on or after January 1, 2003, the Association contributes \$1.00 for each \$1.00 of the maximum employee contribution of 6 percent of total compensation. Employee deferrals are not to exceed the maximum deferral as adjusted by the Internal Revenue Service. Thrift Plan costs are expensed as funded.

Effective January 1, 2006 the Districtwide 401(k) Plan known as the AgFirst Farm Credit Employee Thrift Plan merged with the Farm Credit Bank of Texas Thrift Plus Plan. The new plan is known as the AgFirst/FCBT 401(k) Employee Benefit Plan.

The Association may provide certain health care and life insurance benefits to eligible retired employees. Substantially all employees may become eligible for these benefits if they reach early retirement age while working for the Association.

I. Income Taxes: The Association is generally subject to Federal and certain other income taxes. As previously described, the ACA holding company has two wholly-owned subsidiaries, a PCA and a FLCA. The FLCA subsidiary is exempt from federal and state income taxes as provided in the Farm Credit Act. The ACA holding company and the PCA subsidiary are subject to federal, state and certain other income taxes.

The Association is eligible to operate as a cooperative that qualifies for tax treatment under Subchapter T of the Internal Revenue Code. Accordingly, under specified conditions, the Association can exclude from taxable income amounts distributed as qualified patronage refunds in the form of cash, stock or allocated surplus. Provisions for income taxes are made only on those taxable earnings that will not be distributed as qualified patronage refunds. The Association distributes patronage on the basis of book income.

The Association accounts for income taxes under the asset and liability method, recognizing deferred tax assets and liabilities for the expected future tax consequences of the temporary differences between the carrying amounts and tax bases of assets and liabilities. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be realized or settled.

The Association records a valuation allowance at the balance sheet dates against that portion of the Association's deferred tax assets that, based on management's best estimates of future events and circumstances, more likely than not (a likelihood of more than 50 percent) will not be realized. The consideration of valuation allowances involves various estimates and assumptions as to future taxable earnings, including the effects of our expected patronage program, which reduces taxable earnings.

J. Patronage Refund from AgFirst and Other Financial Institutions: The Association records patronage refunds from the Bank and certain District Associations on an accrual basis.

K. Recently Issued Accounting Pronouncements: In June 2006, the Financial Accounting Standards Board (FASB) issued Interpretation No. 48, "Accounting for Uncertainty in Income Taxes — an Interpretation of FASB Statement No. 109" (FIN 48 or Interpretation) that was effective for fiscal years beginning after December 15, 2006.

FIN 48 clarifies how an enterprise should recognize, measure, present and disclose in its financial statements uncertain tax positions that the enterprise has taken or expects to take on a tax return. Under the Interpretation, the financial statements reflect expected future tax consequences of income tax positions presuming the relevant taxing authority's full knowledge of the position and all relevant facts, but without considering time values. FIN 48 is applicable to all uncertain positions for taxes accounted for under FASB Statement No. 109. The Association adopted FIN 48 on January 1, 2007 and determined that interest and penalties would be classified as a component of income taxes.

There were no uncertain positions for income taxes at January 1, 2007 identified as a result of the adoption and therefore no cumulative adjustment to beginning members' equity was required. The tax years that remain open for federal and major state income tax jurisdictions are 2004 and forward.

In September 2006, the FASB also issued Statement of Financial Accounting Standards No. 157, "*Fair Value Measurements*." This Statement defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. As a result, there is now a common definition of fair value to be used throughout generally accepted accounting principles. The FASB believes that the new standard will make the measurement of fair value more consistent and comparable and improve disclosures about those measures. This Statement clarifies that the term fair value is intended to mean a market-based measure, not an entity-specific measure. In measuring fair value for a financial statement item, the Statement sets forth a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The highest priority is given to quoted prices in active markets and the lowest priority to unobservable inputs. Additional disclosure requirements will be required for the lowest priority level. The Statement became effective as of January 1, 2008, and will be applied to the Association's Consolidated Financial Statements on a prospective basis.

In February 2007, the FASB issued Statement of Financial Accounting Standards No. 159, "*Fair Value Option for Financial Assets and Financial Liabilities*." The Standard permits entities to choose on an instrument-by-instrument basis, at specified election dates, to measure financial assets and liabilities and certain other items at fair value (the "fair value option"). Unrealized gains and losses on items for which the fair value option has been elected must be reported in earnings at each subsequent reporting date. Upfront costs and fees related to items for which the fair value option is elected shall be recognized in earnings as incurred and not deferred. This Standard became effective as of January 1, 2008. The Association has not made any elections under the fair value option, thus there will be no impact of the initial adoption of the Standard. However, the Association may elect to apply the fair value option to financial instruments acquired in future periods.

Note 3 — Investment Securities

A summary of the amortized cost and fair value of investment securities held-to-maturity at December 31, 2007 follows:

	December 31, 2007				
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Yield
Asset backed securities	\$ 1,803	\$ 1	\$ (2)	\$ 1,802	5.38%

The Association's investments consist primarily of asset-backed securities (ABSs). These ABSs are rated AAA, as they are guaranteed by the full faith and credit of the United States government. All unrealized losses referenced above are related to changes in interest rates and are not credit related.

The following table shows the fair value and gross unrealized losses for investments in a loss position by the length of time the securities have been in a continuous unrealized loss position at December 31, 2007. The continuous loss position is based on the date the impairment occurred. The unrealized losses on these investments resulted from interest rate volatility and are not credit related. The Association expects to recover substantially all of our cost in these investments. Substantially all of these investments were in U. S. government securities and we expect that these securities would not be settled at a price less than their amortized cost. Because the decline in market value was caused by interest rate increases and not credit quality, and because the Association has the ability and intent to hold these investments to maturity, the Association has not recognized any other-than-temporary impairment in connection with these investments.

	Less than 12 Months		Greater than 12 Months	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Asset-backed securities	\$ 868	\$ (2)	\$ -	\$ -

A summary of the expected maturity, amortized cost and estimated fair value of investment securities at December 31, 2007, follows:

	Amortized Cost	Fair Value	Weighted Average Yield
In one year or less	\$ -	\$ -	-%
After one year through five years	-	-	-
After five years through ten years	1,803	1,802	5.38
After ten years	-	-	-
Total	\$ 1,803	\$ 1,802	5.38%

Note 4 — Loans and Allowance for Loan Losses

A summary of loans follows:

	December 31,		
	2007	2006	2005
Real estate mortgage	\$ 374,068	\$ 389,254	\$ 385,420
Production and intermediate term	70,093	63,749	61,070
Processing and marketing	53,585	45,791	10,772
Farm related business	24,796	8,890	9,063
Communication	7,256	6,401	960
Rural residential real estate	174	173	272
Total loans	\$ 529,972	\$ 514,258	\$ 467,557

The Association's concentration of credit risk in various agricultural commodities is shown in the following table. While the amounts represent the Association's maximum potential credit risk as it relates to recorded loan principal, a substantial portion of the Association's lending activities is collateralized and the Association's exposure to credit loss associated with lending activities is reduced accordingly. An estimate of the Association's credit risk exposure is considered in the determination of the allowance for loan losses.

Total loans at December 31, 2007, 2006 and 2005 consisted of the following commodity types:

Commodity Type	December 31,		
	2007	2006	2005
Nurseries/Greenhouses	30%	29%	28%
Participations Purchased	20	16	12
Other Real Estate	11	12	12
Livestock	7	8	8
Equine	5	6	8
Sugar Cane	5	6	4
Vegetables	5	5	9
Other	5	1	2
Citrus Fruits	4	5	9
Dairy	3	4	4
Farm Related Business	3	4	1
Fruit	2	4	3
Total	100%	100%	100%

The amount of collateral obtained, if deemed necessary upon extension of credit, is based on management's credit evaluation of the borrower. Collateral held varies, but typically includes farmland and income-producing property, such as crops and livestock, as well as receivables. Long-term real estate loans are collateralized by the first liens on the underlying real property. Federal regulations state that long-term real estate loans are not to exceed 85 percent (97 percent if guaranteed by a government agency) of the property's appraised value. However, a decline in a property's market value subsequent to loan origination or advances, or other actions necessary to protect the financial interest of the Association in the collateral, may result in the loan to value ratios in excess of the regulatory maximum.

Impaired loans are loans for which it is probable that not all principal and interest will be collected according to the contractual terms.

The following table presents information relating to impaired loans.

	December 31,		
	2007	2006	2005
Nonaccrual loans:			
Current as to principal and interest	\$ -	\$ 59	\$ -
Past due	-	79	-
Total nonaccrual loans	-	138	-
Impaired accrual loans:			
Restructured accrual loans	-	-	-
Current as to principal and interest	805	4,286	-
Accrual loans 90 days or more past due	-	267	-
Total impaired accrual loans	805	4,553	-
Total impaired loans	\$ 805	\$ 4,691	\$ -

There were no material commitments to lend additional funds to debtors whose loans were classified as impaired at December 31, 2007.

Interest income is recognized and cash payments are applied on nonaccrual impaired loans as described in Note 2. The following table presents interest income recognized on impaired loans.

	Year Ended December 31,		
	2007	2006	2005
Interest income recognized on nonaccrual loans	\$ 119	\$ -	\$ -
Interest income on impaired accrual loans	141	352	1
Interest income recognized on impaired loans	\$ 260	\$ 352	\$ 1

The following table presents information concerning impaired loans as of December 31,

	2007	2006	2005
	Impaired loans with related allowance	\$ 805	\$ 4,286
Impaired loans with no related allowance	-	405	-
Total impaired loans	\$ 805	\$ 4,691	\$ -
Allowance on impaired loans	\$ 324	\$ 2,134	\$ -

The following table summarizes impaired loan information for the year ended December 31,

	2007	2006	2005
	Average impaired loans	\$ 2,917	\$ 496

The following table summarizes interest income on nonaccrual and accruing restructured loans that would have been recognized under the original terms of the loans:

	Year Ended December 31,		
	2007	2006	2005
Interest income which would have been recognized under the original loan terms	\$ 120	\$ 10	\$ -
Less: interest income recognized	119	-	-
Foregone interest income	\$ 1	\$ 10	\$ -

The changes in the allowance for loan losses are as follows:

	Year Ended December 31,		
	2007	2006	2005
Balance at beginning of year	\$ 5,198	\$ 5,106	\$ 5,100
Charge-offs:			
Real estate mortgage	(1,400)	(2)	-
Production and intermediate term	(13)	-	-
Total charge-offs	(1,413)	(2)	-
Recoveries:			
Real estate mortgage	1,187	-	-
Production and intermediate term	6	94	6
Total recoveries	1,193	94	6
Net (charge-offs) recoveries	(220)	92	6
Provision for (reversal of allowance for) loan losses	-	-	-
Balance at end of year	\$ 4,978	\$ 5,198	\$ 5,106
Ratio of net (charge-offs) recoveries during the period to average loans outstanding during the period	(0.042)%	0.019%	0.001%

In addition, the following is a breakdown of the allowance for loan losses for the end of the last three fiscal years:

	December 31, 2007		December 31, 2006	
	Amount	%	Amount	%
Real estate mortgage	\$ 3,384	68%	\$ 3,597	69%
Production and intermediate term	1,393	28	1,400	27
Agribusiness	136	3	136	3
Communication	59	1	59	1
Rural residential real estate	6	—	6	—
Total	<u>\$ 4,978</u>	<u>100%</u>	<u>\$ 5,198</u>	<u>100%</u>

	December 31, 2005	
	Amount	%
Real estate mortgage	\$ 3,599	70%
Production and intermediate term	1,305	26
Agribusiness	137	3
Communication	59	1
Rural residential real estate	6	—
Total	<u>\$ 5,106</u>	<u>100%</u>

Note 5 — Investment in AgFirst Farm Credit Bank

The Association is required to maintain ownership in the Bank of Class B and Class C stock as determined by the Bank. The Bank may require additional capital contributions to maintain its capital requirements.

Note 6 — Premises and Equipment

Premises and equipment consisted of the following:

	December 31,		
	2007	2006	2005
Land	\$ 439	\$ 439	\$ 439
Buildings and improvements	6,299	6,810	1,238
Furniture and equipment	2,124	1,395	1,380
	<u>8,862</u>	<u>8,644</u>	<u>3,057</u>
Less: accumulated depreciation	<u>2,169</u>	<u>1,867</u>	<u>1,861</u>
Total	<u>\$ 6,693</u>	<u>\$ 6,777</u>	<u>\$ 1,196</u>

Note 7 — Notes Payable to AgFirst Farm Credit Bank

The Association's indebtedness to the Bank represents borrowings by the Association to fund its loan portfolio. This indebtedness is collateralized by a pledge of substantially all of the Association's assets and the terms of the revolving lines of credit are governed by a general financing agreement. Interest rates on both variable and fixed rate notes payable are generally established loan-by-loan based on the Bank's marginal cost of funds, capital position, operating costs and return objectives. The interest rate is periodically adjusted by the Bank based upon agreement between the Bank and Association. The weighted average interest rates on the variable rate notes were 5.81 percent for LIBOR-based loans, 5.74 percent for Prime-based loans, and the weighted average remaining maturities were 2.2 years and 3.1 years, respectively, at December 31, 2007. The weighted average interest rate on the fixed rate and adjustable rate mortgage (ARM) loans which are match funded by the Bank was 5.89 percent and the weighted average remaining maturity was 3.3 years at December 31, 2007. The weighted average interest rate on all interest-bearing notes payable was 5.85 percent and the weighted average remaining maturity was 3.1 years at December 31, 2007.

Variable rate and fixed rate notes payable represent approximately 14.48 percent and 85.52 percent, respectively, of total notes payable at December 31, 2007.

Under the Farm Credit Act, the Association is obligated to borrow only from the Bank, unless the Bank approves borrowing from other funding sources. The Bank, consistent with FCA regulations, has 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 December 31, 2007, the Association's notes payable were within the specified limitations.

Note 8 — Members' Equity

A description of the Association's capitalization requirements, protection mechanisms, regulatory capitalization requirements and restrictions, and equities are provided below.

A. Protected Borrower Equity

Protection of certain borrower equity is provided under the Farm Credit Act, which requires the Association, when retiring protected borrower equity, to retire such equity at par or stated value regardless of its book value. Protected borrower equity includes capital stock, participation certificates and allocated equities that were outstanding as of January 6, 1988, or were issued or allocated prior to October 6, 1988. If an Association is unable to retire protected borrower equity at par value or stated value, amounts required to retire this equity would be obtained from the Insurance Fund.

B. Capital Stock and Participation Certificates

In accordance with the Farm Credit Act and the Association's capitalization bylaws, each borrower is required to invest in Class C stock for agricultural loans, or participation certificates in the case of rural home and farm related business loans, as a condition of borrowing. The initial borrower investment, through either purchase or transfer, must be in an amount equal to the lesser of two percent of the loan amount or \$1,000. The Board of Directors may increase the amount of investment if necessary to meet the Association's capital needs. Loans designated for sale or sold into the Secondary Market on or after April 16, 1996 will have no voting stock or participation certificate purchase requirement if sold within 180 days following the date of designation.

The borrower acquires ownership of the capital stock or participation certificates at the time the loan is made, but usually does not make a cash investment. The aggregate par value is generally added to the principal amount of the related loan obligation. The Association retains a first lien on the stock or participation certificates owned by borrowers. Retirement of such equities will generally be at the lower of par or book value, and repayment of a loan does not automatically result in retirement of the corresponding stock or participation certificates.

C. Regulatory Capitalization Requirements and Restrictions

FCA's capital adequacy regulations require the Association to achieve permanent capital of seven percent of risk-adjusted assets and off-balance-sheet commitments. Failure to meet the seven percent capital requirement can initiate certain mandatory and possibly additional discretionary actions by FCA that, if undertaken, could have a direct material effect on the Association's financial statements. The Association is prohibited from reducing permanent capital by retiring stock or making certain other distributions to shareholders unless prescribed capital standards are met. FCA regulations also require that additional minimum standards for capital be achieved. These standards require all System institutions to achieve and maintain ratios as defined by FCA regulations. These required ratios are total surplus as a percentage of risk-adjusted assets of seven percent and core surplus as a percentage of risk-adjusted assets of three and one-half percent. The Association's permanent capital, total surplus and core surplus ratios at December 31, 2007 were 17.04 percent, 16.93 percent and 16.33 percent, respectively.

An FCA regulation empowers it to direct a transfer of funds or equities by one or more System institutions to another System institution under specified circumstances. The Association has not been called upon to initiate any transfers and is not aware of any proposed action under this regulation.

D. Description of Equities

The Association is authorized to issue or have outstanding Classes A and D Preferred Stock, Classes A, B, and C Common Stock, Classes B and C Participation Certificates and such other classes of equity as may be provided for in amendments to the bylaws in such amounts as may be necessary to conduct the Association's business. All stock and participation certificates have a par or face value of five dollars (\$5.00) per share.

The Association had the following shares outstanding at December 31, 2007:

Class	Protected	Shares Outstanding	
		Number	Aggregate Par Value
A Common/Nonvoting	Yes	85,190	\$ 426
B Common/Nonvoting	Yes	434,695	2,173
C Common/Voting	No	141,254	706
B Participation Certificates/Nonvoting	Yes	16,600	83
C Participation Certificates/Nonvoting	No	3,735	19
Total Capital Stock and Participation Certificates		681,474	\$ 3,407

Protected common stock and participation certificates are retired at par or face value in the normal course of business. At-risk common stock and participation certificates are retired at the sole discretion of the Board at book value not to exceed par or face amounts, provided the minimum capital adequacy standards established by the Board are met.

Retained Earnings

The Association maintains an unallocated retained earnings account and an allocated retained earnings account. The Board determines the minimum aggregate amount of these two accounts. At the end of any fiscal year, if the retained earnings accounts otherwise would be less than the minimum amount determined by the Board as necessary to maintain adequate capital reserves to meet the commitments of the Association, the Association shall apply earnings for the year to the unallocated retained earnings account in such amounts as may be determined necessary by the Board. Unallocated retained earnings are maintained for each borrower to permit liquidation on a patronage basis.

The Association maintains an allocated retained earnings account consisting of earnings held and allocated to borrowers on a patronage basis. In the event of a net loss for any fiscal year, such allocated retained earnings account will be subject to full impairment in the order specified in the bylaws beginning with the most recent allocation.

The Association has a first lien and security interest on all retained earnings account allocations owned by any borrowers, and all distributions thereof, as additional collateral for their indebtedness to the Association. When the debt of a borrower is in default or is in the process of final liquidation by payment or otherwise, the Association, upon approval of the Board, may order any and all retained earnings account allocations owned by such borrower to be applied on the indebtedness.

Allocated equities shall be retired solely at the discretion of the Board; provided, however, that minimum capital standards established by the FCA and the Board are met. All nonqualified distributions are tax deductible only when redeemed.

At December 31, 2007, allocated members' equity consisted of \$3,237 of qualified surplus and \$19,246 of nonqualified retained surplus.

Patronage Distributions

Prior to the beginning of any fiscal year, the Board, by adoption of a resolution, may obligate the Association to distribute to borrowers on a patronage basis all or any portion of available net earnings for such fiscal year or for that and subsequent fiscal years. Patronage distributions are based on the proportion of the borrower's interest to the amount of interest earned by the Association on its total loans unless another proportionate patronage basis is approved by the Board.

If the Association meets its capital adequacy standards after making the patronage distributions, the patronage distributions may be in cash, authorized stock of the Association, allocations of earnings retained in an allocated members' equity account, or any one or more of such forms of distribution. Patronage distributions of the Association's earnings may be paid on either a qualified or nonqualified basis, or a combination of both, as determined by the Board. A minimum of 20 percent of the total qualified patronage distribution to any borrower for any fiscal year shall always be paid in cash.

Dividends

The Association may declare noncumulative dividends on its capital stock and participation certificates provided the dividend rate does not exceed 20 percent of the par value of the respective capital stock and participation certificates. Such dividends may be paid solely on Class D Preferred Stock, or on all classes of stock and participation certificates.

The rate of dividends paid on Class D Preferred Stock for any fiscal year may not be less than the rate of dividends paid on Classes A, B or C Common Stock or participation certificates for such year. The rate of dividends on Classes A, B, or C Common Stock and participation certificates shall be at the same rate per share.

Dividends may not be declared if, after recording the liability, the Association would not meet its capital adequacy standards. No dividends were declared by the Association for any of the periods included in these financial statements.

Transfer

Class D Preferred, Classes A, B and C Common Stocks, and Classes B and C Participation Certificates may be transferred to persons or entities eligible to purchase or hold such equities.

Impairment

Any net losses recorded by the Association shall first be applied against unallocated members' equity. To the extent that such losses would exceed unallocated members' equity, such losses would be applied consistent with the Association's bylaws and distributed pro rata to each share and/or unit outstanding in the class, in the following order:

- a) **First**, Assistance Preferred Stock issued and outstanding;
- b) **Second**, allocated surplus, in its entirety, with application to most recent allocation first and then in reverse order until all allocated surplus has been exhausted;
- c) **Third**, Class C Common Stock and Class C Participation Certificates issued and outstanding, pro rata until such stock is fully impaired;
- d) **Fourth**, Class A Common and Class B Common Stock and Class B Participation Certificates issued and outstanding, pro rata until such stock is fully impaired; and
- e) **Fifth**, Class D Preferred Stock issued and outstanding, if any.

Distribution on Liquidation

In the event of liquidation or dissolution of the Association, any assets of the Association remaining after payment or retirement of all liabilities, shall be distributed in the following order of priority:

- a) **First**, to the holders of Class D Preferred Stock until an amount equal to the aggregate par value of all shares of said stock then issued and outstanding has been distributed to such holders,
- b) **Second**, to the holders of Class A Common Stock, Class B Common Stock, Class C Common Stock and Participation Certificates, pro rata in proportion to the number of shares or units of each such class of stock or participation certificates then issued and outstanding, until an amount equal to the aggregate par value or face amount of all such shares or units has been distributed to such holders;
- c) **Third**, to the holders of allocated surplus evidenced by qualified written notices of allocation, in the order of the year of issuance, until the total amount of such account has been distributed;
- d) **Fourth**, to the holders of allocated surplus evidenced by nonqualified written notices of allocation, in the order of the year of issuance, until the total amount of such account has been distributed;
- e) **Fifth**, all unallocated surplus accrued or issued after April 22, 1995, shall be distributed to present and former Patrons from said date through the date of liquidation on a patronage basis to the extent practicable; and
- f) **Sixth**, any remaining assets of the Association after such distribution shall be distributed ratably to the holders of all classes of Common Stock and Participation Certificates in proportion to the number or shares or units of such class of Common Stock or participation certificates held by such holders.

All distributions to the holders of any class of stock and/or participation certificate holders shall be made in proportion to the number of shares or units of such classes of stock or participation certificates held by such holders. All distributions to holders of allocated surplus shall be pro-rata by year of issuance.

Note 9 — Income Taxes

The provision (benefit) for income taxes follows:

	Year Ended December 31,		
	2007	2006	2005
Current:			
Federal	\$ 24	\$ 7	\$(1,323)
	24	7	(1,323)
Deferred:	-	-	-
Total provision (benefit) for income taxes	\$ 24	\$ 7	\$(1,323)

The provision (benefit) for income tax differs from the amount of income tax determined by applying the applicable U.S. statutory federal income tax rate to pretax income as follows:

	December 31,		
	2007	2006	2005
Federal tax at statutory rate	\$ 5,798	\$ 5,515	\$ 5,314
Patronage distributions	(2,042)	(1,750)	(146)
Nonqualified written notices	-	-	(712)
Tax-exempt FLCA earnings	(4,221)	(3,784)	(5,399)
Long-term lending related refunds	-	-	(623)
Change in deferred tax asset valuation allowance	394	16	(46)
Other	95	10	199
Provision (benefit) for income taxes	<u>\$ 24</u>	<u>\$ 7</u>	<u>\$ (1,323)</u>

Deferred tax assets and liabilities result from the following at:

	December 31,		
	2007	2006	2005
Deferred income tax assets:			
Allowance for loan losses	\$ 524	\$ 527	\$ 491
Net operating loss – carryforward	787	382	408
Nonaccrual loan interest	-	2	-
Gross deferred tax assets	<u>1,311</u>	<u>911</u>	<u>899</u>
Less: valuation allowance	(1,082)	(688)	(672)
Gross deferred tax assets, net of valuation allowance	<u>229</u>	<u>223</u>	<u>227</u>
Deferred income tax liabilities:			
Bank patronage allocation	(229)	(223)	(225)
Other	-	-	(2)
Gross deferred tax liability	<u>(229)</u>	<u>(223)</u>	<u>(227)</u>
Net deferred tax asset (liability)	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

At December 31, 2007, deferred income taxes have not been provided by the Association on approximately \$1.1 million of patronage refunds received from the Bank prior to January 1, 1993. Such refunds, distributed in the form of stock, are subject to tax only upon conversion to cash. The tax liability related to future conversions is not expected to be material.

The Association recorded a valuation allowance of \$1,082, \$688 and \$672 during 2007, 2006 and 2005, respectively. The Association will continue to evaluate the realizability of these deferred tax assets and adjust the valuation allowance accordingly.

The Association adopted the provisions of the Financial Accounting Standards Board Interpretation No. 48, "Accounting for Uncertainty in Income Taxes," on January 1, 2007. As a result of the adoption, there were no uncertain positions for income taxes identified and therefore the Association recognized no change in the liability for unrecognized tax benefits and no reduction to the January 1, 2007 balance of retained earnings. The Association recognizes interest and penalties related to unrecognized tax benefits as a component of income tax expense. There were no uncertain tax positions identified related to the current year. The tax years that remain open for federal and major state income tax jurisdictions are 2004 and forward.

Note 10 — Employee Benefit Plans

The employees of the Association may participate in a Districtwide defined benefit retirement plan. This plan is noncontributory and covers substantially all Association employees. Benefits are based on salary and years of service. As a participant in the District's defined benefit plan, the Association funded \$0 for 2007 and 2006, and \$591 for 2005, through its note payable to the Bank. Plan expenses included in salaries and employee benefits were \$343 for 2007, \$416 for 2006, and \$436 for 2005. Additional financial information for the Plan may be found in the District's Annual Report.

The Association participates in a Districtwide Thrift Plan. For employees hired on or prior to December 31, 2002, the Association will contribute \$.50 for each \$1.00 of the maximum employee contribution of 6 percent of total compensation. For employees hired on or after January 1, 2003, the Association will contribute \$1.00 for each \$1.00 of the maximum employee contribution of 6 percent of total compensation. Employee deferrals are not to exceed the maximum deferral as adjusted by the Internal Revenue Service. Employer contributions to this plan were \$111, \$99, and \$80 for the years ended December 31, 2007, 2006 and 2005, respectively.

The District sponsors a plan providing certain benefits (primarily health care) to its retirees. Certain Association charges related to this plan are an allocation of District charges based on the Association's proportional share of the plan liability. Postretirement benefits other than pensions (primarily health care benefits) included in salaries and employee benefits were \$84 for 2007, \$117 for 2006 and \$194 for 2005. Additional financial information for the Plan may be found in the District's Annual Report.

Note 11 — Intra-System Financial Assistance

The Farm Credit Act provided for capital assistance to System institutions experiencing severe financial stress through the issuance, prior to October 1, 1992, by the Financial Assistance Corporation of U.S. Treasury-guaranteed 15-year bonds, of which \$1.261 billion in principal amount was originally issued. The last remaining Financial Assistance Corporation bonds matured and were repaid on June 10, 2005.

Pursuant to the Farm Credit Act, the U.S. Treasury paid \$440 million, on behalf of the System, in interest costs on \$844 million of the Financial Assistance Corporation bonds issued for purposes other than funding Capital Preservation Agreement accruals. The Banks had irrevocably set aside funds, including interest earned, that totaled the \$440 million needed to repay the interest advanced by the U.S. Treasury. On June 10, 2005, the Banks repaid the U.S. Treasury the interest advanced. The Farm Credit Administrative Board cancelled the Financial Assistance Corporation's charter as of December 31, 2006.

Note 12 — Related Party Transactions

In the ordinary course of business, the Association enters into loan transactions with officers and directors of the Association, their immediate families and other organizations with which such persons may be associated. Such loans are subject to special approval requirements contained in the FCA regulations and are made on the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with unrelated borrowers.

Total loans to such persons at December 31, 2007 amounted to \$11,574. During 2007, \$9,916 of new loans were made and repayments totaled \$10,503.

In the opinion of management, only the loan to H B Martin, Inc., and co-signors, including Association director Charles F. Martin, involved more than a normal risk of collectibility at December 31, 2007. This loan was considered higher than normal risk due to the current downturn in the nursery landscape industry affected by both a slow down in new housing starts and water restrictions related to the current drought. The total amount outstanding at December 31, 2007 for this loan was \$526 with no amounts past due. Subsequent to December 31, 2007, the loan has been restructured with a USDA guarantee and currently management no longer considers this loan to involve more than a normal risk of collectibility. No amounts are currently considered past due.

Note 13 — Commitments and Contingencies

The Association has various commitments outstanding and contingent liabilities.

The Association may participate in financial instruments with off-balance-sheet risk to satisfy the financing needs of its borrowers and to manage their exposure to interest-rate risk. These financial instruments include commitments to extend credit and/or commercial letters of credit. The instruments involve, to varying degrees, elements of credit risk in excess of the amount recognized in the financial statements. Commitments to extend credit are agreements to lend to a borrower as long as there is not a violation of any condition established in the contract. Commercial letters of credit are agreements to pay a beneficiary under conditions specified in the letter of credit. Commitments and letters of credit generally have fixed expiration dates or other termination clauses and may require payment of a fee. At December 31, 2007, \$131,169 of commitments to extend credit and \$0 of commercial letters of credit were outstanding.

Since many of these commitments are expected to expire without being drawn upon, the total commitments do not necessarily represent future cash requirements. However, these credit-related financial instruments have off-balance-sheet credit risk because their amounts are not reflected on the Consolidated Balance Sheets until funded or drawn upon. The credit risk associated with issuing commitments and letters of credit is substantially the same as that involved in extending loans to borrowers and management applies the same credit policies to these commitments. Upon fully funding a commitment, the credit risk amounts are equal to the contract amounts, assuming that borrowers fail completely to meet their obligations and the

collateral or other security is of no value. The amount of collateral obtained, if deemed necessary upon extension of credit, is based on management's credit evaluation of the borrower.

The Association also participates in standby letters of credit to satisfy the financing needs of its borrowers. These letters of credit are irrevocable agreements to guarantee payments of specified financial obligations. At December 31, 2007, the Association had outstanding \$9,569 of standby letters of credit, with expiration dates ranging from January 7, 2008 to April 2, 2012. The maximum potential amount of future payments the Association may be required to make under these existing guarantees is \$9,569.

A guarantor is required to recognize at the inception of a guarantee, a liability for the fair value of the guarantee commitment. The Association has determined the fair value of the guarantee commitment based upon the fees to be earned over the life of the guarantee. The fair value is updated periodically to reflect changes in individual guarantee amounts and the remaining life to maturity of the individual guarantees in the Association's inventory. At December 31, 2007, the Association's inventory of standby letters of credit had a fair value of \$184 and was included in other liabilities.

Note 14 — Disclosures About Fair Value of Financial Instruments

The following table presents the carrying amounts and fair values of the Association's financial instruments at December 31, 2007, 2006 and 2005. The fair value of a financial instrument is generally defined as the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

Quoted market prices are generally not available for certain System financial instruments, as described below. Accordingly fair values are based on judgments regarding anticipated cash flows, future expected loss experience, current economic conditions, risk characteristics of various financial instruments, and other factors. These estimates involve uncertainties and matters of judgment, and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

The estimated fair values of the Association's financial instruments are as follows:

	December 31, 2007		December 31, 2006	
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
Financial assets:				
Cash	\$ 2,072	\$ 2,072	\$ 667	\$ 667
Loans	\$ 529,972	\$ 540,846	\$ 514,258	\$ 521,783
Allowance for loan losses	4,978	—	5,198	—
Loans, net	\$ 524,994	\$ 540,846	\$ 509,060	\$ 521,783
Investment securities	\$ 1,803	\$ 1,802	\$ —	\$ —
Financial liabilities:				
Notes payable to AgFirst Farm Credit Bank	\$ 428,586	\$ 435,522	\$ 420,609	\$ 422,532

	December 31, 2005	
	Carrying Amount	Estimated Fair Value
Financial assets:		
Cash	\$ 904	\$ 904
Loans	\$ 467,557	\$ 469,407
Allowance for loan losses	5,106	—
Loans, net	<u>\$ 462,451</u>	<u>\$ 469,407</u>
Investment securities	\$ —	\$ —
Financial liabilities:		
Notes payable to AgFirst Farm Credit Bank	<u>\$ 372,272</u>	<u>\$ 371,073</u>

A description of the methods and assumptions used to estimate the fair value of each class of the Association's financial instruments for which it is practicable to estimate that value follows:

- A. **Cash:** The carrying value is a reasonable estimate of fair value.
- B. **Loans:** Because no active market exists for the Association's loans, fair value is estimated by discounting the expected future cash flows using the Association's current interest rates at which similar loans would be made to borrowers with similar credit risk. As the discount rates are based on the Bank's loan rates, as well as management estimates, management has no basis to determine whether the fair values presented would be indicative of the value negotiated in an actual sale.

For purposes of determining fair value of accruing loans, the loan portfolio is segregated into pools of loans with homogeneous characteristics based upon repricing and credit risk. Expected future cash flows and interest rates reflecting appropriate credit risk are separately determined for each individual pool.

Fair value of loans in a nonaccrual status is estimated to be the carrying amount less specific reserves.

The carrying value of accrued interest approximates its fair value.

- C. **Investment Securities:** Fair value is based upon quoted market price.
- D. **Investment in AgFirst Farm Credit Bank and Other Farm Credit Institutions:** Estimating the fair value of the Association's investment in the Bank and Other Farm Credit Institutions is not practicable because the stock is not traded. As described in Note 5, the net investment is a requirement of borrowing from the Bank and is carried at cost plus allocated equities in the accompanying Consolidated Balance Sheets. The Association owns 2.39 percent of the issued stock of the Bank as of December 31, 2007 net of any reciprocal investment. As of that date, the Bank's assets totaled \$26.9 billion and shareholders' equity totaled \$1,457 million. The Bank's earnings were \$192 million during 2007.

In addition, the Association has an investment of \$11 related to other Farm Credit institutions.

- E. **Notes Payable to AgFirst Farm Credit Bank:** The notes payable are segregated into pricing pools according to the types and terms of the loans (or other assets) which they fund. Fair value of the notes payable is estimated by discounting the anticipated cash flows of each pricing pool using the current rate that would be charged for additional borrowings. For purposes of this estimate it is assumed the cash flow on the notes is equal to the principal payments on the Association's loan receivables plus accrued interest on the notes payable. This assumption implies that earnings on the Association's interest margin are used to fund operating expenses and capital expenditures.
- F. **Commitments to Extend Credit and Standby Letters of Credit:** The estimated market value of off-balance-sheet commitments is minimal since the committed rate approximates current rates offered for commitments with similar rate and maturity characteristics and since the related credit risk is not significant.

Note 15 — Quarterly Financial Information (Unaudited)

Quarterly results of operations for the years ended December 31, 2007, 2006 and 2005 follow:

	2007				
	First	Second	Third	Fourth	Total
Net interest income	\$ 4,291	\$ 4,314	\$ 4,339	\$ 4,375	\$ 17,319
Provision for (reversal of allowance for) loan losses	—	—	—	—	—
Noninterest income (expense), net	(37)	154	(521)	114	(290)
Net income (loss)	<u>\$ 4,254</u>	<u>\$ 4,468</u>	<u>\$ 3,818</u>	<u>\$ 4,489</u>	<u>\$ 17,029</u>
	2006				
	First	Second	Third	Fourth	Total
Net interest income	\$ 4,086	\$ 4,100	\$ 4,236	\$ 4,280	\$ 16,702
Provision for (reversal of allowance for) loan losses	—	—	—	—	—
Noninterest income (expense), net	189	(417)	(224)	(37)	(489)
Net income (loss)	<u>\$ 4,275</u>	<u>\$ 3,683</u>	<u>\$ 4,012</u>	<u>\$ 4,243</u>	<u>\$ 16,213</u>
	2005				
	First	Second	Third	Fourth	Total
Net interest income	\$ 3,564	\$ 3,557	\$ 3,811	\$ 3,966	\$ 14,898
Provision for (reversal of allowance for) loan losses	—	—	—	—	—
Noninterest income (expense), net	(102)	(256)	(64)	2,474	2,052
Net income (loss)	<u>\$ 3,462</u>	<u>\$ 3,301</u>	<u>\$ 3,747</u>	<u>\$ 6,440</u>	<u>\$ 16,950</u>