2016

ANNUAL REPORT

AMERICAN AGCREDIT

MONEY FOR AGRICULTURE

ACRES OF KNOWLEDGE

PEACHES

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TO OUR SHAREHOLDERS

At American AgCredit, our singular focus is agriculture. We live and breathe it just as you do. And just like each of you, we face uncertainty and must prepare for storms!

We understand equipment breaks down at the worst times; labor shortages throw a wrench into plans; it rains too much in one area and not enough in another; commodity prices change dramatically; and the newest "fix" doesn't pan out as promised. And yet, you, our customers, face these changing conditions head on, remaining resilient, adaptable, and determined. You prepare for the unexpected and make adjustments to your plans, and we get that.

Economies rise and fall, and with them interest rates fluctuate; trade patterns change and global events affect us here at home. Add the ever-increasing regulations we all face and you have a recipe for challenge. So we've built our organization to prepare for volatility and to have the risk capacity to weather the ups and downs while also being prepared to take on opportunities as they arise. Like you, we are building our operation to withstand the unpredictability that will always be a part of agriculture and therefore a part of our business. Additionally, we see emerging demand create new market opportunities and give rise to new competitors, and technology that continually changes the game in new and unexpected ways.

We recently read the quote, "If you don't like change, you're going to like irrelevancy even less." That sums it up pretty well. We have grown and changed, as you have, to help us be the best lender. Similar to how the farmer has remained the same person, but the mules have been replaced, the tractor is better, and the computer now keeps them on top of things. At American AgCredit, we are the same committed lender – our relationships and ag expertise run deep – but we've moved on from the practices of the past and remain steadfast in our willingness to change and adjust to best serve you, our owners and our customers, no matter what challenges lie ahead.

As the agricultural landscape continues to shift for the farmers and ranchers of America, many of our customers are facing challenges they haven't seen in years. Any number of factors are pressuring profitability with some operations just breaking even while others are seeing operating losses for the first time in many years. Many of the new generation are questioning their decision to farm for a living as they see their first price declines.

For those who choose agriculture for a living, we are here – as we have been for more than 100 years – to face the uncertainties together. As your cooperative, we understand your needs and we are ready to help. Together, we continue to keep agriculture strong, and we are proud to be a vital part of this great industry.

Sincerely,

Charles Talbott
Board Chairman

Byron E. Enix
Chief Executive Officer

MARCH 6, 2017

For those who choose agriculture for a living, we are here – as we have been for more than 100 years – to face the uncertainties together.

KEY FINANCIAL DATA

YEAR ENDED DECEMBER 31, ($ in thousands)	2016	2015	2014	2013	2012
NET INCOME	$104,529	$99,739	$98,941	$111,238	$107,258
PATRONAGE DECLARED	$50,194	$43,485	$39,013	$36,970	$44,998
PATRONAGE AS % OF NET INCOME	48.02%	43.60%	39.43%	33.24%	41.95%
LOAN VOLUME	$8,008,875	$7,291,557	$6,358,767	$6,045,026	$5,816,541
RETURN ON AVERAGE ASSETS	1.31%	1.41%	1.53%	1.77%	1.82%
MEMBERS' EQUITY AS % OF TOTAL ASSETS	20.75%	22.88%	25.14%	24.98%	24.51%

FINANCIAL HIGHLIGHTS

	2016	2015	2014
CALIFORNIA	$4,342.5	$3,882.3	$3,347.9
COLORADO	878.0	819.8	776.0
KANSAS	684.0	600.0	556.1
WASHINGTON	312.2	271.0	262.2
OREGON	174.5	240.6	229.1
NEVADA	148.9	133.3	141.9
OTHER	1,468.8	1,344.6	1,045.6
TOTAL	**$8,008.9**	**$7,291.6**	**$6,358.8**

LOAN VOLUME BY STATE (in millions)

We manage our loan portfolio and related risks based on the unique characteristics of the agricultural market within each state. Issues related to geography – such as weather, land pricing, or market commodity – may be offset by overall strength within other regions, thereby reducing pressure on the overall portfolio.

COMMODITIES FINANCED

Through the diversification of our portfolio, we are able to reduce risks associated with a measurable downturn in any one commodity. By diversifying our commodity mix, we can ensure that any material stress on the entire portfolio is minimized.

VINEYARDS & WINERIES

DAIRIES

VEGETABLES

TREE FRUITS & NUTS

OTHER

BEEF

SPECIALIZED KNOWLEDGE AND EXPERTISE

We have grown from a small lending cooperative to become the sixth largest lending association within the Farm Credit family.

2016 saw the centennial of the Farm Credit System, and on October 7, 2016, American AgCredit celebrated its official 100th birthday, dating from its origin at the first board meeting of the National Farm Loan Association of Santa Rosa.

Over these many years, we have supported a broad spectrum of agricultural businesses – from small part-time farmers and new market ventures, to traditional family businesses, agribusiness, and capital markets lending and participation.

Throughout this time, we've developed incomparable knowledge that comes from years of experience in both financial services and agriculture. Our lenders are focused on the specific industry sectors and regions they serve. They participate in industry organizations, study new research and developments, and have in-depth conversations with their customers and other industry participants. Their dedication to understanding all aspects of their customers' businesses has developed an unmatched expertise that allows them and American AgCredit to support our customers, whatever their challenges and opportunities, in good times and bad. Their knowledge and ability to guide the farmers and ranchers we serve is the foundation of our services, providing the business knowledge that enables each individual business to flourish.

While we have grown from a small lending cooperative to become the sixth-largest lending association within the Farm Credit family, we haven't done this alone. Our success mirrors the success of our customers, a direct result of the trust, respect, and deep understanding that are essential parts of the successful relationships we've built together.

The following stories share some of these successful ventures, embracing our knowledgeable staff, our industry expertise, and our financial knowledge to work together over many years with our trusted partners, you, our customers.

SHARING THE JOURNEY

Terry Lindley and the Transition of Sangiacomo Vineyards

Former Chief Marketing Officer Terry Lindley will be honored at the Santa Rosa Junior College AgTrust's AgStravaganza on November 18, 2017, in Santa Rosa, California.

In 1977, Angelo Sangiacomo and Terry Lindley met and formed a partnership that helped the Sangiacomo family convert its ranch – the largest pear-growing farm in the region – to vineyards.

It was one of Terry's first business dealings at American AgCredit, and neither could have known their relationship would remain strong over four decades and through multiple generations.

Sangiacomo Family Vineyards got its start more than 100 years ago when Angelo's father, Vittorio, voyaged to America from Genoa, Italy. In 1927, Vittorio purchased a 52-acre fruit tree ranch in Sonoma Valley, California. Angelo was later born at the ranch, and he participated in caring for the pear trees until the 1980s, when he completed the conversion from pears to grapes.

Angelo chose to work with American AgCredit over other lenders because our expertise resonated with his own deep roots in agriculture. From the start, he and Terry enjoyed a relationship of mutual respect and trust, both building on what they started together. Terry, a sheep and cattle producer himself, would transition from lender to office manager, and eventually to Chief Marketing Officer, a role from which he recently retired. His professional journey highlights the impact of the relationships we foster with our customers and within our communities.

Today, Sangiacomo Family Vineyards is one of the most renowned and respected vineyard management and grape growing enterprises in California. A jointly run family business, day-to-day operations are now managed by Angelo's children – Mike and Whitney Sangiacomo, Steve and Connie Sangiacomo, and Mia and Mike Pucci. The younger generation draws on the daily support, expertise, and knowledge from their parents, Angelo and Diane, as well as Vittorio's other children, Buck and Lorraine, and their team at American AgCredit. ■

"American AgCredit played an integral role in the success of many wineries we worked with, including Sangiacomo Family Vineyards. It's been gratifying because I enjoy helping people become successful." *— Terry Lindley*

COLLABORATION AND INSIGHT

Dan James and the Growth of the Podtburg Dairy

Seventeen years ago, successful dairyman Rick Podtburg decided to bring his financing needs to American AgCredit and met relationship manager Dan James. Little did either of them know how impactful the ensuing relationship would be for them both.

At the time, the Podtburgs milked 1,500 head on their Colorado dairy, carrying on the operation founded by Rick's father in 1968. Rick had bigger dreams, though, that required a dedicated financial partner to achieve.

Enter Dan, with a family background in dairying and then 17 years of experience in financing. Dan recognized right away the intelligence and strategic thinking Rick brought to his work. Rick was impressed with Dan's deep knowledge of the dairy industry.

Over the ensuing 17 years, the two have built a relationship of mutual respect and trust, working together toward the growth of Rick's dairy operation. Never interested in just making a loan, Dan pays attention to what Rick is trying to accomplish, and Rick knows that Dan is by his side and always listening.

With their relationship as a firm foundation, each transaction has grown a little better, a little stronger, and a little more considered. Rick and Dan have each brought ideas to the table for financing solutions to meet Rick's needs, and their collaboration has resulted in innovative ideas that have been key to Rick's financing and success. Additionally, some of their ideas have become part of American AgCredit's dairy lending strategy, benefitting other dairy customers.

Now joined by Rick's three sons and their families, today the Podtburgs' dairy has grown to 7,000 head across two Colorado facilities, making their operation one of the largest family-operated dairies in the state. Looking forward, Rick sees a long-term, bright future as the next generation moves into his operation, and American AgCredit remains committed to continuing a relationship focused on their continued growth and mutual success. ■

"I've often said that to become a better dairy lender, I need to work with the best dairymen I can and learn from them. Rick is definitely in this category." *—Dan James*

SUPPORTING CUSTOMER GOALS

Joe Watt and the Diversification of the Pauly Farm

On 2,000 acres in Kansas, the Pauly family operates a cash grain operation and wheat seed business, employing a variety of financial solutions from American AgCredit to support consistent growth and diversification over the past three decades.

The story of how this deep relationship developed begins 32 years ago when Tom and Laura Pauly sought to buy their first home. Following the advice of Tom's father, who had worked with Farm Credit himself, they applied for and received a mortgage loan, working with relationship manager Joe Watt.

Sixteen years later, in 1999, Tom and Laura decided to branch out from the family dairy and wheat operation and establish their own farming legacy, again turning to Joe to obtain a real estate loan to purchase their first acreage, where they started a cash grain operation.

Over the ensuing years, the Paulys switched fully to no-till practices, gaining significant cost savings. They also added acreage and diversified their crops, and today raise wheat, soybeans, corn, grain sorghum, and certified wheat seed, a lucrative crop that encompasses half of their acreage and delivers a premium price over regular wheat. This financial bonus is part of what's enabled them to continue to expand their operation while strengthening their financial position, all with financial support from American AgCredit.

Of course, Joe's insight and support have also played a role. While the Paulys are well equipped to make their own business decisions, they turn to Joe for his financial expertise, including honest assessments of their balance sheet and their financial progress, and recommending loan structures that will work for them and help them achieve their goals.

Now holding operating lines of credit, equipment loans, leases, and mortgage loans with American AgCredit, the Paulys are well situated to continue their trend of success, with Joe Watt by their side. ■

"My relationships with my customers develop over time as trust is built between us. My customers come to know that I'm going to put together the very best deal for them that I can." —*Joe Watt*

THROUGH THE GENERATIONS

Kelly Barnes and the Expansion of Glaser Land & Livestock Company

Along Interstate 80 and the railroad line that cross northern Nevada, land is owned by a checkerboard of federal and private interests; federal land is open to limited use, but private, deeded land is not.

In this same area, Glaser Land & Livestock operates two ranches, totaling nearly 34,000 acres, separated by 60 miles of land held in this complex ownership structure. In the late 1980s, brothers Norman and Arthur Glaser initiated a strategy, working with Farm Credit, to complete large land exchanges and purchases involving the BLM, the railroad, and private entities.

In 1993, Kelly Barnes joined the lending team as the Glasers' relationship manager. With just three years of experience, Kelly continued the professional development to which all American AgCredit relationship managers are committed: developing a deep understanding of her customers and their industries. Two of Kelly's first and most effective teachers were the Glasers, who willingly shared details about their operation and projects, and helped Kelly develop her expertise of ranching in the area.

Meanwhile, Kelly also worked with the Glasers to complete their land purchase strategy. Once accomplished, Glaser Land & Livestock had an efficient conduit between their two ranching properties, which enabled them to triple the size of their herd to 2,000 head through more consistent access to grazing land.

Along the way, Kelly had the opportunity to return the favor of sharing education as the next generation of Glasers became active in the ranching operation. Today, cousins Brent Glaser and Susan Church, each representing their branch of the family, employ these lessons to maintain accurate budgets, annual reports, and accounting records that enable them to make rational management and financial decisions. They also appreciate Kelly's understanding of the dynamics of the beef industry and American AgCredit's support for their growing financial needs. ■

"I think it's important to know your customer and their operation and to understand their goals. It's also important to understand their industry and what issues they're facing." *—Kelly Barnes*

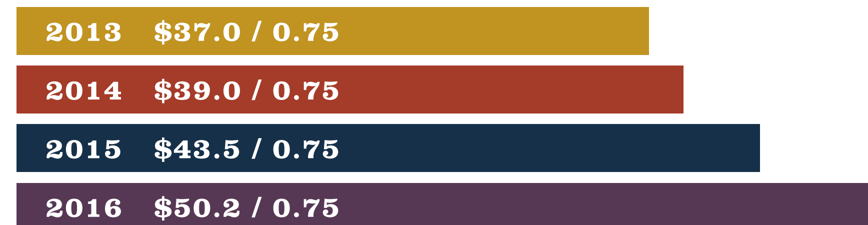
PATRONAGE REPORT

YOUR SLICE OF THE PIE

Once again American AgCredit is paying cash dividends to our members — **$50 million for 2016, and more than $350 million since 2005.**

This year marks American AgCredit's 12th consecutive year of paying cash patronage. For 2016, we will return $50 million in dividends to our members, bringing our total to more than $350 million since 2005.

Each year, our Board of Directors (composed of member farmers and ranchers like you) determines if patronage can be paid and how much to give back based on the success of the year. By sharing our profits, we effectively reduce the cost of borrowing. This allows you to invest funds back where it makes the greatest difference to you – in your operations, your families, and your local communities. Together, we continue to keep agriculture strong, vibrant, and growing.



Patronage paid (in millions / basis points)

REPORT OF MANAGEMENT

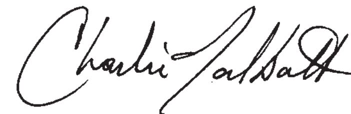
The Association's consolidated financial statements are prepared by management, who is responsible for their integrity and objectivity, including amounts that must necessarily be based on judgments and estimates.

In the opinion of management, the accompanying consolidated financial statements fairly present the financial condition and results of operations of the Association, in conformity with generally accepted accounting principles in the United States of America. Other financial information included in this Annual Report is consistent with that in the financial statements.

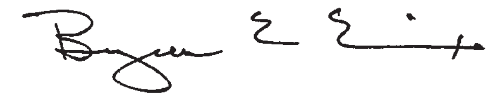
To meet its responsibility for reliable financial information, management depends on the Association's accounting and internal control systems, which have been designed to provide reasonable, but not absolute, assurance that assets are safeguarded and transactions are properly authorized and recorded. The systems have been designed to recognize that the cost must be related to the benefits derived. To monitor compliance, the Association's internal auditors and review staff perform audits of the accounting records, review accounting systems and internal controls, and recommend improvements as needed. The consolidated financial statements are audited by PricewaterhouseCoopers LLP, independent auditors. Their report is located on page 35. The Association is also examined by the Farm Credit Administration (FCA), regulator of the Farm Credit System.

The Association's Board of Directors, which is composed of directors who are not employees, has overall responsibility for the Association's system of internal control over financial reporting. The Board of Directors meets periodically with management, FCA, outside consulting firms, and the internal auditors and independent external auditors to review the manner in which each of these groups perform their responsibilities and to carry out the Board's oversight role with respect to auditing, internal controls, and financial reporting matters. These internal auditors, independent external auditors, and regulators also have access to the Board of Directors and its individual members at any time.

The undersigned certify that the 2016 Annual Report has been reviewed and prepared in accordance with all applicable statutory or regulatory requirements and that the information contained herein is true, accurate, and complete to the best of our knowledge and belief.



Charles Talbott
Board Chairman



Byron E. Enix
Chief Executive Officer

Vern Zander
Chief Financial Officer

MARCH 6, 2017

AUDIT COMMITTEE REPORT

The Audit Committee ("Committee") is composed of six members of the Board of Directors. In 2016, eight Committee meetings were held. The Committee oversees the scope of the Association's internal audit program, the independence of the outside auditors, the adequacy of the Association's system of internal controls and procedures, and the adequacy of management's actions with respect to recommendations arising from those auditing activities.

The Committee approved the appointment of PricewaterhouseCoopers LLP (PwC) as the Association's independent auditors for 2016. The Committee's responsibilities are described more fully in the Association's Internal Control Policy and the Audit Committee Charter.

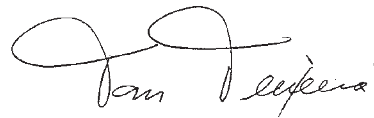
The fees paid for professional services rendered for the Association by its independent auditors, PwC, during 2016 were $152,400 for audit services, $45,000 for merger-related services, and $21,150 for tax services.

Management is responsible for the Association's internal controls and the preparation of the consolidated financial statements in accordance with accounting principles generally accepted in the United States of America. PwC is responsible for performing an independent audit of the Association's consolidated financial statements in accordance with auditing standards generally accepted in the United States of America and to issue a report thereon. The Committee's responsibilities include monitoring and overseeing these processes.

In this context, the Committee reviewed and discussed the Association's Quarterly Reports and Audited Financial Statements for the year ended December 31, 2016 (the "Audited Financial Statements"), with management. The Committee also reviews with PwC the matters required to be discussed by the Statements on Auditing Standards. Both PwC and the Association's internal auditors directly provide reports on significant matters to the Committee.

The Committee discusses with PwC its independence from the Association. The Committee also reviewed the non-audit services provided by PwC and concluded these services were not incompatible with maintaining the independent auditors' independence. The Committee has discussed with management and PwC such other matters and received such assurances from them as the Committee deemed appropriate.

Based on the foregoing review and discussions and relying thereon, the Committee recommended that the Board of Directors include the Audited Consolidated Financial Statements in the Association's 2016 Annual Report and for filing with the FCA.



Thomas Teixeira
Audit Committee Chairman

MARCH 6, 2017

2016 AUDIT COMMITTEE MEMBERS

Thomas Teixeira	Linda Ingo	Larry Solari
Jerold Harris	Brian Maloney	Tom Stegman

FINANCIAL REPORTING

The Association's principal executives and principal financial officers, or persons performing similar functions, are responsible for establishing and maintaining adequate internal control over financial reporting for the Association's consolidated financial statements.

For purposes of this report, "internal control over financial reporting" is defined as a process designed by, or under the supervision of, the Association's principal executives and principal financial officers, or persons performing similar functions, and effected by its Board of Directors, management, and other personnel, to provide reasonable assurance regarding the reliability of financial reporting information and the preparation of the consolidated financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America and includes those policies and procedures that (1) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Association; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial information in accordance with accounting principles generally accepted in the United States of America, and that receipts and expenditures are being made only in accordance with authorizations of management and directors of the Association; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Association's assets that could have a material effect on its consolidated financial statements.

The Association's management has completed an assessment of the effectiveness of internal control over financial reporting as of December 31, 2016. In making the assessment, management used the framework in *Internal Control–Integrated Framework (2013)*, promulgated by the Committee of Sponsoring Organizations of the Treadway Commission, commonly referred to as the COSO criteria.

Based on the assessment performed, the Association concluded that as of December 31, 2016, the internal control over financial reporting was effective based upon the COSO criteria. Additionally, based on this assessment, the Association determined that there were no material weaknesses in the internal control over financial reporting as of December 31, 2016.

Byron E. Enix
Chief Executive Officer

Vern Zander
Chief Financial Officer

MARCH 6, 2017

FIVE-YEAR SUMMARY OF

SELECTED FINANCIAL DATA

December 31, (In thousands)	**2016**	**2015**	**2014**	**2013**	**2012**
CONSOLIDATED STATEMENTS OF CONDITION DATA					
Loans	$8,008,875	$7,291,557	$6,358,767	$6,045,026	$5,816,541
Less: allowance for loan losses	(19,241)	(8,754)	(11,021)	(10,752)	(15,900)
Net loans	**7,989,634**	**7,282,803**	**6,347,746**	**6,034,274**	**5,800,641**
Investment in and receivable from CoBank	298,189	286,497	281,905	279,674	276,029
Accrued interest receivable	61,707	51,212	45,272	42,080	42,659
Other property owned	–	2,521	2,832	5,980	1,417
Other assets	199,451	175,162	110,343	103,949	91,648
Total assets	**$8,548,981**	**$7,798,195**	**$6,788,098**	**$6,465,957**	**$6,212,394**
Obligations with maturities of one year or less	$6,775,336	$6,013,933	$5,081,538	$4,851,012	$4,689,710
Obligations with maturities greater than one year	–	–	–	–	–
Total liabilities	**6,775,336**	**6,013,933**	**5,081,538**	**4,851,012**	**4,689,710**
Preferred stock	128,620	196,515	172,533	141,580	120,535
Capital stock and participation certificates	7,805	7,680	7,396	7,422	7,502
Unallocated retained earnings	1,154,462	1,099,399	1,042,921	982,706	907,622
Additional paid in capital	490,564	490,564	490,564	490,564	490,564
Accumulated other comprehensive (loss)/income	(7,806)	(9,896)	(6,854)	(7,327)	(3,539)
Total members' equity	**1,773,645**	**1,784,262**	**1,706,560**	**1,614,945**	**1,522,684**
Total liabilities and members' equity	**$8,548,981**	**$7,798,195**	**$6,788,098**	**$6,465,957**	**$6,212,394**

Year Ended December 31,	**2016**	**2015**	**2014**	**2013**	**2012**
CONSOLIDATED STATEMENTS OF INCOME DATA					
Net interest income	$212,452	$185,618	$175,119	$171,482	$159,918
(Provision for)/Reversal of credit losses	(12,812)	(1,382)	1,465	6,949	(2,615)
Distribution from Farm Credit institutions	34,044	28,670	26,075	24,828	27,691
Non-interest expense, net	(129,148)	(113,151)	(103,774)	(92,014)	(74,407)
(Provision)/Benefit from income taxes	(7)	(16)	56	(7)	(3,329)
Net income	**$104,529**	**$99,739**	**$98,941**	**$111,238**	**$107,258**

CONSOLIDATED

KEY FINANCIAL RATIOS

Year Ended December 31,	2016	2015	2014	2013	2012
Return on average assets	1.31%	1.41%	1.53%	1.77%	1.82%
Return on average members' equity	5.67%	5.55%	5.85%	7.01%	7.17%
Net interest income as a percentage of average earning assets	2.84%	2.81%	2.89%	2.91%	2.90%
Net charge-offs /(recoveries) as a percentage of average loans	0.04%	0.00%	(0.03)%	(0.03)%	(0.02)%
As of December 31,					
Members' common equity as a percentage of total assets	19.24%	20.36%	22.60%	22.79%	22.57%
Members' total equity as a percentage of total assets	20.75%	22.88%	25.14%	24.98%	24.51%
Debt as a ratio to members' equity	3.82:1	3.37:1	2.98:1	3.00:1	3.08:1
Allowance for credit losses as a percentage of loans	0.28%	0.17%	0.17%	0.18%	0.27%
Permanent capital ratio	17.94%	19.70%	21.12%	21.01%	21.12%
Total surplus ratio	15.76%	16.96%	18.34%	18.86%	19.03%
Core surplus ratio	15.45%	16.40%	17.66%	18.09%	18.19%
Other Information					
Cash patronage distributions declared (in thousands)	$50,194	$43,485	$39,013	$36,970	$44,998
Loans serviced for others (in millions)	$4,199	$4,036	$3,912	$3,865	$4,104

MANAGEMENT'S DISCUSSION & ANALYSIS OF

FINANCIAL CONDITION & RESULTS OF OPERATIONS

The following discussion summarizes the financial position and results of operations of American AgCredit, ACA and its subsidiaries American AgCredit, FLCA and American AgCredit, PCA (collectively "the Association") as of December 31, 2016, with comparisons to prior years. The discussion includes significant known trends, commitments, events, or uncertainties that have impacted or are reasonably likely to impact our financial condition and results of operations. The accompanying consolidated financial statements were prepared under the oversight of the Audit Committee of our Board of Directors. This commentary should be read with the accompanying consolidated financial statements and the related notes appearing in this report.

Our annual and quarterly reports to shareholders are available on our website, www.AgLoan.com, or can be obtained free of charge by calling our corporate headquarters at (707) 545-1200. Annual reports are mailed to all stockholders within 90 days after year-end and are available on our website within 75 days after year-end; quarterly reports are available on our website within 40 days after each calendar quarter-end.

FORWARD-LOOKING INFORMATION

Certain information included in this discussion constitutes forward-looking statements and information that is based on management's belief, as well as certain assumptions made by and with information currently available to management. These statements are not guarantees of future performance and involve certain risks, uncertainties, and assumptions that are difficult to predict. When used in this discussion, words such as "anticipates," "projects," "expects," "believes," "estimates," "could," "should," and similar expressions are intended to identify forward-looking statements. Although management believes that the expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such expectations and projections will prove to be correct. Such forward-looking statements are subject to certain risks, uncertainties, and assumptions. Should one or more of these risks materialize, or should such underlying assumptions prove to be incorrect, actual results may vary materially from those anticipated, projected, or expected. Among key factors that may have a direct bearing on operating results are fluctuations in the economy; the relative strengths and weaknesses in the agricultural credit sectors and in the real estate market; regional weather conditions and trends; the actions taken by the Federal Reserve for the purpose of managing the economy; the continued growth of the agricultural market consistent with recent historical experience; the continued influx of government payments to borrowers; and FCA mandates and rulings.

BUSINESS OVERVIEW

Farm Credit System Structure and Mission

American AgCredit is one of 73 associations in the Farm Credit System ("the System"), which was created by Congress in 1916 and has served rural communities and agriculture producers for over 100 years. The System's mission is to maintain and improve the income and well-being of American farmers, ranchers, producers or harvesters of aquatic products, and farm-related businesses through a member-owned cooperative system. This is done by making loans and providing financial services. Through its commitment and dedication to agriculture, the System continues to have the largest portfolio of agricultural loans of any lender in the United States. The FCA is the System's independent safety and soundness federal regulator and was established to supervise, examine, and regulate System institutions.

Our Structure and Focus

As a cooperative, American AgCredit is owned by the members we serve. Our territory extends across a diverse agricultural region that includes parts of California, Kansas, Oklahoma, Colorado, and New Mexico, as well as the state of Nevada. The Association makes short- and intermediate-term loans for agricultural production or operating purposes and long-term real estate mortgage loans. To meet the diverse needs of its borrowers, the Association is structured along geographical and business industry lines that allow for specialized transactions that are unique to various types of customers. The Association's success is highly dependent upon the level of satisfaction it can provide to its borrowers. Business priorities are to serve the needs of all eligible customers, increase loan volume, improve operating efficiencies, build capital, increase profitability, and invest in the people and technological resources that will ensure future success.

As part of the System, the Association obtains funding from CoBank, ACB (CoBank). CoBank is a cooperative of which the Association is a member. CoBank and its affiliated associations and AgVantis, Inc. (AgVantis) are collectively referred to as "the District."

The Association, along with the borrower's investment in our Association, are materially affected by CoBank's financial condition and results of operations. The CoBank quarterly and annual reports are available free of charge by accessing CoBank's website, www.CoBank.com, or may be obtained at no charge by calling (800) 542-8072 or mailing CoBank at 6340 S. Fiddlers Green Circle, Greenwood Village, CO 80111. Annual reports are available within 75 days after year-end and quarterly reports are available within 40 days after the calendar quarter-end.

ECONOMIC OVERVIEW

For many years, agriculture has experienced a sustained period of favorable economic conditions due to strong commodity prices, rising land values, and, to a lesser extent, government support and multi-peril insurance programs. These favorable conditions have generally had a positive impact on our financial results. Production agriculture, however, remains a cyclical business heavily influenced by commodity prices, weather patterns, and global supply and demand.

The agricultural sector faced a variety of challenges in 2016. The dairy markets suffered from low milk prices during the first half of 2016 before seeing a modest recovery in the latter half of the year. Mounting global supplies have driven corn and wheat prices down to break-even levels, adding significant stress to these markets. However, 2016 produced higher-than-average crop yields, providing some relief, although perhaps temporary, to producers. Vineyards and wineries experienced another strong year due to higher yields, excellent quality, and increased sales. The forest products industry saw improvement in 2016 as housing starts improved over 2015 levels, partially offset by a pullback in the export markets due to a strengthening U.S. dollar. Drought conditions have eased in the Midwest, but remain a serious concern in the West as the 2016 water year ended on September 30, 2016. Statewide, the 2016 water year in California was characterized as dry, even though parts of Northern California experienced average to slightly above-average precipitation. However, the 2017 water year has arrived in a fury with rain and mountain snowpack significantly above average throughout California. While still early, it is predicted that the 2017 water year could bring California and Nevada some much needed drought relief. However, given the extent and duration of the existing drought, it will likely take a number of years of above-normal moisture to return to pre-drought conditions. Should dry weather patterns resume, California's agricultural producers will be negatively impacted. The negative impact from the drought conditions is somewhat mitigated by our geographic and commodity diversification and the generally strong financial condition of our agricultural borrowers.

During 2016, economic conditions in our territory generally followed those of the national economy. The economy continued to show steady improvement, albeit slowly. Property values stabilized with pockets of improvement, consumer demand strengthened, and unemployment continued to decline. However, the drought conditions being experienced in the West could negatively impact our borrowers and the Association. Should the current drought conditions persist, higher input and operating costs will likely result in higher prices for such basic staples as meat, milk, fruit, and vegetables and will negatively impact the demand for agricultural products. Nevertheless, the Association has the strong capital base necessary to successfully manage through adversity and we are well positioned to work together with our borrowers through these potential challenging conditions.

The Agricultural Act of 2014 ("Farm Bill") was signed into law on February 7, 2014. This Farm Bill will govern an array of federal farm and food programs, including commodity price and support payments, farm credit, agricultural conservation, research, rural development, and foreign and domestic food programs for five years. The Farm Bill eliminated $23 billion in mandatory federal spending over a 10-year period, representing a reduction in the U.S. government farm policy support. The Farm Bill repeals direct payments and limits producers to risk management tools that offer protection when they suffer significant losses. The Farm Bill provides continued support for crop insurance programs, strengthens livestock disaster assistance, and provides dairy producers with a voluntary margin protection program without imposing government-mandated supply controls.

Commodity Review and Outlook

The following highlights the general health of agricultural commodities with the greatest concentrations in the Association's loan portfolio. Major commodities financed by the Association are shown in the table in Note 3 to the consolidated financial statements.

VINEYARDS AND WINERIES: The largest segment of the loan portfolio had another solid year in 2016. Wine sales in the premium sector (wines priced generally above $10) continued to post strong increases in 2016, facilitated by a string of quality vintages and an improving economy. Consolidation continues to occur within the premium segment of the market. This can be attributed to large wine producers accumulating reputable brands with the intent to significantly grow case production via their existing sales channels and strong relationships with distributors. In addition, smaller producers are exiting the industry while values are high, contributing to the pace of consolidation. Table wines (priced up to $7) experienced decreased sales in 2016. The decline can primarily be attributed to the strengthening of the U.S. dollar, causing exports in this segment to decline. In addition, there continues to be much competition and growth in the premium wine segment driven by key brands from major wineries.

Vineyard yields in 2016 increased as compared to the smaller 2015 crop, yet overall tonnage is expected to come in below the three consecutive large crops experienced during 2012–2014. Initial reports are that the quality of the crop is excellent. The bulk of the Association's vineyard portfolio continues to be centered in the super- and ultra-premium segments of the wine market. Historically, these segments are less subject to price volatility compared to lower price tiers in the wine market.

DAIRIES: The dairy market was plagued with low milk prices through the first half of 2016, with a modest recovery in prices experienced during the second half of the year. The low milk prices resulted in a difficult operating environment for most dairy operations throughout the Association's territory. Typical operating results for 2016 were at or below break-even for most producers. Milk futures prices have increased over the past few months, signaling that a rebound in the dairy market is likely to occur in 2017. The higher milk prices, in conjunction with significantly lower feed costs, which typically account for 55% to 65% of total production costs, should result in a positive operating environment for dairy producers in 2017.

BEEF: The Association's beef portfolio consists of cow/calf and feedlot operations. Cattle markets experienced price volatility across all weight classes during 2016, with calf and live cattle dropping in most cases more than 30% off of 2015 highs. Feedlot operations marketed

high-cost inventory into a depressed price environment for much of 2016, causing industry wide losses. Live cattle prices rallied in the fourth quarter to finish at $115/cwt, after falling below $100/cwt at the end of October. Although cow/calf operations were significantly impacted by the reduction in calf prices, most operations were still able to generate a profit in 2016. Low feed, grain, and roughage costs remained a bright spot in an otherwise difficult market environment. Timely rains in California in the spring of 2016 and favorable conditions in the Midwest provided for much improved pasture conditions over 2015.

VEGETABLES AND FIELD CROPS: The vegetable industry continues to remain strong, with good market conditions throughout much of the year. Fresh vegetable markets are highly cyclical, with short-term price swings dependent upon supply and demand. Availability of labor and water resources are the primary challenges facing the industry. Despite a good start to the 2017 California water year, water availability continues to be a long-term concern for many producers. Field crops consist primarily of wheat, corn, soybeans, alfalfa, sorghum, and other grains. Prices continue to be negatively impacted by the growth in domestic and world stocks. Current crop prices are resulting in the majority of producers operating at or below break-even. Favorable weather patterns across much of the Association's Midwest territory led to above average yields, resulting in additional domestic stocks. With the reduction in government support, crop insurance continues to be an important risk management strategy for many producers.

FOREST PRODUCTS: The housing sector is the most important end-use market for U.S. wood products. New residential construction accounted for 38% of U.S. wood product consumption, and residential improvements accounted for another 32% in 2016. Housing starts are projected to be at 1.17 million units for 2016, which is a 6.4% improvement over 2015's starts. In addition, residential-improvement expenditures grew at an average rate of 2.1% during the year. On the other hand, a strong dollar in 2016 resulted in declining lumber and log exports to Asia and Europe and increased lumber imports from Canada. Nevertheless, average lumber prices in the U.S. increased approximately 4.5% during the year. Timberland owners generally did not share in this improving market. Most regions of the country were impacted by higher standing timber inventories and a reduction in the export demand for logs and flat prices. One positive note is that logging costs were generally stable to declining as oil and gas prices continued to be under downward pressure. The outlook for the forest products industry in 2017 is a continued improvement in housing starts and steady upward pressure on lumber prices.

TREE FRUIT AND NUTS: The classification "tree fruits and nuts" largely consists of almond orchards in California's Central Valley. California produces approximately 80% of the world's almonds on 900,000 bearing acres. Approximately 65% of the total crop is exported. The 2016 almond crop is expected to yield 2.1 billion pounds, which, if achieved, will exceed 2011's previous record of 2.03 billion pounds. Prices at the end of 2016 had somewhat rebounded from the early year drops (up to 50%, depending upon variety, from 2015's record highs), which were caused by a larger-than-expected 2015 crop, an estimate for a large 2016 crop, a strong dollar, and weak global economies. Above-average precipitation, which started early in the 2016–17 water year, has resulted in reservoirs and snowpack that are above average for this time of year, which bodes well for more normalized water deliveries for the 2017 crop.

FINANCIAL CONDITION

Loan Portfolio

The Association's loan portfolio consists of accrual loans, nonaccrual loans on which the accrual of interest has been suspended, and other loans such as sales contracts arising from the sale of property acquired through foreclosure.

Loans were $8.01 billion as of December 31, 2016, compared to $7.29 billion and $6.36 billion for 2015 and 2014, respectively. The 2016 increase of $717.3 million represents a 9.8% year-over-year growth rate and was due to organic growth. The following table shows the fluctuations in major categories of total loans from December 31, 2014, to December 31, 2016.

	December 31					
(In millions)	2016	Percent of Total	2015	Percent of Total	2014	Percent of Total
Real estate mortgage	$4,498.1	56.2%	$4,065.7	55.8%	$3,653.7	57.5%
Production and intermediate-term	1,503.0	18.8%	1,340.3	18.3%	1,132.9	17.8%
Agribusiness	1,740.6	21.7%	1,606.6	22.0%	1,368.4	21.5%
Rural infrastructure	243.7	3.0%	255.0	3.5%	178.8	2.8%
Agricultural export finance	18.9	0.2%	18.9	0.3%	18.9	0.3%
Rural residential real estate	4.6	0.1%	5.1	0.1%	6.1	0.1%
Total loans	**$8,008.9**	**100.0%**	**$7,291.6**	**100.0%**	**$6,358.8**	**100.0%**

Factors affecting the changes in loan categories are discussed below.

REAL ESTATE LOANS: Real estate volume was $4.50 billion at December 31, 2016, compared to $4.07 billion and $3.65 billion at year-end 2015 and 2014, respectively. 2016's growth of $432.4 million represents a 10.6% year-over-year growth rate. The increase is due to the economic environment and increased demand for real estate financing. Borrowers have been willing to expand their operations and real estate holdings by increasing their debt obligations. The increase in total mortgage volume was spread across most of the Association's financed commodities.

PRODUCTION AND INTERMEDIATE-TERM LOANS: Production loan volume increased in 2016 to $1.50 billion, compared to $1.34 billion and $1.13 billion at year-end 2015 and 2014, respectively. The $162.7 million increase represents a 12.1% annual growth rate. Similar to the real estate portfolio, the increase was primarily a result of improved economic conditions and borrowers' inclinations to increase leverage to expand operations. This portfolio grew by $207.4 million during 2015.

AGRIBUSINESS LOANS: These loans are made to benefit the throughput of agricultural goods to the marketplace. Such loans consist of long-term mortgages on processing facilities and

equipment of a processor as well as short and intermediate operating lines of credit. The agri-business portfolio totaled $1.74 billion at year-end 2016, compared to $1.61 billion for 2015 and $1.37 billion for 2014. The $134.0 million of growth experienced in 2016 represents an 8.3% annual growth rate. The growth in this segment of the portfolio is directly related to the growth in the Association's Capital Markets lending group.

OTHER LOANS: These loans consist of rural infrastructure, agricultural export finance, and loans made for sales contracts and for homes located in rural areas. This portion of the portfolio accounted for less than 4.0% in each of the years reported.

Small loans (less than $250,000) accounted for 66.6% of the total number of loans but only 8.7% of loan volume at December 31, 2016. Credit risk on small loans, in many instances, is also reduced by non-farm income sources. Loans greater than $5 million account for 1.8% of the total number of loans but 35.3% of the total loan volume.

Geographic Concentrations

The Association's territory covers 38 California counties from the Oregon border to the Mexican border, the entire state of Nevada, central Kansas, parts of northern Oklahoma, western Colorado, and northwest New Mexico. The geographical distribution of loan volume as of December 31, 2016, 2015, and 2014, is shown in the following table. The Association originates and services loans in areas outside of its chartered territory with the concurrence of the Farm Credit associations where those loans are physically located.

	2016		2015		2014	
(In millions)	Loan Volume	Percent of Total	Loan Volume	Percent of Total	Loan Volume	Percent of Total
California	$4,342.5	54.2%	$3,882.3	53.3%	$3,347.9	52.7%
Colorado	878.0	11.0%	819.8	11.2%	776.0	12.2%
Kansas	684.0	8.5%	600.0	8.2%	556.1	8.7%
Washington	312.2	3.9%	271.0	3.7%	262.2	4.1%
Oregon	174.5	2.2%	240.6	3.3%	229.1	3.6%
Nevada	148.9	1.9%	133.3	1.8%	141.9	2.2%
Other	1,468.8	18.3%	1,344.6	18.5%	1,045.6	16.5%
Total	**$8,008.9**	**100.0%**	**$7,291.6**	**100.0%**	**$6,358.8**	**100.0%**

We are party to a Territorial Approval Agreement ("Agreement") with other associations in the states of Oklahoma, Colorado, Kansas, and New Mexico. The Agreement eliminates territorial restrictions and allows associations that are a party to the Agreement to make loans in any other association's territory regardless of a borrower's place of residence, location of operations, location of loan security, or location of headquarters. This Agreement can be terminated upon the earlier to occur of the following:

1) the time when all but one association has withdrawn as a party to the Agreement; or

2) December 31, 2025; or

3) when requested by FCA.

The Association routinely sells portions of large loans to other financial institutions to manage portfolio risk. These institutions are geographically dispersed and come from within the Farm Credit System, the commercial banking industry, and life insurance companies. In addition, the Association has entered into participation agreements with these institutions in which the Association services the entire loan but owns only a small portion. Participating in or selling loans allows the Association to manage its lending limits and its internal capital requirements, as well as to diversify risk. Neither the principal nor any unused commitments related to the participated or sold portion of these loans are included on the Association's Consolidated Statements of Condition. Participation and other multi-lender activity at December 31 is summarized below.

(In millions)	2016	2015	2014
Loans sold to others	$2,851.0	$2,538.5	$2,378.6
Retained interest in sold loans	$1,012.4	$966.2	$800.3
Loans purchased from others	$1,023.6	$920.4	$861.8
Syndications serviced for others	$1,348.6	$1,469.7	$1,516.6

To further manage portfolio credit risk, the Association participates in a Farmer Mac guarantee program. Under this program, the Association pays a guarantee fee to Farmer Mac to assume the balance of predesignated loans if they become delinquent. Management considers these fees to be intrinsic credit enhancement costs that affect the yield on the pool of guaranteed loans. The Association paid $68,110, $83,932, and $102,994 in guarantee fees during 2016, 2015, and 2014, respectively. These fees are included in interest expense. Farmer Mac guaranteed loans at December 31, 2016, 2015, and 2014, were $10.7 million, $15.6 million, and $19.8 million, respectively.

High-Risk Assets

FCA regulations specify three high-risk loan performance categories – nonaccrual, restructured, and loans 90 days past due still accruing interest. These are referred to as impaired loans. Loans outstanding, including accrued interest, for each loan performance category as of December 31 follows.

(In thousands)	2016	2015	2014
Nonaccrual	$27,409	$46,767	$39,177
Restructured	8,626	9,067	8,961
Accrual > 90 days past due	1,300	–	–
Total impaired loans	37,335	55,834	48,138
Other property owned	–	2,521	2,832
Total high-risk assets	**$37,335**	**$58,355**	**$50,970**
Nonaccrual loans/total loans	0.34%	0.64%	0.62%
Nonaccrual loans current as to principal and interest	$10,206	$44,495	$34,167

Nonaccrual loans represent all loans where there is a reasonable doubt as to collection of principal and/or interest. Nonaccrual loan volume declined significantly in 2016 from $46.8 million at December 31, 2015, to $27.4 million at December 31, 2016. The $19.4 million reduction was primarily due to payoffs and represents a year-over-year decrease of 41.4%. While the Association does not accrue interest on loans classified as nonaccrual, 37.2% of the nonaccrual loan volume at December 31, 2016, was current as to principal and interest compared to 95.1% at December 31, 2015, and 87.2% at year-end 2014. Nonaccrual loan volume measured as a percentage of total loans decreased significantly in 2016 to 0.34%, compared to 0.64% as of year-end 2015 and 0.62% as of year-end 2014.

High-risk asset volume could increase in the future as the Association is experiencing record-high credit quality. Given the cyclical nature of agriculture, management anticipates that factors such as product oversupply, declining commodity prices, water issues, regulatory demands, increasing interest rates, and public demand for commodities may adversely impact high-risk volume over time. While the U.S. economy is exhibiting signs of growth, the global economy continues to struggle and is having a negative impact on the demand for U.S. agricultural products. In addition, should the current drought conditions persist in the West, water issues will likely have a negative impact on our borrowers and the credit quality of our loan portfolio. The Association maintains a Risk Management Department to proactively monitor and address portfolio risk.

Allowance for Credit Losses

The allowance for credit losses is composed of the allowance for loan losses (ALL) and the reserve for unfunded lending commitments. The allowance for credit losses is our best estimate of the amount of probable losses inherent in our loan portfolio as of the balance sheet date. The allowance for credit losses is determined based on a periodic evaluation of the loan portfolio and unfunded lending commitments, which generally considers types of loans, credit quality, specific industry conditions, general economic conditions, weather-related conditions, and changes in the character, composition, and performance of the portfolio, among other factors. The allowance for credit losses is calculated based on a historical loss model that takes into consideration various risk characteristics of our loan portfolio. We evaluate the reasonableness of this model and determine whether adjustments to the allowance are appropriate to reflect the risk inherent in the portfolio.

We maintain a reserve for unfunded lending commitments that reflects our best estimate of losses inherent in lending commitments made to customers but not yet disbursed. Factors such as the likelihood of disbursements and the likelihood of losses given disbursement are utilized in determining the reserve. This reserve is reported with Other Liabilities on the Consolidated Statements of Condition and totaled $2.9 million, $3.7 million, and $0 at December 31, 2016, 2015, and 2014, respectively. The new allowance for credit losses model was implemented in 2015, which resulted in a $3.7 million increase to the reserve for unfunded lending commitments and a corresponding decrease to the ALL.

The ALL increased $10.5 million, to $19.2 million in 2016 from $8.7 million in 2015. The increase was primarily due to $13.6 million of provision for loan loss partially offset by $3.1 million of net charge-offs. The additional provision was due to incremental loan growth and some credit quality deterioration. Overall, charge-off activity remains low relative to the size of our loan portfolio. Comparative ALL coverage as a percentage of loans and certain other credit quality indicators as of December 31 is shown in the following table.

	2016	2015	2014
Allowance for loan losses as a percentage of:			
Loans	0.24%	0.12%	0.17%
Impaired loans	51.54%	15.68%	22.90%

Further discussion of the allowance can be found in Note 3 to the consolidated financial statements.

Other Assets

Other assets were $90.9 million at December 31, 2016, an increase of $24.0 million when compared to 2015. The increase was primarily due to increased patronage receivables of $5.9 million, $6.3 million for prepaid pension, and increases in other accounts receivables. Other assets were $66.9 million at December 31, 2015, an increase of $0.9 million compared to year-end 2014.

Other Liabilities

Other liabilities were $86.0 million at December 31, 2016, an increase of $6.2 million when compared to 2015. The increase is primarily due to a $3.4 million increase in accounts payable for Farm Credit System Insurance Corporation (FCSIC) premiums. Other liabilities totaled $79.8 million at December 31, 2015, an increase of $9.3 million when compared to 2014. The increase was due to a $3.7 million reclassification from allowance for loan losses to a reserve for unfunded lending commitments and to increased employee benefit obligations.

RESULTS OF OPERATIONS

EARNINGS: The Association produced after-tax net income of $104.5 million in 2016, compared to $99.7 million in 2015 and $98.9 million in 2014. The $4.8 million increase in net income from 2015 was primarily due to a $26.8 million increase in net interest income as a result of strong loan growth partially offset by a $16.3 million increase in non-interest expenses and an $11.4 million increase in provision for credit losses.

The Association's 2015 earnings of $99.7 million were $798 thousand higher than 2014's earnings of $98.9 million. The increase was driven by a $10.5 million increase in net interest income as a result of loan growth partially offset by a $9.3 million increase in non-interest expense.

The major components of change in net income over the past two years are summarized in the following pages.

(In thousands)	2016 vs. 2015	2015 vs. 2014
Net income, prior year	$99,739	$98,941
Increase in interest income	41,083	8,939
(Increase)/Decrease in interest expense	(14,249)	1,560
Increase in net interest income	26,834	10,499
Increase in provision for credit losses	(11,430)	(2,847)
Increase in non-interest income	5,660	2,505
Increase in non-interest expense	(16,283)	(9,287)
Decrease/(Increase) in income tax benefit/provision	9	(72)
Increase in net income	**4,790**	**798**
Net income, current year	**$104,529**	**$99,739**

NET INTEREST INCOME: The chart below provides an analysis of the individual components of the change in net interest income for 2016 and 2015.

(In thousands)	2016 vs. 2015	2015 vs. 2014
Net interest income, prior year	$185,618	$175,119
Increase/(Decrease) in net interest income due to changes in:		
Net interest margin	1,819	(4,950)
Volume of average earning assets	24,772	15,898
Margin/volume combination	243	(449)
Increase in net interest income	**26,834**	**10,499**
Net interest income, current year	**$212,452**	**$185,618**

The 2016 net interest income was $212.5 million, compared to $185.6 million in 2015 and $175.1 million in 2014. The 2016 increase of $26.8 million represents a 14.4% increase over 2015 and was primarily due to strong accrual loan volume growth experienced during the year. Average earning assets grew by $883 million during 2016, representing an annual growth rate of 13.3%.

Net interest income in 2015 increased 6.0%, from $175.1 million in 2014 to $185.6 million. The $10.5 million increase was also driven by accrual loan volume growth partially offset by tightening interest rate spreads. Average earning assets increased in 2015 by $550 million, representing an annual growth rate of 9.1%.

	2016	2015	2014
Average rate on earning assets	4.15%	4.08%	4.30%
Average rate on interest-bearing liabilities	1.62%	1.62%	1.82%
Average interest rate spread	2.52%	2.46%	2.48%

The Association administers its variable-rate loans based on its cost of funds. Although adjustments to borrower variable rates have generally followed changes in the Prime Rate, that rate has become increasingly less relevant as an indicator of credit demand. The Association's variable cost of funds is indexed to a blend of two rates – the Farm Credit Discount Note Rate and the 1-month London Interbank Offered Rate (LIBOR). Management closely monitors interest rate movements and will adjust variable rates to customers to preserve adequate net interest income to sustain the growth of the Association.

PROVISION FOR CREDIT LOSSES: Management reviews the allowance for loan losses and the reserve for unfunded lending commitments on a quarterly basis and makes adjustments that reflect the changing risks in the portfolio. Generally speaking, increased loan volume and unfunded commitments will require additional allowance for credit losses. The Association's

strong 2016 loan volume growth, in addition to some credit quality degradation, resulted in a $12.8 million provision for credit loss, compared to a $1.4 million provision for credit loss in 2015. The 2016 provision was due primarily to strong loan volume growth. However, credit quality remained relatively stable in 2015. The Association recorded a provision for credit loss reversal in 2014 in the amount of $1.5 million due to an improvement in loan portfolio credit quality along with $1.7 million of net recoveries.

NON-INTEREST INCOME: Non-interest income consists primarily of CoBank patronage, loan origination and servicing fees, insurance income, and other gains and losses. The Association recorded $32.7 million of CoBank patronage in 2016, a $5.0 million increase compared to the $27.7 million recorded in 2015. The Association recorded $25.4 million of CoBank patronage in 2014. The $5.0 million patronage increase in 2016 was due to increased borrowings on our CoBank direct note and an increase in loan participations sold to CoBank. Patronage increased $2.3 million from 2014 to 2015 due to increased borrowings on our CoBank direct note. Loan origination and servicing fees were $13.1 million in 2016, compared to $10.6 million in 2015 and $9.9 million in 2014. Fee income was very strong in 2016 as the Association originated a significant number of large syndicated loan transactions. Insurance income, a component of miscellaneous income, totaled $6.2 million in 2016, a slight decrease from the $6.6 million recognized in 2015 and the $6.4 million in 2014.

NON-INTEREST EXPENSES: Non-interest expenses consist of salaries and benefits, occupancy costs, insurance fund premiums, supervisory expenses, and other operating costs. Non-interest expenses were $151.2 million in 2016, compared to $134.9 million in 2015 and $125.6 million in 2014. The $16.3 million increase in 2016 was largely driven by a $9.9 million restructure charge. This expense was due to a voluntary retirement program that was offered in concert with the Association's go-to-market reorganization initiative. The Association also experienced a $3.4 million increase in Farm Credit System Insurance Corporation (FCSIC) premiums due to strong loan growth and an increase in the premium rate. Purchased services increased $5.0 million as we used contract resources to execute on a number of strategic initiatives. The $9.3 million increase in 2015 was driven by a $5.8 million increase in salaries and benefits. In addition, the Association experienced a $1.1 million increase in FCSIC premiums due primarily to strong loan growth.

PROVISION FOR INCOME TAXES: The Association's effective tax rate is primarily affected by the mix of taxable and tax-exempt lending activities. The provision was relatively unchanged in 2016.

ACCUMULATED OTHER COMPREHENSIVE LOSS: Accumulated other comprehensive loss (AOCL) arises from the recognition of an unfunded pension liability. AOCL is included in the Association's equity portion of the Consolidated Statements of Condition. The liability and the associated other comprehensive loss may fluctuate from year to year depending on the pension plan's performance and underlying actuarial assumptions and obligations. The actual loss or income to be realized as pension liabilities are paid will not be determinable until the liabilities expire. See Note 11 to the consolidated financial statements for further discussion.

LIQUIDITY AND FUNDING: Liquidity is necessary to meet our financial obligations, such as paying our note with CoBank, funding loans and other commitments, and funding operations in a cost-effective manner. Our liquidity policy is intended to manage short-term cash flow, maximize debt reduction, and liquidate nonearning assets. Our direct loan with CoBank, cash on hand, and borrower loan repayments provide adequate liquidity to fund our ongoing operations and other commitments. Even with the volatility in the financial markets, we anticipate liquidity levels will be adequate to meet our obligations. The Association also has the ability to sell qualified loans to the Federal Agricultural Mortgage Corporation's secondary market programs to generate additional liquidity as needed.

The Association's primary source of funds (excluding capital) and largest liability is its direct loan from CoBank, administered under a General Financing Agreement. The Association applies substantially all cash received to the direct loan and draws all cash disbursements from it. The Association's ability to incur debt from other sources is subject to statutory and regulatory restrictions.

CoBank's primary source of funds is the sale of securities to investors through the Federal Farm Credit Banks' Funding Corporation. The continued liquidity of the Association is therefore directly dependent upon the ability of the Farm Credit System to continue to sell debt securities at competitive rates. Historically, this access has provided a dependable source of competitively priced debt that is critical for supporting our mission of providing credit to agriculture and rural America. Although financial markets continue to experience significant volatility, the Association anticipates continued access to the funding necessary to support its lending and business operations. CoBank is generally responsible for all District-wide funding decisions.

At December 31, the direct loan payable to CoBank consisted of the following:

	Weighted Average Interest Rate			YTD Average Balance (In millions)		
Type	**2016**	**2015**	**2014**	**2016**	**2015**	**2014**
Mortgage loan payable	1.90%	1.93%	2.17%	$4,620.9	$4,070.3	$3,698.9
Commercial loan payable	1.00%	0.96%	0.92%	1,370.1	1,054.2	949.0
Total				**$5,991.0**	**$5,124.5**	**$4,647.9**

The Association's direct note with CoBank provides composite rates on separate commercial and mortgage segments of the note. These rates are adjusted monthly based on market conditions and the product mix of the loans funded. The commercial loan rate has steadily increased from 2014 to 2016 due to loan structure and rising short-term interest rates. The mortgage rate has been declining from 2014 through 2016 as new loan volume has been priced in a historically low interest rate environment. Additionally, existing loans have re-priced during the last two years contributing to the reduction of mortgage rates. It should be noted that short and long-term interest rates increased significantly in the fourth quarter of 2016, which will impact future interest rates on both the Mortgage and Commercial loan payables.

The Association also obtains a measurable amount of funding from customer Funds Held accounts and preferred H stock. Funds Held accounts currently pay an interest rate that is

comparable to the short-term interest rate component that is paid on the direct loan payable to CoBank. The accounts are uninsured and the rate is variable. The dividend rate on H stock is variable and currently approximates the short-term interest rate component the Association pays on the direct loan. From a funding perspective, in combination, Funds Held and H stock provide a cost-effective alternative to the direct loan from CoBank. Both are offered to customers of the Association as investment vehicles for excess operating funds. Restrictions apply to the purpose for which the Funds Held may be withdrawn, the maximum dollar amount a customer may maintain in Funds Held, and the maximum amount a customer may invest in H stock.

CREDIT RISK MANAGEMENT

The Association utilizes a portfolio risk management process to evaluate and monitor the risk associated with major commodity groups, credit classifications, unsecured loans, and purchased loans. This process employs the use of shock analysis to determine the impact of significant credit deterioration in any one group on the portfolio as a whole. Credit classification trends are identified and monitored as an early warning sign of potential non-performing assets. The Association employs management personnel to perform the risk management process that the Board of Directors oversees. In addition, the Association conducts internal credit reviews to evaluate the effectiveness of the process.

Credit risk arises from the potential failure of a borrower to meet repayment obligations that result in a financial loss to the lender. Credit risk exists in our loan portfolio (including letters of credit and unfunded loan commitments), and is actively managed on an individual and portfolio basis through the application of sound lending and underwriting standards, policies, and procedures. Underwriting standards are developed and utilized to determine an applicant's operational, financial, and management resources available for repaying debt within the terms of the note or loan agreement. Underwriting standards include, among other things, an evaluation of the following:

CHARACTER: borrower integrity and credit history;

CAPACITY: repayment capacity of the borrower based on cash flows from operations or other sources of income;

COLLATERAL: to protect the lender in the event of default and also serve as a secondary source of loan repayment;

CAPITAL: ability of the operation to survive unanticipated risks; and

CONDITIONS: including use of the loan funds, terms, restrictions, etc.

Processes for information gathering, balance sheet and income statement verification, loan analysis, credit approvals, disbursements of proceeds, and subsequent loan servicing actions are established and followed. Underwriting standards vary by industry and are updated periodically to reflect market and industry conditions.

By regulation, the Association cannot have loan commitments to one borrower for more than 15% of permanent capital. Additionally, the Association has set lending limits to manage loan concentration. Lending limits are established for individual loan size, commodity, special lending programs, and geographic concentrations. The Association has established internal lending delegations to properly control the loan approval process. Delegations to staff are based on the Association's risk-bearing ability, loan size, complexity, type, and risk, as well as the expertise of the credit staff member. Larger and more complex loans are typically approved by a loan committee with the most experienced and knowledgeable credit staff serving as members.

One method for managing concentration is through the use of participation programs with other System and non-System institutions. Buying and selling loan volume, within and outside the System, can help reduce concentrations and manage growth and capital positions while allowing for a sharing of credit expertise. Concentrations and credit risk are also managed through the utilization of government guarantee programs and Farmer Mac guarantee programs. The Association has further diversified concentrations in agricultural production by developing rural residence, part-time farmer, and agribusiness portfolios. Rural residents and part-time farmers often derive a significant portion of earnings from nonagricultural sources, thus helping diversify repayment risk to sources other than agricultural production income.

The majority of Association lending is first-mortgage real estate lending. Production and intermediate-term lending accounts for most of the remaining volume and is typically secured. Collateral evaluations are made within FCA and Uniform Standards of Professional Appraisal Practices requirements. All property is appraised at market value. Certain appraisals must be performed by individuals with a state certification or license.

The Association utilizes a Combined System Risk Model ("Model") in its loan and portfolio management processes. The Model is a two-dimensional risk rating system that estimates each loan's probability of default and loss given default. The Model uses objective and subjective criteria to identify inherent strengths, weaknesses, and risks in each loan. The Model estimates loan losses with levels of risk granularity, particularly related to acceptable loans. The Model's 14-point scale provides for nine acceptable categories, one other assets especially mentioned (OAEM) category, two substandard categories, one doubtful category, and one loss category. This Model also serves as the basis for future economic capital modeling.

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

	2016	2015	2014
Acceptable and OAEM	98.5%	99.0%	98.7%
Substandard	1.5%	1.0%	1.3%
Total	**100.0%**	**100.0%**	**100.0%**

The Association's credit quality showed signs of weakness in 2016 as acceptable and OAEM as a percentage of total loans declined from 99.0% to 98.5%. Credit quality was positively impacted by the continued strength in the U.S. economy but was outweighed by the global economic conditions and other challenges facing agriculture. The Association's acceptable and OAEM credit quality improved from 98.7% in 2014 to 99.0% at year-end 2015. Virtually

all agricultural sectors the Association finances saw credit quality improvements in 2014 and 2015. However, dairy, beef, and field crops have all been under pressure in 2016. Even with the industry pressures in 2016, there were no loans classified as doubtful or loss for any of the three years presented. The credit quality of the Association's loan portfolio remains strong due to our geographical and commodity diversification and our continued emphasis on sound underwriting standards. Agriculture remains a cyclical business that is heavily influenced by production, operating costs, commodity prices, and global economic conditions. Each of these can be significantly impacted by uncontrollable events. Credit quality is expected to face continued pressure in 2017 due to weak commodity prices and adverse global conditions. In addition, while the 2017 water year is off to a good start, the drought in the West is not yet over and water remains a significant concern. Should the drought persist, it is likely that our borrowers and credit quality will be negatively impacted.

CREDIT COMMITMENTS

The Association may participate in financial instruments with off-balance-sheet risk to satisfy the financing needs of its borrowers. These financial instruments include commitments to extend 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. Commitments and letters of credit generally have fixed expiration dates or other termination clauses and may require payment of a fee by the borrower. The following table summarizes the maturity distribution of unfunded credit commitments on loans at December 31, 2016.

(In thousands)	Less than 1 Year	1–3 Years	4–5 Years	Over 5 Years	Total
Commitments to extend credit	$327,680	$867,390	$602,217	$539,110	$2,336,397
Standby letters of credit	53,715	10,538	1,324	62	65,639
Total commitments	**$381,395**	**$877,928**	**$603,541**	**$539,172**	**$2,402,036**

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 contractual amounts are not reflected on the Consolidated Statements of Condition 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 the Association applies the same credit policies to these commitments. The amount of collateral obtained, if deemed necessary upon extension of credit, is based on management's credit evaluation of the borrower.

INTEREST RATE RISK

The interest rate risk inherent in the loan portfolio is substantially mitigated through the funding relationship with CoBank and allows for loans to be match-funded with CoBank. Borrowings from CoBank match the pricing, maturity, and option characteristics of the loans to borrowers. CoBank manages interest rate risk through the direct loan pricing and asset/liability management processes. Although CoBank incurs and manages the primary sources of interest rate risk, the Association may still be exposed to interest rate risk from the impact of interest rate changes on earnings generated from our loanable funds.

To stabilize earnings from loans financed by equity, the Association has committed excess loanable funds with CoBank at a fixed rate for a specified term as part of CoBank's Fixed Term Investment Program. This program enables the Association to stabilize the earnings on its loans financed by equity without significantly increasing our overall interest rate risk position. The balance of the Fixed Term Investments totaled $1,292 million at December 31, 2016, with monthly investments maturing from January 31, 2017, through December 12, 2023. The average interest rate on this balance as of December 31, 2016, was 1.45%.

Net interest income is affected by the spread between the rates the Association earns on its assets and the rates it pays on interest-bearing liabilities. The Association manages this spread by offering various loan products with differing interest rates, maturities, and re-pricing terms. Net interest income expressed as a percentage of average total earning assets is referred to as the net interest margin. For 2016, the net interest margin was 2.84%, up from 2.81% in 2015. The increase was due to the positive impact on interest expense as a result of our fixed term investment program partially offset by a reduction in loan spreads. The chart on page 29 shows other factors that affected net interest income during the year.

Approximately 34% of the Association's loan portfolio is in variable-interest rate plans that provide for periodic interest rate adjustments based on management's discretion. Adjustable-rate loans were approximately 27% of the portfolio and consisted of loans tied to a specific market index such as LIBOR or the Prime Rate. The remaining 39% of the portfolio is in interest rate programs where the Association is able to lock in an interest rate spread for the term of the loan, thereby mitigating interest rate risk. These programs enhance the Association's ability to manage net interest income and avoid interest rate risk exposure during periods of interest rate volatility.

The Association has a differential pricing policy for fees and interest rates, which is based on loan size, servicing requirements, and credit risk of a loan. Management's objective is to maintain interest rates that are competitive with other lenders providing similar-type loans. The Association's competitiveness is evaluated by periodic surveys of other lending institutions in its lending territory.

CAPITAL RESOURCES

Capital supports asset growth and provides protection for unexpected credit and operating losses. Capital is also needed for investments in new products and services. We believe a sound capital position is critical to our long-term financial success due to the volatility and cycles in agriculture. Over the past several years, we have been able to build capital primarily through net income retained after patronage. Members' equity at December 31, 2016, totaled $1,774 million, compared with $1,784 million at December 31, 2015, and $1,707 million at

December 31, 2014. Typically, members' equity will increase on a year-over-year basis due to net income partially offset by patronage distributions. However, we experienced a $10 million decrease in members' equity from 2015 to 2016 due to a $68 million reduction in H stock. The change in member's equity over the prior two years reflects $204 million of net income partially offset by a $44 million reduction in H stock and $94 million of distributions back to our borrowers through our cash patronage dividend program. Our capital position is reflected in the following ratio comparisons.

	2016	2015	2014
Total capital (in millions)	$1,773.6	$1,784.3	$1,706.6
Debt to capital	3.82:1	3.37:1	2.98:1
Capital to net loans	22.2%	24.5%	26.9%
Capital to total assets	20.7%	22.9%	25.1%
Capital to total liabilities	26.2%	29.7%	33.6%

As a prudent business practice, the Association has established a capital adequacy plan that outlines objectives relating to maintaining a stable, secure capital base. Permanent capital, as defined by FCA regulations, is generated from two sources: retained earnings and at-risk stock. Retained earnings (including additional paid in capital) represented 92.7%, 89.1%, and 89.9% of total capital at December 31, 2016, 2015, and 2014, respectively. For a description of classes of stock and regulatory capital requirements, as well as a description of the Association's Capital Adequacy Plan, please see Note 8 to the consolidated financial statements. The Board and management consider current capital ratios to be adequate in view of anticipated loan growth, operating performance, and identified risks.

Association bylaws require each borrower to invest in the capital stock of the Association. The Association may require additional capital contributions in accordance with federal regulations. Equities purchased by members and surplus accumulated from earnings provide the capital resources used in the Association's operations.

The Association utilizes a pool of Farmer Mac guaranteed loans to manage capital deployment. Because of the Farmer Mac guarantee, which provides for the sale of loans to Farmer Mac in the event these loans become delinquent, the loans receive a lesser risk weighting for capital ratio calculations than non-guaranteed loans. These guaranteed loans increased the permanent capital ratio by 0.04% in 2016 and 0.03% in 2015. Because these loans are fully guaranteed, they are bifurcated from the analysis of the allowance for loan losses.

The Board of Directors has adopted an Obligating Resolution to distribute 2017 patronage-sourced earnings to patrons of the Association, contingent upon the Association achieving certain capital criteria.

REGULATORY MATTERS

On March 10, 2016, the FCA adopted final rules (the "New Capital Regulations") relating to regulatory capital requirements for System banks, including CoBank, and associations. The New Capital Regulations took effect January 1, 2017. The stated objectives of the New Capital Regulations are as follows:

- To modernize capital requirements while ensuring that System institutions continue to hold sufficient regulatory capital to fulfill the System's mission as a government-sponsored enterprise;
- To ensure that the System's capital requirements are comparable to the Basel III framework and the standardized approach that the federal banking regulatory agencies have adopted, but also to ensure that the rules recognize the cooperative structure and the organization of the System;
- To make System regulatory capital requirements more transparent; and
- To meet certain requirements of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act).

The New Capital Regulations, among other things, replace existing core surplus and total surplus requirements with Common Equity Tier 1 (CET1), Tier 1, and Total Capital (Tier 1 plus Tier 2) risk-based capital ratio requirements. The New Capital Regulations also add a Tier 1 leverage ratio for all System institutions, which replaces the existing net collateral ratio for System banks. In addition, the New Capital Regulations establish a capital conservation buffer and a leverage buffer; enhance the sensitivity of risk weightings; and, for System banks only, require additional public disclosures. The revisions to the risk weightings include alternatives to the use of credit ratings, as required by the Dodd-Frank Act.

The New Capital Regulations set the following minimum risk-based requirements:

- A CET1 capital ratio of 4.5%;
- A Tier 1 capital ratio (CET1 capital plus additional Tier 1 capital) of 6%; and
- A Total Capital ratio (Tier 1 plus Tier 2) of 8%.

The New Capital Regulations also set a minimum Tier 1 leverage ratio (Tier 1 capital divided by total assets) of 4%, of which at least 1.5% must consist of Unallocated Retained Earnings (URE) and URE equivalents, which are nonqualified allocated equities with certain characteristics of URE.

The New Capital Regulations establish a capital cushion (capital conservation buffer) of 2.5% above the risk-based CET1, Tier 1, and Total Capital requirements. In addition, the New Capital Regulations establish a leverage capital cushion (leverage buffer) of 1% above the Tier 1 leverage ratio requirement. If capital ratios fall below the regulatory minimum plus buffer amounts, capital distributions (equity redemptions, cash dividend payments, and cash patronage payments) and discretionary senior executive bonuses are restricted or prohibited without prior FCA approval. The New Capital Regulations establish a three-year phase-in of the capital conservation buffer beginning January 1, 2017. There will be no phase-in of the leverage buffer.

The Association was in compliance with the New Capital Regulations as of January 1, 2017.

MERGER

On February 29, 2016, the Boards of Directors of American AgCredit, ACA and Farm Credit of Southwest Kansas, ACA approved a letter of intent to pursue a merger. Both boards also approved a transition management agreement where American AgCredit's President and CEO, Byron Enix, was appointed Chief Executive Officer for both associations. The transition management agreement was effective April 1, 2016. On October 27, 2016, the voting stockholders for each association approved the proposed merger. The FCA granted final approval for the merger on December 27, 2016 and the merger was effective January 1, 2017. The merged Association operates under the name of American AgCredit, ACA with the headquarters located in Santa Rosa, California. The merger successfully united two associations into a financial institution of greater capital, capacity, and human resources to better serve agriculture within the associations' territories.

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of American AgCredit, ACA and Subsidiaries:

We have audited the accompanying consolidated financial statements of American AgCredit, ACA and its subsidiaries (the "Association"), which comprise the consolidated statements of condition as of December 31, 2016, 2015, and 2014 and the related consolidated statements of comprehensive income, of changes in members' equity, and of cash flows for the years then ended.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on the consolidated financial statements based on our audits. We conducted our audits 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 consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the Association's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Association's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of American AgCredit, ACA and its subsidiaries as of December 31, 2016, 2015, and 2014, and the results of their operations and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

MARCH 6, 2017

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CONSOLIDATED

STATEMENTS OF CONDITION

December 31, (In thousands)	**2016**	**2015**	**2014**
ASSETS			
Loans	$8,008,875	$7,291,557	$6,358,767
Less: allowance for loan losses	(19,241)	(8,754)	(11,021)
Net loans	**7,989,634**	**7,282,803**	**6,347,746**
Cash	17,184	28,495	5,435
Accrued interest receivable	61,707	51,212	45,272
Investment in CoBank	261,711	255,966	254,314
Premises and equipment, net	127,819	110,311	66,531
Other property owned	–	2,521	2,832
Other assets	90,926	66,887	65,968
Total assets	**$8,548,981**	**$7,798,195**	**$6,788,098**
LIABILITIES			
Notes payable CoBank	$6,561,500	$5,824,914	$4,901,604
Funds Held accounts	67,562	56,906	59,099
Accrued interest payable	10,045	8,594	11,106
Patronage/Dividends payable	50,199	43,670	39,178
Other liabilities	86,030	79,849	70,551
Total liabilities	**6,775,336**	**6,013,933**	**5,081,538**
Commitments and contingencies (Note 14)			
MEMBERS' EQUITY			
Preferred stock	128,620	196,515	172,533
Common capital stock and participation certificates	7,805	7,680	7,396
Additional paid in capital	490,564	490,564	490,564
Unallocated retained surplus	1,154,462	1,099,399	1,042,921
Accumulated other comprehensive loss	(7,806)	(9,896)	(6,854)
Total members' equity	**1,773,645**	**1,784,262**	**1,706,560**
Total liabilities and members' equity	**$8,548,981**	**$7,798,195**	**$6,788,098**

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

COMPREHENSIVE INCOME

For the Year Ended December 31, (In thousands)	2016	2015	2014
INTEREST INCOME			
Loans	$310,960	$269,877	$260,938
Total interest income	**310,960**	**269,877**	**260,938**
INTEREST EXPENSE			
Notes payable CoBank	98,205	83,959	85,523
Funds Held and other interest	303	300	296
Total interest expense	**98,508**	**84,259**	**85,819**
Net interest income	**212,452**	**185,618**	**175,119**
(Provision for)/Reversal of credit losses	(12,812)	(1,382)	1,465
Net interest income after provision for loan losses	**199,640**	**184,236**	**176,584**
NON-INTEREST INCOME			
Loan origination fees and late charges	9,783	7,179	6,278
Servicing fees	3,352	3,439	3,661
Patronage distribution from Farm Credit institutions	34,044	28,670	26,075
Other gains/(losses), net	158	(36)	166
Miscellaneous	8,721	11,146	11,713
Total non-interest income	**56,058**	**50,398**	**47,893**

For the Year Ended December 31, (In thousands)	2016	2015	2014
NON-INTEREST EXPENSES			
Salaries and employee benefits	95,343	87,067	81,312
Occupancy and equipment expense	11,867	9,161	9,695
Insurance fund premiums	9,704	6,332	5,256
Supervisory and examination expense	2,462	2,633	2,641
(Gains)/Losses on other property owned, net	(21)	532	619
Merger costs	365	21	–
Other operating expenses	31,442	29,133	26,069
Total non-interest expenses	**151,162**	**134,879**	**125,592**
Income before income taxes	104,536	99,755	98,885
(Provision) / Benefit for income taxes	(7)	(16)	56
Net income	**$104,529**	**$99,739**	**$98,941**
Comprehensive income			
Change in retirement obligation	2,090	(3,042)	473
Total comprehensive income	**$106,619**	**$96,697**	**$99,414**

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

CONSOLIDATED STATEMENTS OF

CHANGES IN MEMBERS' EQUITY

(In thousands)	Stock and Participation Certificates	Preferred Stock	Additional Paid in Capital	Unallocated Retained Surplus	Accumulated Other Comprehensive Income/(Loss)	Total Members' Equity
BALANCE AT DECEMBER 31, 2013	**$7,422**	**$141,580**	**$490,564**	**$982,706**	**$(7,327)**	**$1,614,945**
Comprehensive income				98,941	473	99,414
Capital stock/participation certificates issued	605					605
Capital stock/participation certificates retired	(631)					(631)
Preferred stock issued		357,177				357,177
Preferred stock retired		(326,846)				(326,846)
Preferred stock dividends paid		622				622
Preferred stock dividends accrued				(611)		(611)
Patronage distribution declared				(39,013)		(39,013)
Reversal of prior year patronage declared but not paid				898		898
BALANCE AT DECEMBER 31, 2014	**$7,396**	**$172,533**	**$490,564**	**$1,042,921**	**$(6,854)**	**$1,706,560**
Comprehensive income				99,739	(3,042)	96,697
Capital stock/participation certificates issued	855					855
Capital stock/participation certificates retired	(571)					(571)
Preferred stock issued		441,897				441,897
Preferred stock retired		(418,635)				(418,635)
Preferred stock dividends paid		720				720
Preferred stock dividends accrued				(740)		(740)
Patronage distribution declared				(43,485)		(43,485)
Reversal of prior year patronage declared but not paid				964		964
BALANCE AT DECEMBER 31, 2015	**$7,680**	**$196,515**	**$490,564**	**$1,099,399**	**$(9,896)**	**$1,784,262**
Comprehensive income				104,529	2,090	106,619
Capital stock/participation certificates issued	980					980
Capital stock/participation certificates retired	(855)					(855)
Preferred stock issued		322,046				322,046
Preferred stock retired		(390,822)				(390,822)
Preferred stock dividends paid		881				881
Preferred stock dividends accrued				(701)		(701)
Patronage distribution declared				(50,194)		(50,194)
Reversal of prior year patronage declared but not paid				1,429		1,429
BALANCE AT DECEMBER 31, 2016	**$7,805**	**$128,620**	**$490,564**	**$1,154,462**	**$(7,806)**	**$1,773,645**

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

CONSOLIDATED STATEMENTS OF

CASH FLOWS

(In thousands)	For the Year Ended December 31, 2016	2015	2014
Cash flows from operating activities:			
Net income	$104,529	$99,739	$98,941
Adjustments to reconcile net income to net cash provided by operating activities:			
Provision/(Benefit) for credit losses	12,812	1,382	(1,465)
Depreciation	5,916	5,406	6,060
Amortization of fair market value of net assets acquired in merger	(226)	(572)	(179)
Other property owned carrying value adjustments	–	505	712
Other (gains)/losses, net	(40)	36	(166)
(Gain)/Loss on sale of other property owned, net	(21)	27	(227)
(Gain) on sale of other assets	(118)	–	–
Stock patronage from CoBank	(1,868)	(1,652)	(1,619)
Change in assets and liabilities:			
(Increase) in accrued interest receivable	(10,448)	(5,886)	(3,192)
(Increase)/Decrease in other assets	(11,168)	433	3,246
Increase/(Decrease) accrued interest payable	1,451	(2,512)	(4,028)
Increase/(Decrease) in other liabilities	9,056	2,522	(4,258)
Net cash provided by operating activities	**$109,875**	**$99,428**	**$93,825**
Cash flows from investing activities:			
Increase in loans, net	$(736,977)	$(937,022)	$(316,376)
Recovery of loans charged-off	2,439	506	1,752
Acquisition of premises and equipment, net	(23,828)	(52,013)	(22,726)
Purchase of CoBank stock, net	(3,877)	–	–
Proceeds from sale of premises and equipment	444	2,792	5,603
Proceeds from sale of other property owned, net of expenses	2,542	(27)	2,662
Investment in AgDirect	(1,087)	(1,404)	(1,564)
Net cash (used in) investing activities	**$(760,344)**	**$(987,168)**	**$(330,649)**

CONSOLIDATED STATEMENTS OF

CASH FLOWS

(In thousands)	For the Year Ended December 31, 2016	2015	2014
Cash flows from financing activities:			
Net draws on note payable to CoBank	$739,209	$927,498	$223,047
Increase/(Decrease) in Funds Held accounts	10,656	(2,193)	17,004
Cash distributions paid	(42,056)	(38,051)	(36,072)
Issuances of capital stock and participation certificates	980	855	605
Retirement of capital stock and participation certificates	(855)	(571)	(631)
Issuance of preferred stock	322,046	441,897	357,177
Retirement of preferred stock	(390,822)	(418,635)	(326,846)
Net cash provided by financing activities	**$639,158**	**$910,800**	**$234,284**
Net (decrease) / increase in cash	$(11,311)	$23,060	$(2,540)
Cash at beginning of year	28,495	5,435	7,975
Cash at end of year	**$17,184**	**$28,495**	**$5,435**

SUPPLEMENTAL SCHEDULE OF NON-CASH TRANSACTIONS (In thousands)	For the Year Ended December 31, 2016	2015	2014
Patronage/Dividends currently payable	$50,199	$43,670	$39,178
Loan charge-offs	$5,549	$421	$18
Other property owned in settlement of loans	–	$195	–
Dividend accrual adjustment to prior year	$1,429	$964	$898
Preferred stock dividends paid	$881	$720	$622
Supplemental information:			
Cash paid for interest	$(99,680)	$(90,959)	$(92,643)
Cash (paid) / received for income taxes	$(7)	$(16)	$56

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

NOTE 1 – ORGANIZATION AND OPERATIONS

A. ORGANIZATION: American AgCredit, ACA and subsidiaries, American AgCredit PCA, and American AgCredit FLCA (collectively called "the Association"), is a member-owned cooperative that provides credit and credit-related services to and for the benefit of eligible borrowers/stockholders for qualified agricultural purposes in the state of Nevada and the following California counties: Alameda, Alpine, Amador, Calaveras, Contra Costa, Del Norte, El Dorado, Humboldt, Lake, Lassen, Marin, Mariposa, Mendocino, Merced, Modoc, Mono, Monterey, Napa, Plumas, Riverside, Sacramento, San Benito, San Bernardino, San Diego, San Francisco, San Joaquin, San Mateo, Santa Clara, Santa Cruz, Sierra, Siskiyou, Sonoma, Stanislaus, Tuolumne, and portions of Fresno, Los Angeles, and Trinity. In Kansas, the Association serves the counties of Barber, Barton, Butler, Chautauqua, Cloud, Comanche, Cowley, Edwards, Elk, Ellis, Ellsworth, Graham, Greenwood, Harper, Harvey, Jewell, Kingman, Kiowa, Lincoln, McPherson, Mitchell, Norton, Osborne, Ottawa, Pawnee, Phillips, Pratt, Reno, Republic, Rice, Rooks, Rush, Russell, Saline, Sedgwick, Smith, Stafford, Sumner, and Trego. In Oklahoma, the Association serves the counties of Kay, Noble, and Osage. In Colorado, the Association serves the counties of Adams, Arapahoe, Archuleta, Boulder, Clear Creek, Delta, Denver, Dolores, Douglas, Eagle, part of Elbert, Garfield, Gilpin, Grand, Gunnison, part of Hinsdale, Jackson, Jefferson, La Plata, Larimer, Mesa, Moffat, Montezuma, Montrose, Ouray, Pitkin, Rio Blanco, Routt, San Juan, San Miguel, part of Saquache, Summit, and Weld. The Association also serves the counties of San Juan and half of Rio Arriba that lies west of the Continental Divide in the state of New Mexico.

The Association is a lending institution of the Farm Credit System ("the 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"). At December 31, 2016, the System was composed of three Farm Credit Banks (FCBs), one Agricultural Credit Bank (ACB), and approximately 73 associations. Each FCB and the ACB serve Federal Land Credit Associations (FLCAs) that originate and service long-term real estate mortgage loans, and/or Agricultural Credit Associations (ACAs) that may originate and service long-term, short-term, and intermediate-term loans. Production Credit Associations (PCAs), FLCAs, and ACAs are collectively referred to as associations.

CoBank, its related associations, and AgVantis, Inc. (AgVantis) are collectively referred to as "the District." CoBank provides the funding to associations within the District and is responsible for supervising certain activities of the District associations. AgVantis, which is owned by the entities it serves, provides technology and other operational services to certain associations and to CoBank. As of December 31, 2016, the CoBank District consisted of CoBank, 23 agricultural credit associations, which each have two wholly owned subsidiaries (an FLCA and a PCA), one FLCA, and AgVantis.

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

American AgCredit participates in AgDirect, LLP (AgDirect), a trade credit financing program that includes originations and re-financing of agricultural equipment loans through independent equipment dealers. AgDirect is an entity created by Farm Credit Services of America (FCSA), which is responsible for the marketing, operating, and implementation of the program. FCSA serves as the master servicer for the program assets and provides periodic reporting to investor associations. At December 31, 2016, the Association's investment in AgDirect, which was included in other assets in the Consolidated Statements of Condition, was $9.9 million, representing a 5.0% ownership in the partnership.

Congress has delegated authority to the FCA to regulate the System banks and associations. The FCA examines the activities of System institutions to ensure their compliance with the Farm Credit Act, FCA regulations, and safe and sound banking practices.

The Farm Credit Act established the Farm Credit System Insurance Corporation (FCSIC) to administer the Farm Credit Insurance Fund ("Insurance Fund"). By law, the Insurance Fund is required to be used to insure the timely payment of principal and interest on System-wide debt obligations ("Insured Debt"), ensure the retirement of protected borrower capital at par or stated value, and for other specified purposes. The Insurance Fund is also available for discretionary uses by the FCSIC in providing assistance to certain troubled System institutions and to cover the operating expenses of the FCSIC. 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 outstanding insured debt, adjusted to reflect the reduced risk on loans or investments guaranteed by federal or state governments until the assets in the Insurance Fund reach the "secure base amount," which is defined in the Farm Credit Act as 2.0% of the aggregate insured debt or such other percentage of the insured debt 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 FCSIC is required to reduce premiums as necessary to maintain the Insurance Fund at the 2.0% level. As required by the Farm Credit Act, as amended, the FCSIC may return excess funds above the secure base amount to System institutions. The Bank passes this premium expense and the return of excess funds, as applicable, through to the District associations based on their average adjusted note payable with the Bank.

B. OPERATIONS: The Farm Credit Act sets forth the types of authorized lending activity, persons eligible to borrow from the Association, and financial services that 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 also serves as an intermediary in offering credit life insurance and multi-peril crop insurance.

C. MERGER: On January 1, 2017, American AgCredit, ACA merged with Farm Credit of Southwest Kansas, ACA. Further information on this merger is found in Note 16.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting and reporting policies of the Association conform to generally accepted accounting principles 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 amounts reported in the financial statements and accompanying notes. Significant estimates are discussed in these notes, as applicable. Actual results may differ from these estimates. Certain amounts in prior years' consolidated financial statements have been reclassified to conform to the current year's financial statement presentation. Loan type categories were modified as follows: Rural Infrastructure is made up of Communications, Energy, and Water/Waste Water loan types. Agricultural Export Finance and Rural Residential Real Estate loans were reported in the Other category in prior years. The Standard Industrial Classification (SIC) codes were replaced by the North American Industry Classification System (NAICS) codes for classifying loan commodity groups. Certain technology-related amounts have been reclassified from occupancy and equipment to other operating expenses.

The consolidated financial statements include the accounts of American AgCredit, PCA and American AgCredit, FLCA. All significant inter-company transactions have been eliminated in consolidation.

A. RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS: In August 2014, the Financial Accounting Standards Board (FASB) issued guidance entitled "Presentation of Financial Statements – Going Concern." The guidance governs management's responsibility to evaluate whether there is substantial doubt about an entity's ability to continue as a going concern and to provide related footnote disclosures. This guidance requires management to perform interim and annual assessments of an entity's ability to continue as a going concern within one year after the date the financial statements are issued or within one year after the financial statements are available to be issued, when applicable. Substantial doubt exists if it is probable that the entity will be unable to meet its obligations for the assessed period. This guidance becomes effective for interim and annual periods ending after December 15, 2016, and early application is permitted. The Association adopted this guidance in the fourth quarter of 2016 and management made its initial assessment as of December 31, 2016.

In June 2016, the FASB issued guidance entitled "Measurement of Credit Losses on Financial Instruments." The guidance replaces the current incurred loss impairment methodology with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to inform credit loss estimates. Credit losses relating to available-for-sale securities would also be recorded through an allowance for credit losses. For public business entities that are not U.S. Securities and Exchange Commission filers, this guidance becomes effective for interim and annual periods beginning after December 15, 2020, with early application permitted. The Association is currently evaluating the impact of adoption on its financial condition and its results of operations.

In February 2016, the FASB issued guidance entitled "Leases." The guidance requires the recognition by lessees of lease assets and lease liabilities on the balance sheet for the rights and obligations created by those leases. Leases with lease terms of more than 12 months are impacted by this guidance. This guidance becomes effective for interim and annual periods beginning after December 15, 2018, with early application permitted. The Association is currently evaluating the impact of adoption on its financial condition and results of operations.

On January 5, 2016, the Financial Accounting Standards Board (FASB) issued guidance entitled "Financial Instruments – Overall: Recognition and Measurement of Financial Assets and Financial Liabilities." Changes to the current GAAP model primarily affect accounting for equity investments, financial liabilities under the fair value option, and the presentation and disclosure requirement for financial instruments. The accounting for financial instruments, such as loans, investments in debt securities, and financial liabilities is largely unchanged. For disclosure purposes, entities that are not public business entities will no longer be required to disclose the fair value of financial instruments carried at amortized cost. Entities that are not public business entities can early adopt the provision permitting the omission of fair value disclosure for financial instruments at amortized cost. The Association elected to early adopt this guidance in 2015.

In May 2014, the FASB issued guidance entitled "Revenue from Contracts with Customers." The guidance governs revenue recognition from contracts with customers and requires an entity to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Financial instruments and other contractual rights within the scope of other guidance issued by the FASB are excluded from the scope of this new revenue recognition guidance. In this regard, a majority of the Association's contracts would be excluded from the scope of this new guidance. In August 2015, the FASB issued an update that defers this guidance by one year, which results in the new revenue standard becoming effective for interim and annual reporting periods beginning after December 15, 2017. The Association is in the process of reviewing contracts to determine the effect, if any, on its financial condition or results of operations.

B. LOANS AND ALLOWANCE FOR LOAN LOSSES: Long-term real estate mortgage loans generally have maturities ranging up to 30 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 adjusted for charge-offs and deferred loan fees or costs. Interest on loans is accrued and credited to interest income based upon the daily principal amount outstanding.

Loans acquired in a business combination are initially recognized at fair value based on current interest rates and taking into account the borrowers' credit quality; therefore, no "carryover" of the allowance for loan losses is permitted. The difference between the book value and fair value of these loans at acquisition date is accreted into interest income during the estimated

remaining life of the acquired loans. Those loans with evidence of credit quality deterioration at purchase price are required to follow the authoritative accounting guidance. This guidance addresses accounting for differences between contractual cash flows and cash flows expected to be collected from the initial investment in loans if those differences are attributable, at least in part, to credit quality. The initial fair values for these types of loans are determined by discounting both principal and interest cash flows expected to be collected using an observable discount rate for similar instruments with adjustments that management believes a market participant would consider in determining fair value. Subsequent decreases to expected principal cash flows will result in a charge to the provision for loan losses and a corresponding increase to allowance for loan losses. Subsequent increases in expected principal cash flows will result in recovery of any previously recorded allowance for loan losses, to the extent applicable, and a reclassification from nonaccretable difference to accretable yield for any remaining increase. For variable-rate loans, expected future cash flows were initially based on the rate in effect at acquisition; expected future cash flows are recalculated as rates change over the lives of the loans.

Loans are generally placed in nonaccrual status when principal or interest is delinquent for 90 days or more (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) and/or included in the recorded nonaccrual balance (if accrued in prior years). Impaired loans are loans for which it is probable that all principal and interest will not 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.

When loans are in nonaccrual status, loan payments are generally applied against the recorded investment in the loan asset. Nonaccrual loans may, at times, be maintained on a cash basis. Generally, cash basis refers to the recognition of interest income from cash payments received on certain nonaccrual loans for which the collectability of the recorded investment in the loan is no longer in doubt and the loan does not have a remaining unrecovered charge-off associated with it. Nonaccrual loans may be transferred to accrual status when contractual 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 as "Doubtful" or "Loss." Loans are charged-off at the time they are determined to be uncollectible.

A restructured loan constitutes a troubled debt restructuring if, for economic or legal reasons related to the debtor's financial difficulties, the Association grants a concession to the debtor that it would not otherwise consider. In cases where a borrower experiences financial difficulties and the Association makes certain monetary concessions to the borrower through modifications to the contractual term of the loan, the loan is classified as a restructured loan. If the borrowers' ability to meet the revised payment schedule is uncertain, the loan is classified as a nonaccrual loan.

Loan origination fees and certain direct origination costs for mortgage loans and commercial loans with terms greater than one year are capitalized and the net fee or cost is amortized over the life of the related loan as an adjustment of the yield of the related loan.

The Association purchases loan and lease participations from other System and non-System entities to generate additional earnings and diversify risk related to existing commodities financed and the geographic area served. Additionally, the Association sells a portion of certain large loans to other System and non-System entities to reduce risk and comply with established lending limits. Loans are accounted for following the accounting requirements for sale treatment.

The Association uses a two-dimensional loan rating model based on internally generated combined system risk-rating guidance that incorporates a 14-point risk-rating scale to identify and track the probability of borrower default and a separate scale addressing loss given default over a period of time. Probability of default is the probability that a borrower will experience a default within 12 months from the date of the determination of the risk rating. A default is considered to have occurred if the lender believes the borrower will not be able to pay its obligation in full or the borrower is past due more than 90 days. The loss given default is management's estimate as to the anticipated economic loss on a specific loan assuming default has occurred or is expected to occur within the next 12 months.

Each of the probability of default categories carries a distinct percentage of default probability. The 14-point risk-rating scale provides for granularity of the probability of default, especially in the acceptable ratings. There are nine acceptable categories that range from a borrower of the highest quality to a borrower of minimally acceptable quality. The probability of default between 1 and 9 is very narrow and would reflect almost no default to a minimal default percentage. The probability of default grows more rapidly as a loan moves from a 9 to other assets especially mentioned, and grows significantly as a loan moves to a substandard (viable) level. A substandard (non-viable) rating indicates that the probability of default is almost certain.

The credit risk rating methodology is a key component of the Association's allowance for loan losses evaluation, and is generally incorporated into the institution's loan underwriting standards and internal lending limit. 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 provision for loan losses and loan recoveries and is decreased through loan loss reversals and loan charge-offs. The allowance is based on a periodic evaluation of the loan portfolio by management in which numerous factors are considered, including economic conditions, environmental conditions, loan portfolio composition, collateral value, portfolio quality, current production conditions, and prior loan loss experience. The allowance for loan losses encompasses various judgments, evaluations, and appraisals with respect to the loans and their underlying collateral that, by their nature, contain elements of uncertainty, imprecision, and variability. Changes in the agricultural economy and environment and their impact on borrower repayment capacity will cause various judgments, evaluations, and appraisals to change over time. Accordingly, actual circumstances could vary significantly from the Association's expectations and predictions of those circumstances. Management considers the following macro-economic factors in determining and supporting the level of allowance for loan losses: the concentration of lending in agriculture, combined with uncertainties associated with farmland values, commodity prices, exports, government assistance programs, regional economic effects, and weather-related influences.

A specific allowance may be established for impaired loans under GAAP. Impairment of these loans is measured by the present value of expected future cash flows discounted at the loan's effective interest rate or, as a practical expedient, by the loan's observable market price, or fair value of the collateral, if the loan is collateral dependent.

The reserve for unfunded lending commitments is based on management's best estimate of losses inherent in lending commitments made to customers but not yet disbursed. Factors such as likelihood of disbursal and likelihood of losses given disbursement were utilized in determining this contingency.

C. CASH: Cash, as included in the consolidated financial statements, represents cash on hand and on deposit at financial institutions. At times, cash deposits may be in excess of federally insured limits.

D. INVESTMENT IN COBANK: The Association's required investment in CoBank is in the form of Class A stock. The minimum required investment is 4.0% of the prior year's average direct loan volume. The investment in CoBank is composed of patronage-based stock and purchased stock. The requirement for capitalizing patronage-based participation loans sold to CoBank is 8.0% of the prior 10-year average of such participations sold to CoBank.

E. OTHER PROPERTY OWNED: Other property owned, consisting of real and personal property acquired through foreclosure or deed in lieu of foreclosure, is recorded at fair value less estimated selling costs upon acquisition. Any initial reduction in the carrying amount of a loan to the fair value of the collateral received is charged to the allowance for loan losses. On at least an annual basis, revised estimates to the fair value 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 and expenses from operations and carrying value adjustments are included in losses on other property owned, net, in the Consolidated Statements of Comprehensive Income.

F. PREMISES AND EQUIPMENT: Land is carried at cost. Premises and equipment are carried at cost less accumulated depreciation and amortization computed principally by the straight-line method over the estimated useful lives of the assets. Useful lives for buildings are 39 years and range from four to seven years for furniture, equipment, and automobiles. Progress payments for assets under construction or development are held in construction in progress and do not begin depreciation or amortization until the asset is designated as complete and placed in service by the Association. Gains and losses on dispositions are reflected in current operating results. Maintenance and repairs are expensed, and improvements above certain thresholds are capitalized.

G. OTHER ASSETS AND OTHER LIABILITIES: Other assets are composed primarily of patronage receivable from CoBank, investment in the nonqualified deferred compensation plan, and the investment in AgDirect. Significant components of other liabilities primarily include accounts payable, employee benefits, and reserve for unfunded commitments.

H. FUNDS HELD ACCOUNTS: The Association is authorized under the Farm Credit Act to accept advance payments from borrowers. To the extent the borrower's access to such Funds Held is restricted, the Funds Held are netted against the borrower's related loan balance. Unrestricted Funds Held are included in liabilities. Restricted Funds Held are primarily associated with mortgage loans, while unrestricted are primarily related to production and intermediate-term loans and insurance proceeds on mortgage loans. Funds Held are not insured. Interest is generally paid by the Association on Funds Held accounts.

I. EMPLOYEE BENEFIT PLANS: Substantially all employees of the Association participate in either the Ninth Farm Credit District Pension Plan ("Pension Plan") or the Eleventh District Defined Benefit Retirement Plan ("Defined Benefit Plan") and/or the Farm Credit Foundations Defined Contribution/401(k) Plan ("Defined Contribution Plan"). The Pension Plan and Defined Benefit Plan are noncontributory defined benefit plans. Benefits are based on compensation and years of service. The Association recognizes its proportional share of expense and contributes its proportional share of funding. The Defined Benefit Plan was closed to employees hired after December 31, 1997. The Pension Plan was closed to employees beginning January 1, 2007.

The Defined Contribution Plan has two components. Employees who do not participate in the Defined Benefit Plan may receive benefits through the employer contribution portion of the Defined Contribution Plan. In this plan, the Association provides a monthly contribution based on a defined percentage of the employee's salary. Employees may also participate in a Salary Deferral Plan governed by Section 401(k) of the Internal Revenue Code. The Association matches a certain percentage of employee contributions. Employees hired on or after January 1, 1998, are eligible to participate only in the Defined Contribution Plan. All defined contribution costs are expensed in the same period that participants earn employer contributions.

The Association also participates in the Ninth and Eleventh District Nonqualified Defined Benefit Pension Restoration Plans. These plans provide retirement benefits above the Internal Revenue Code compensation limit to certain highly compensated eligible employees. Benefits payable under the plans are offset by the benefits payable from the Pension Plan and the Defined Benefit Plan.

Certain eligible employees may also participate in a nonqualified deferred compensation plan, which was included in other assets and other liabilities in the Consolidated Statements of Condition, where they are able to defer a portion of their compensation. The Association matches a certain percentage of employee contributions to the plan.

The Association also provides certain health and life insurance benefits to eligible current and retired employees through the Farm Credit Foundation Retiree Medical and Retiree Life Plans. Substantially all employees may become eligible for those benefits if they reach normal retirement age while working for the Association. The anticipated costs of these benefits are accrued during the period of the employee's active service. The authoritative accounting guidance requires the accrual of the expected cost of providing postretirement benefits during the years that the employee renders service necessary to become eligible for these benefits.

J. INCOME TAXES: As previously described, the ACA holding company conducts its business activities through two wholly owned subsidiaries. Long-term mortgage lending activities are operated through a wholly owned FLCA subsidiary, which is exempt from federal and state income tax. Short- and intermediate-term lending activities are operated through a wholly owned PCA subsidiary. The ACA, which is the holding company, and the PCA subsidiary are subject to income taxes. The Association accounts for income taxes under the liability method. Accordingly, deferred taxes are recognized for estimated taxes ultimately payable or recoverable based on federal, state, or local laws. Operating expenses are allocated to each subsidiary based on estimated relative service. All significant transactions between the subsidiaries and the parent company have been eliminated in consolidation.

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. Deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the carrying amounts reflected in the financial statements and tax bases of assets and liabilities. In addition, a valuation allowance is provided against deferred tax assets to the extent that it is more likely than not (over 50% probability), based on management's estimate, that the deferred tax assets will not be realized. The consideration of valuation allowances involves various estimates and assumptions as to future taxable earnings.

At December 31, 2016, deferred income taxes have not been provided on approximately $78.7 million of patronage refunds received from the Bank before January 1, 1993, the adoption date of accounting guidance on income taxes. Such refunds, distributed in the form of stock, are subject to tax only upon conversion to cash. Management's intent is to permanently invest these undistributed earnings in CoBank, thereby indefinitely postponing their conversion to cash.

The Association has not provided deferred income taxes on amounts allocated to the Association that relate to the Bank's post-1992 earnings to the extent that such earnings will be passed through to Association borrowers through qualified patronage allocations. Additionally, deferred income taxes have not been provided on the Bank's post-1992 unallocated earnings. CoBank currently has no plans to distribute unallocated CoBank earnings and does not contemplate circumstances that, if distributions were made, would result in taxes being paid at the Association level.

For state tax purposes, the Association can exclude from taxable income all patronage-sourced income. Therefore, the provision for state income taxes is made only on non-patronage-sourced taxable earnings.

K. PATRONAGE DISTRIBUTION FROM COBANK: Patronage distributions from CoBank are accrued by the Association in the year earned.

L. OTHER COMPREHENSIVE INCOME/LOSS: Other comprehensive income/loss refers to revenue, expenses, gains, and losses that under generally accepted accounting principles are recorded as an element of members' equity and comprehensive income but are excluded from net income. Accumulated other comprehensive income/loss refers to the balance of these transactions. The Association records other comprehensive income/loss associated with the liability under the Pension Restoration Plan.

M. FAIR VALUE MEASUREMENT: Accounting guidance defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. It describes three levels of inputs that may be used to measure fair value:

Level 1: Quoted prices in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date. Level 1 assets include assets held in trust funds that relate to the Association's deferred compensation plan and supplemental retirement plan. The trust funds include investments that are actively traded and have quoted net asset values that are observable in the marketplace.

Level 2: Observable inputs other than quoted prices included within Level 1 that are observable for the asset or liability either directly or indirectly. Level 2 inputs include the following: (a) quoted prices for similar assets or liabilities in active markets; (b) quoted prices for identical or similar assets or liabilities in markets that are not active so that they are traded less frequently than exchange-traded instruments, the prices are not current, or principal market information is not released publicly; (c) inputs other than quoted prices that are observable such as interest rates and yield curves, prepayment speeds, credit risks, and default rates; and (d) inputs derived principally from or corroborated by observable market data by correlation or other means.

Level 3: Unobservable inputs are those that are supported by little or no market activity and that are significant to the determination of the fair value of the assets or liabilities. These unobservable inputs reflect the reporting entity's own assumptions that market participants would use in pricing the asset or liability. Level 3 assets and liabilities include financial instruments whose values are determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation. Level 3 assets include loans acquired in an acquisition or merger and other property owned.

The fair value disclosures are presented in Note 15.

N. OFF-BALANCE-SHEET CREDIT EXPOSURES: Commitments to extend credit are agreements to lend to customers, generally having fixed expiration dates or other termination clauses that may require payment of a fee. Commercial letters of credit are conditional commitments issued to guarantee the performance of a customer to a third party. These letters of credit are issued to facilitate commerce and typically result in the commitment being funded when the underlying transaction is consummated between the customer and third party. The credit risk associated with commitments to extend credit and commercial letters of credit is essentially the same as that involved with extending loans to customers and is subject to normal credit policies. Collateral may be obtained based on management's assessment of the customer's creditworthiness.

NOTE 3 – LOANS AND ALLOWANCE FOR LOAN LOSSES

Components of loans in the Consolidated Statements of Condition are as follows:

	December 31,		
	2016	2015	2014
Real estate mortgage	$4,498,055	$4,065,731	$3,653,692
Production and intermediate-term	1,502,995	1,340,338	1,132,885
Agribusiness	1,740,584	1,606,617	1,368,408
Rural infrastructure	243,706	254,754	178,739
Rural residential real estate	4,565	5,131	6,061
Agricultural export finance	18,970	18,986	18,982
Total	**$8,008,875**	**$7,291,557**	**$6,358,767**

The unamortized premium on loans acquired in mergers remaining at December 31, 2016, 2015, and 2014, was $6.6 million, $9.0 million, and $12.6 million, respectively.

The Association, in the normal course of business, purchases and sells participation interests with other parties in order to diversify risk, manage loan volume, and comply with FCA regulations. All loans sold to others are sold without recourse. The following table presents information regarding participations purchased and sold as of December 31, 2016.

	Other Farm Credit Institutions		Non–Farm Credit Institutions		Total	
December 31, 2016	PARTICIPATIONS PURCHASED	PARTICIPATIONS SOLD	PARTICIPATIONS PURCHASED	PARTICIPATIONS SOLD	PARTICIPATIONS PURCHASED	PARTICIPATIONS SOLD
Real estate mortgage	$79,695	$999,036	$3,458	–	$83,153	$999,036
Production and intermediate-term	264,318	461,224	11,000	–	275,318	461,224
Agribusiness	465,542	1,380,807	3,811	–	469,353	1,380,807
Rural infrastructure	176,788	9,921	–	–	176,788	9,921
Rural residential real estate	–	–	–	–	–	–
Agricultural export finance	18,970	–	–	–	18,970	–
Total	**$1,005,313**	**$2,850,988**	**$18,269**	**–**	**$1,023,582**	**$ 2,850,988**

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 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.

	December 31,					
	2016		2015		2014	
Commodity	Amount	%	Amount	%	Amount	%
Vineyards and wineries	$1,360,201	17%	$1,251,949	17%	$1,044,133	16%
Dairies	1,039,148	13%	871,477	12%	759,763	12%
Field crops	997,298	12%	924,091	13%	845,098	13%
Forest products	933,770	12%	896,219	12%	690,933	11%
Tree fruits and nuts	884,723	11%	775,569	11%	652,338	10%
Beef	717,869	9%	705,549	10%	685,834	11%
Vegetables	318,154	4%	258,367	3%	245,486	4%
Other	1,757,712	22%	1,608,336	22%	1,435,182	23%
Total	**$8,008,875**	**100%**	**$7,291,557**	**100%**	**$6,358,767**	**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 secured by first liens on the underlying real property. Federal regulations state that long-term real estate loans are not to exceed 85% (97% 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 loan-to-value ratios in excess of the regulatory maximum.

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

Acceptable: Assets are expected to be fully collectible and represent the highest quality;

Other Assets Especially Mentioned (OAEM): Assets are currently collectible but exhibit some potential weakness;

Substandard: Assets exhibit some serious weakness in repayment capacity, equity, and/or collateral pledged on the loan;

Doubtful: Assets exhibit similar weaknesses to substandard assets; however, doubtful assets have additional weaknesses in existing factors, conditions, and values that make collection in full highly questionable; and

Loss: Assets are considered uncollectible.

The determination of the allowance for loan losses is based on estimates that are susceptible to changes in the economic environment and market conditions, and is based on the Association's past loss experience, known and inherent risks in the portfolio, the estimated value of the underlying collateral, and current economic conditions. Management believes that as of December 31, 2016, the allowance for loan losses is adequate based on information currently available.

The following table shows loans and related accrued interest as a percentage of total loans and related accrued interest receivable by loan type as of December 31.

December 31,	2016	2015	2014
Real estate mortgage			
Acceptable	97.56%	96.89%	95.47%
OAEM	1.24	1.62	2.57
Substandard/Doubtful	1.20	1.49	1.96
	100.00%	100.00%	100.00%
Production and intermediate-term			
Acceptable	94.05%	98.67%	99.28%
OAEM	4.44	0.48	0.35
Substandard/Doubtful	1.51	0.85	0.37
	100.00%	100.00%	100.00%
Agribusiness			
Acceptable	96.92%	98.80%	97.12%
OAEM	0.41	1.03	2.57
Substandard/Doubtful	2.67	0.17	0.31
	100.00%	100.00%	100.00%
Rural infrastructure			
Acceptable	98.49%	93.65%	97.26%
OAEM	1.51	6.35	2.74
Substandard/Doubtful	–	–	–
	100.00%	100.00%	100.00%
Rural residential real estate			
Acceptable	92.03%	96.09%	96.90%
OAEM	6.31	2.11	2.14
Substandard/Doubtful	1.66	1.80	0.96
	100.00%	100.00%	100.00%
Agricultural export finance			
Acceptable	100.00%	100.00%	100.00%
OAEM	–	–	–
Substandard/Doubtful	–	–	–
	100.00%	100.00%	100.00%
Total loans			
Acceptable	96.79%	97.53%	96.57%
OAEM	1.67	1.44	2.17
Substandard/Doubtful	1.54	1.03	1.26
	100.00%	100.00%	100.00%

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 (including accrued interest).

December 31,	2016	2015	2014
Nonaccrual:			
Current as to principal and interest	$10,206	$44,495	$34,167
Past due	17,203	2,272	5,010
Total nonaccrual loans	27,409	46,767	39,177
Accrual:			
Accrual > 90 days past due	1,300	–	–
Accruing restructured loans	8,626	9,067	8,961
Total impaired accrual loans	9,926	9,067	8,961
Total impaired loans	**$37,335**	**$55,834**	**$48,138**

Commitments to lend additional funds to debtors whose loans were classified as impaired was $0 at December 31, 2016; $2.2 million at December 31, 2015; and $0 at December 31, 2014.

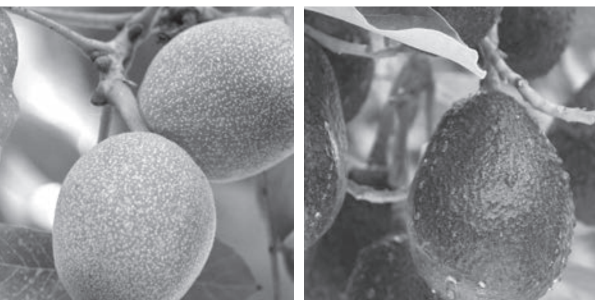
High-risk assets consist of impaired loans and other property owned. The following table presents these in a more detailed manner than the previous table. These non-performing assets (including accrued interest) are as follows:

December 31,	2016	2015	2014
Nonaccrual loans:			
Real estate mortgage	$21,377	$39,166	$36,564
Production and intermediate-term	5,972	7,521	2,554
Agribusiness	22	31	–
Rural residential real estate	38	49	59
Total nonaccrual loans	27,409	46,767	39,177
Accruing restructured loans:			
Real estate mortgage	8,626	9,067	8,961
Total accruing restructured loans	8,626	9,067	8,961
Accruing loans 90 days or more past due:			
Real estate mortgage	1,300	–	–
Total accruing loans 90 days or more past due	1,300	–	–
Total impaired loans	**37,335**	**55,834**	**48,138**
Other property owned	–	2,521	2,832
Total high-risk assets	**$37,335**	**$58,355**	**$50,970**

Additional impaired loan information follows:

	AT DECEMBER 31, 2016			FOR THE YEAR ENDED DECEMBER 31, 2016	
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Impaired Loans	Interest Income Recognized
Impaired loans with a related allowance for credit losses:					
Real estate mortgage	$504	$707	$84	$323	–
Production and intermediate-term	4,128	6,721	663	1,278	–
Total	**$4,632**	**$7,428**	**$747**	**$1,601**	**–**
Impaired loans with no related allowance for credit losses:					
Real estate mortgage	$30,799	$41,887	–	$39,513	$5,236
Production and intermediate-term	1,844	3,022	–	3,441	598
Agribusiness	22	44	–	20	5
Rural residential real estate	38	46	–	34	–
Total	**$32,703**	**$44,999**	**–**	**$43,008**	**$5,839**
Total impaired loans:					
Real estate mortgage	$31,303	$42,594	$84	$39,836	$5,236
Production and intermediate-term	5,972	9,743	663	4,719	598
Agribusiness	22	44	–	20	5
Rural residential real estate	38	46	–	34	–
Total	**$37,335**	**$52,427**	**$747**	**$44,609**	**$5,839**

	AT DECEMBER 31, 2015			FOR THE YEAR ENDED DECEMBER 31, 2015	
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Impaired Loans	Interest Income Recognized
Impaired loans with a related allowance for credit losses:					
Real estate mortgage	$498	$664	$85	$290	–
Production and intermediate-term	–	–	–	241	–
Total	**$498**	**$664**	**$85**	**$531**	**–**
Impaired loans with no related allowance for credit losses:					
Real estate mortgage	$47,735	$68,784	–	$47,275	$1,111
Production and intermediate-term	7,521	8,162	–	2,057	344
Agribusiness	31	56	–	8	–
Rural residential real estate	49	55	–	41	–
Total	**$55,336**	**$77,057**	**–**	**$49,381**	**$1,455**
Total impaired loans:					
Real estate mortgage	$48,233	$69,448	$85	$47,565	$1,111
Production and intermediate-term	7,521	8,162	–	2,298	344
Agribusiness	31	56	–	8	–
Rural residential real estate	49	55	–	41	–
Total	**$55,834**	**$77,721**	**$85**	**$49,912**	**$1,455**



	AT DECEMBER 31, 2014			FOR THE YEAR ENDED DECEMBER 31, 2014	
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Impaired Loans	Interest Income Recognized
Impaired loans with a related allowance for credit losses:					
Real estate mortgage	$810	$879	$87	$532	–
Production and intermediate-term	258	274	69	173	–
Total	**$1,068**	**$1,153**	**$156**	**$705**	**–**
Impaired loans with no related allowance for credit losses:					
Real estate mortgage	$44,715	$53,992	–	$47,870	$1,576
Production and intermediate-term	2,296	3,153	–	3,018	223
Agribusiness	–	28	–	682	213
Rural residential real estate	59	62	–	59	–
Total	**$47,070**	**$57,235**	**–**	**$51,629**	**$2,012**
Total impaired loans:					
Real estate mortgage	$45,525	$54,871	$87	$48,402	$1,576
Production and intermediate-term	2,554	3,427	69	3,191	223
Agribusiness	–	28	–	682	213
Rural residential real estate	59	62	–	59	–
Total	**$48,138**	**$58,388**	**$156**	**$ 52,334**	**$2,012**

Note: The recorded investment in the loan receivable is the face amount increased or decreased by applicable accrued interest and unamortized premium, discount, finance charges, or acquisition costs and may also reflect a previous direct write-down of the loan receivable.

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.

For the Year Ended December 31,	2016	2015	2014
Interest income recognized on:			
Nonaccrual loans	$5,401	$1,101	$1,774
Accruing restructured loans	374	354	238
Accrual loans 90 days or more past due	64	–	–
Interest income recognized on impaired loans	**$5,839**	**$1,455**	**$2,012**

Interest income on nonaccrual and accruing restructured loans that would have been recognized under the original terms of the loans follows.

For the Year Ended December 31,	2016	2015	2014
Interest income that would have been recognized under the original loan terms	$8,944	$4,855	$4,793
Less: interest income recognized	(5,775)	(1,455)	(2,012)
Foregone interest income	**$3,169**	**$3,400**	**$2,781**

The following tables provide an age analysis of past-due loans (including accrued interest).

December 31, 2016	30–89 Days Past Due	90 Days or More Past Due	Total Past Due	Not Past Due or Less Than 30 Days Past Due	Total Loans
Real estate mortgage	$6,956	$13,203	$20,159	$4,520,846	$4,541,005
Production and intermediate-term	9,444	4,140	13,584	1,500,050	1,513,634
Agribusiness	4,107	–	4,107	1,744,271	1,748,378
Rural infrastructure	–	–	–	243,989	243,989
Rural residential real estate	103	–	103	4,478	4,581
Agricultural export finance	–	–	–	18,995	18,995
Total	**$20,610**	**$17,343**	**$37,953**	**$8,032,629**	**$8,070,582**

December 31, 2015	30–89 Days Past Due	90 Days or More Past Due	Total Past Due	Not Past Due or Less Than 30 Days Past Due	Total Loans
Real estate mortgage	$7,217	$2,048	$9,265	$4,091,720	$4,100,985
Production and intermediate-term	2,199	–	2,199	1,346,467	1,348,666
Agribusiness	–	–	–	1,613,913	1,613,913
Rural infrastructure	–	–	–	255,047	255,047
Rural residential real estate	–	–	–	5,149	5,149
Agricultural export finance	–	–	–	19,009	19,009
Total	**$9,416**	**$2,048**	**$11,464**	**$7,331,305**	**$7,342,769**

December 31, 2014	30–89 Days Past Due	90 Days or More Past Due	Total Past Due	Not Past Due or Less Than 30 Days Past Due	Total Loans
Real estate mortgage	$14,089	$3,168	$17,257	$3,669,747	$3,687,004
Production and intermediate-term	367	706	1,073	1,137,998	1,139,071
Agribusiness	208	–	208	1,373,750	1,373,958
Rural infrastructure	–	–	–	178,930	178,930
Rural residential real estate	–	–	–	6,083	6,083
Agricultural export finance	–	–	–	18,993	18,993
Total	**$14,664**	**$3,874**	**$18,538**	**$6,385,501**	**$6,404,039**

A restructuring of debt constitutes a troubled debt restructuring (TDR) if the creditor for economic reasons related to the debtor's financial difficulties grants a concession to the debtor that it would not otherwise consider.

The following table presents additional information regarding TDRs, whether accrual or nonaccrual, that occurred during the periods prescribed.

The Association had $75 thousand in new TDRs in 2016, $0 in 2015 and $473 thousand in 2014.

Year Ended December 31, 2016	Pre-modification Outstanding Recorded Investment*	Post-modification Outstanding Recorded Investment*
Troubled debt restructurings:		
Production and intermediate-term	$75	$75
Total	**$75**	**$75**

Year Ended December 31, 2014	Pre-modification Outstanding Recorded Investment*	Post-modification Outstanding Recorded Investment*
Troubled debt restructurings:		
Real estate mortgage	$473	$473
Total	**$473**	**$473**

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

In the allowance for loan loss analysis, TDR loans are individually evaluated and a specific allowance is established based on the likelihood the current events will result in an anticipated loss on the individual loans.

The following table provides information on the outstanding principal balance of loans restructured in TDR at period-end. These loans are included as impaired loans in the impaired loan table.

The Association had no TDRs for which there was a payment default during the years presented.

There were no commitments to lend additional funds to borrowers whose loans have been modified in TDRs in the years presented.

December 31,		2016	2015	2014
Loans Modified as TDRs	Real estate mortgage	$11,731	$14,078	$13,351
	Production and intermediate-term	256	278	347
	Total	**$11,987**	**$14,356**	**$13,698**
TDRs in Nonaccrual Status	Real estate mortgage	$3,105	$5,011	$4,390
	Production and intermediate-term	257	278	347
	Total	**$3,362**	**$5,289**	**$4,737**

A summary of changes in the allowance for loan losses and period-end recorded investment in loans is as follows:

	Allowance for Loan Losses		Recorded Investments in Loans Outstanding	
Ending Balance at December 31, 2016	Individually Evaluated for Impairment	Collectively Evaluated for Impairment	Individually Evaluated for Impairment	Collectively Evaluated for Impairment
Real estate mortgage	$84	$3,771	$31,303	$4,509,702
Production and intermediate-term	663	5,685	5,972	1,507,661
Agribusiness	–	8,285	22	1,748,355
Rural infrastructure	–	730	–	243,989
Rural residential real estate	–	4	38	4,543
Agricultural export finance	–	19	–	18,995
Total	**$747**	**$18,494**	**$37,335**	**$8,033,245**

	Allowance for Loan Losses		Recorded Investments in Loans Outstanding	
Ending Balance at December 31, 2015	Individually Evaluated for Impairment	Collectively Evaluated for Impairment	Individually Evaluated for Impairment	Collectively Evaluated for Impairment
Real estate mortgage	$85	$2,801	$48,233	$4,052,752
Production and intermediate-term	–	2,216	7,521	1,341,145
Agribusiness	–	2,747	31	1,613,882
Rural infrastructure	–	882	–	255,047
Rural residential real estate	–	4	49	5,101
Agricultural export finance	–	19	–	19,009
Total	**$85**	**$8,669**	**$55,834**	**$7,286,936**

	Allowance for Loan Losses		Recorded Investments in Loans Outstanding	
Ending Balance at December 31, 2014	Individually Evaluated for Impairment	Collectively Evaluated for Impairment	Individually Evaluated for Impairment	Collectively Evaluated for Impairment
Real estate mortgage	$87	$2,587	$45,525	$3,641,479
Production and intermediate-term	69	2,995	2,555	1,136,516
Agribusiness	–	4,398	–	1,373,958
Rural infrastructure	–	866	–	178,930
Rural residential real estate	–	3	58	6,025
Agricultural export finance	–	16	–	18,993
Total	**$156**	**$10,865**	**$48,138**	**$6,355,901**

	Balance at December 31, 2015	Charge-offs	Recoveries	Provision for Loan Losses/(Loan Loss Reversals)	Balance at December 31, 2016
Real estate mortgage	$2,886	$(570)	$298	$1,241	$3,855
Production and intermediate-term	2,216	(4,978)	2,136	6,974	6,348
Agribusiness	2,747	(1)	5	5,534	8,285
Rural infrastructure	882	–	–	(152)	730
Rural residential real estate	4	–	–	–	4
Agricultural export finance	19	–	–	–	19
Total	**$8,754**	**$(5,549)**	**$2,439**	**$13,597**	**$19,241**

	Balance at December 31, 2014	Charge-offs	Recoveries	Provision for Loan Losses/(Loan Loss Reversals)	Reclassification from Allowance to Reserve for Unfunded Commitments	Balance at December 31, 2015
Real estate mortgage	$2,674	$(165)	$326	$171	$(120)	$2,886
Production and intermediate-term	3,064	(256)		744	(1,336)	2,216
Agribusiness	4,398		180	(168)	(1,663)	2,747
Rural infrastructure	866			242	(226)	882
Rural residential real estate	3			1	–	4
Agricultural export finance	16			3	–	19
Total	**$11,021**	**$(421)**	**$506**	**$993**	**$(3,345)**	**$8,754**

	Balance at December 31, 2013	Charge-offs	Recoveries	Provision for Loan Losses/(Loan Loss Reversals)	Balance at December 31, 2014
Real estate mortgage	$3,928	$(8)	$861	$(2,107)	$2,674
Production and intermediate-term	3,117	(10)	2	(45)	3,064
Agribusiness	3,180	–	889	329	4,398
Rural infrastructure	515	–	–	351	866
Rural residential real estate	3	–	–	–	3
Agricultural export finance	9	–	–	7	16
Total	**$10,752**	**$(18)**	**$1,752**	**$(1,465)**	**$11,021**

A summary of the changes in the reserve for unfunded lending commitments follows:

Year Ended December 31,	2016	2015	2014
Balance at the beginning of the year	$3,734	–	–
(Reversal of)/Provision for unfunded lending commitments	(785)	389	–
Reclassification from the allowance for loan losses to the reserve for unfunded commitments	–	3,345	–
Balance at end of the year	**$2,949**	**$3,734**	–

To mitigate the risk of loan losses, the Association may enter into Long-Term Standby Commitment to Purchase agreements with the Federal Agricultural Mortgage Corporation (Farmer Mac). The agreements, which are effectively credit guarantees that will remain in place until the loans are paid in full, give the Association the right to sell the loans identified in the agreements to Farmer Mac in the event a delinquency of four months occurs, subject to certain conditions. The balance of the loans under the Long-Term Standby Commitment to Purchase agreements was $10.7 million, $15.6 million, and $19.8 million at December 31, 2016, 2015, and 2014, respectively. Fees paid to Farmer Mac for such commitments totaled $68 thousand, $84 thousand, and $103 thousand for the years ended December 31, 2016, 2015, and 2014, respectively. These amounts are classified as interest expense. Farmer Mac has not purchased any loans under this agreement.

NOTE 4 – INVESTMENT IN COBANK

At December 31, 2016, the Association's investment in CoBank is in the form of Class A stock with a par value of $100 per share. The Association is required to own stock in CoBank to capitalize its direct loan balance and participation loans sold to CoBank. The current requirement for capitalizing its direct loan from CoBank is 4% of the Association's prior-year average direct loan balance. The 2016 requirement for capitalizing its patronage-based participation loans sold to CoBank is 8% of the Associations' prior 10-year average balance of such participations sold to CoBank. Under the current CoBank capital plan applicable to such participations sold, patronage from CoBank related to these participations sold is paid 75% cash and 25% Class A stock. The capital plan is evaluated annually by CoBank's board of directors and management and is subject to change.

CoBank may require the holders of its equities to subscribe for such additional capital as may be needed to meet its capital requirements or its joint and several liability under the Act and regulations. In making such a capital call, CoBank shall take into account the financial condition of each such holder and such other considerations, as it deems appropriate.

The Association owned approximately 8.57% of the outstanding common stock of CoBank at December 31, 2016.

NOTE 5 – PREMISES AND EQUIPMENT

Premises and equipment consist of the following:

December 31,	2016	2015	2014
Buildings and improvements	$119,224	$34,589	$37,482
Furniture and equipment	27,751	24,169	24,017
Land	12,886	12,913	12,936
Construction in progress	125	66,048	15,892
Vehicles	2,042	2,409	2,448
Premises and equipment at cost	162,028	140,128	92,775
Less: accumulated depreciation	(34,209)	(29,817)	(26,244)
Premises and equipment, net	**$127,819**	**$110,311**	**$66,531**

The Association is obligated under various non-cancelable operating leases of certain vehicles and equipment. At December 31, 2016, future minimum lease payments for all non-cancelable leases are as follows:

2017	2018	2019	2020	2021	Thereafter	Total
$592	$367	$305	$144	$57	$1,504	$2,969

NOTE 6 – OTHER PROPERTY OWNED

Gains and losses on other property owned, as reflected on the Consolidated Statements of Income, consisted of the following:

December 31,	2016	2015	2014
Gains			
Gains on sale	$24	–	$295
Carrying value adjustments	–	61	–
Total gains	24	61	295
Losses			
Loss on sale	–	–	68
Carrying value adjustments	–	566	712
Operating expense, net	3	27	134
Total losses	3	593	914
(Gains)/Losses on other property owned, net	**$(21)**	**$532**	**$619**

NOTE 7 – NOTES PAYABLE

The Association's indebtedness to CoBank 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 to CoBank and is governed by a General Financing Agreement (GFA). The GFA is subject to renewal periodically in accordance with normal business practice and requires the Association to comply with certain covenants. The GFA matures on May 31, 2018. Management expects renewal of the GFA at that time. Substantially all borrower loans are match-funded with CoBank. Payments and disbursements are made on the note payable to CoBank on the same basis the Association collects payments from and disburses on borrower loans. The interest rate may periodically be adjusted by CoBank based on the terms and conditions of the borrowing. The weighted average interest rate was 1.69% at December 31, 2016, compared with 1.73% at December 31, 2015, and 1.91% at December 31, 2014.

The unamortized premium related to loans acquired in mergers at December 31, 2016, 2015, and 2014, was $7.2 million, $9.8 million, and $14.1 million, respectively.

The Association has the opportunity to commit loanable funds with CoBank in the Fixed Term Investments Program at a fixed rate for a specified time frame. Participants in the program receive a fixed-rate credit on the committed funds balance that is classified as a reduction of interest expense. These committed loanable funds, which are netted against the note payable to CoBank, as of December 31 follow:

	2016	2015	2014
Committed funds	$1,292,000	$736,000	$759,500
Average rates	1.45%	1.08%	0.85%

Under the Farm Credit Act, the Association is obligated to borrow from CoBank, unless CoBank gives approval to borrow elsewhere.

NOTE 8 – MEMBERS' EQUITY

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

A. 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 capital stock (for agricultural loans) or participation certificates (for rural home and farm-related business loans) in the Association as a condition of borrowing. In accordance with the Association's capitalization bylaws, the required investment is currently the lesser of $1,000 or 2% of the borrower's total commitment.

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 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. At the discretion of the Board of Directors, 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.

B. ADDITIONAL PAID IN CAPITAL: The additional paid in capital represents the excess value received over the par value of capital stock and participation certificates issued, and arose from the issuance of American AgCredit capital stock and participation certificates in connection with mergers.

C. REGULATORY CAPITALIZATION REQUIREMENTS AND RESTRICTIONS: FCA's capital adequacy regulations require the Association to maintain permanent capital of at least 7.0% of average risk-adjusted assets. Failure to meet the 7.0% capital requirement can initiate certain mandatory and possibly additional discretionary actions by the 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 the prescribed capital standard is met. FCA regulations also require other additional minimum standards for capital be maintained. These standards require all System institutions to achieve and maintain ratios of total surplus as a percentage of risk-adjusted assets of 7.0% and of core surplus (generally unallocated surplus) as a percentage of average risk-adjusted assets of 3.5%. The Association's permanent capital, total surplus, and core surplus ratios at December 31, 2016, were 17.94%, 15.76%, and 15.45%, respectively.

The Association maintains a Capital Adequacy Plan ("Plan") to identify key risk components of the Association's operations and to estimate capital levels to compensate for those risks. The Plan establishes minimal levels for permanent, total, and core capital (as defined by FCA regulations) and sets optimal targets for those ratios. The target for the permanent capital ratio is greater than 15.0%. The target for total surplus ratio is greater than 13.0%. The target for the core surplus ratio is greater than 11.0%. The Association's capital ratios at December 31, 2016, have all exceeded these targets.

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

On March 10, 2016, the FCA board approved a final rule to modify the regulatory capital requirements for System banks and associations. The final rule replaces existing core surplus and total surplus requirements with Common Equity Tier 1, Tier 1, and Total Capital risk-based capital ratio requirements. The final rule also replaces the existing net collateral ratio with a Tier 1 leverage ratio. The permanent capital ratio continues to remain in effect with the final rule. The effective date of the New Capital Requirements is January 1, 2017.

D. DESCRIPTION OF EQUITIES

Class A Common Stock: (Nonvoting, at-risk, no shares outstanding, $5 par value.) Class A Common Stock may be issued as a patronage distribution or in exchange for a like number of shares of Class C Common Stock when said holder has fully retired his loan or loans with the Association and has not had a borrowing relationship with the Association for two years. Class A Common Stock may be converted to Class C Common Stock if the holder becomes a borrower eligible to own Class C Common Stock, and to Class F Participation Certificates if the holder becomes a borrower eligible to own Class F Participation Certificates.

Class C Common Stock: (Voting, at-risk, 1,526,871 shares outstanding, $5 par value.) Each owner of Class C Common Stock is entitled to a single vote. Other classes of borrower equities do not provide voting rights to their owners. Voting stock may not be transferred to another person unless such person is eligible to hold voting stock.

Class D Common Stock: (Nonvoting, at-risk, no shares outstanding, $1,000 par value.) Issued to CoBank or to any person through direct sale. Retirement is at the sole discretion of the Board of Directors.

Class F Participation Certificates: (Nonvoting, at-risk, 34,062 shares outstanding, $5 par value.) Class F Participation Certificates may be issued or transferred to rural residents, persons furnishing farm-related services, or to other persons eligible to borrow for the purpose of qualifying for services offered by the Association who are not eligible to hold Class C Common Stock.

Class H Preferred Stock: Class H Preferred Stock may be issued to, and may be acquired by, members and equity holders who, at the time of such issuance or acquisition, hold any class of common stock or participation certificates. Class H Preferred Stock is transferable only to another holder of Class H Preferred Stock, and then only after the transferor provides written notice to the Association in a form prescribed by the Association's Board. The holders of the H stock are limited to voting on matters that would affect any preference accorded to the H stock and any amendments that would authorize a new class of preferred stock. Each holder of the H stock is entitled to receive dividends in an amount equal to a specified percentage ("Dividend Rate") as declared by the Board of Directors. The Dividend Rate is a per annum rate that may change monthly at the discretion of the Board, but is limited to 8.0% per annum. Dividends accrue daily and will accumulate until declared and paid in the form of additional shares of H stock. The H stock is redeemable at par plus cumulative unpaid dividends. At December 31, 2016, the Dividend Rate was 0.35%.

H stock is considered "at-risk" as redemption of the H stock is at the discretion of the Board and such redemption is not assured due to future financial operational or regulatory limitations

on the Association. In the event of liquidation or dissolution of the Association and after satisfaction of all liabilities, each share of H stock is entitled to a first liquidation preference of any assets remaining, pro rata, to the extent of par value plus any accrued but unpaid dividends. At December 31, 2016, there were 128,620,210 shares of the H stock outstanding at a par value of $1.00 per share.

The Association has the authority to issue other classes of stock, no shares of which are outstanding. The voting rights, duties, and liabilities of such classes of stock are similar to those discussed above.

Losses that result in impairment of capital stock and participation certificates will be allocated to the common classes of equity described above on a pro rata basis and then to preferred stock. Upon liquidation of the Association, any assets remaining after the settlement of all liabilities will be distributed first to redeem the par value of equities, beginning with preferred stock. After the retirement of stock, any remaining assets will be distributed to holders of allocated surplus as evidenced by nonqualified written notices of allocation. Any assets remaining after such distribution will be shared pro rata on a patronage basis by all common stock and certificate holders of record immediately before the liquidation distribution.

E. PATRONAGE DISTRIBUTIONS: The Association's bylaws provide for the payment of patronage distributions. All patronage distributions to a borrower shall be on such proportionate patronage basis as may be approved by the Association's Board of Directors, consistent with the requirement of Subchapter T of the Internal Revenue Code.

The Association's Board of Directors adopted a resolution establishing the distribution of 2016 patronage-sourced net earnings. The resolution established the cash patronage in the amount of 0.75% of the Association's borrowers' average daily loan balances. This calculation resulted in cash patronage of $50.2 million, which will be distributed to qualified patrons in 2017. This amount was recognized as a liability on the Association's Consolidated Statements of Condition at December 31, 2016.

In December 2016, the Association's Board of Directors adopted an Obligating Resolution to distribute 2017 patronage-sourced earnings to patrons of the Association, contingent upon the Association maintaining certain capital criteria.

Cash patronage of $43.5 million and $39.0 million were paid on the Association's patronage-sourced earnings for 2015 and 2014, respectively. These amounts were recognized as a liability on the Association's balance sheet at December 31 in the year they were declared and paid in the first quarter of the following year. Cash patronage represented 0.75% of the Association's borrowers' average daily loan balances for both 2015 and 2014.

F. UNALLOCATED RETAINED EARNINGS: Net income can be distributed annually in the form of cash or allocated retained earnings; it may also be retained as unallocated retained earnings. Thus, unallocated retained earnings include patronage-sourced net income that is retained each year. The Board of Directors must approve any use of unallocated retained earnings.

G. ACCUMULATED OTHER COMPREHENSIVE INCOME/(LOSSES): The Association reports accumulated comprehensive income/(loss) in its Consolidated Statements of Changes in Members' Equity. As more fully described in Note 11, other comprehensive income/(loss) results from the recognition of the Pension Restoration Plan's net unamortized gains and (losses) and prior service costs or credits of $2.1 million, $(3.0) million, and $0.47 million in 2016, 2015, and 2014, respectively. There were no other items affecting comprehensive income or loss.

NOTE 9 – PATRONAGE DISTRIBUTIONS FROM SYSTEM INSTITUTIONS

Patronage income recognized from Farm Credit institutions to the Association follows:

Year Ended December 31,	2016	2015	2014
CoBank	$32,699	$27,724	$25,377
AgDirect, LLP	989	552	375
Foundations	36	23	16
FCS Insurance Exchange	320	371	307
Total	**$34,044**	**$28,670**	**$26,075**

Patronage distributed from CoBank is received in cash and stock. The amount in 2016 was accrued and is included in other assets on the Consolidated Statements of Condition and will be paid by CoBank in March 2017. The amount earned and accrued in 2015 was paid in March 2016.

NOTE 10 – INCOME TAXES

The benefit for income taxes follows:

Year Ended December 31,	2016	2015	2014
Current tax provision	$7	$16	$(56)
Total provision/(benefit) for income taxes	**$7**	**$16**	**$(56)**

The following table quantifies the differences between the provision/(benefit) for income taxes and the amount of income tax determined by applying the applicable U.S. statutory federal income tax rate to pretax income of the Association.

Year Ended December 31,	2016	2015	2014
Federal tax at statutory rate	$35,506	$33,917	$33,621
State tax, net	2	8	3
Tax-exempt FLCA income	(34,240)	(32,386)	(32,282)
Patronage dividends paid	(3,197)	(1,546)	(1,205)
Change in deferred tax valuation allowance	1,927	12	(141)
Other	9	11	(52)
Provision/(Benefit) for income taxes	**$7**	**$16**	**$(56)**

Deferred tax assets and liabilities result from the following:

Year Ended December 31,	2016	2015	2014
Gross deferred tax asset:			
Allowance for loan losses	$3,699	$1,758	$1,562
Deferred loan fees	1,097	821	738
Nonaccrual loan interest	461	209	218
Gross deferred tax asset	5,257	2,788	2,518
Gross deferred tax liabilities:			
Mineral depletion	(78)	(78)	(77)
Accrued CoBank patronage	(3,124)	(2,582)	(2,325)
Net deferred tax asset before valuation allowance	2,055	128	116
Deferred tax asset valuation allowance	(2,055)	(128)	(116)
Net deferred tax asset	**$0**	**$0**	**$0**

The calculation of deferred tax assets and liabilities involves various management estimates and assumptions as to future taxable earnings, including the amount of non-patronage income and patronage income retained. The expected future tax rates are based upon enacted tax laws.

The Association recorded a valuation allowance of $2.1 million in 2016, $128 thousand in 2015, and $116 thousand in 2014. The Association will continue to evaluate the likely realization of these deferred tax assets and adjust the valuation allowance accordingly.

The Association had no uncertain tax positions to be recognized as of December 31, 2016, 2015, and 2014.

The Association recognizes interest and penalties related to unrecognized tax benefits as an adjustment to income tax expense. There were no interest or penalties recognized in 2016, 2015, or 2014. The tax years that remain open for federal and major state income tax jurisdictions are 2013 and forward.

NOTE 11 – EMPLOYEE BENEFIT PLANS

Certain employees participate in the Ninth and Eleventh Retirement Plans, multi-employer defined benefit retirement plans. The Department of Labor has determined the plans to be governmental plans; therefore, the plans are not subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). As the plans are not subject to ERISA, the plans' benefits are not insured by the Pension Benefit Guaranty Corporation. Accordingly, the amount of accumulated benefits that participants would receive in the event of the plans' termination is contingent on the sufficiency of the plans' net assets to provide benefits at that time. The plans are noncontributory and cover eligible employees. The assets, liabilities, and costs of the plans are not segregated by participating entities. As such, plan assets are available for any of the participating employers' retirees at any point in time. Additionally, if a participating employer stops contributing to the plan, the unfunded obligations of the plan may be borne by the remaining participating employers. Further, if the Association chooses to stop participating in the plan, it may be required to pay an amount based on the underfunded status of the plan, referred to as a withdrawal liability. Because of the multi-employer nature of the plan, any individual employer is not able to unilaterally change the provisions of the plan. If an employee moves to another employer within the same plan, the employee benefits under the plan transfer. Benefits are based on salary and years of service. There is no collective bargaining agreement in place as part of these plans.

The defined benefit pension plans reflect an unfunded liability totaling $95.0 million for the Ninth Plan and $85.6 million for the Eleventh Plan at December 31, 2016. The pension benefits funding status reflects the net of the fair value of the plan assets and the projected benefit obligation at the date of these consolidated financial statements. The projected benefit obligation is the actuarial present value of all benefits attributed by the pension benefit formula to employee service rendered prior to the measurement date based on assumed future compensation levels.

The projected benefit obligation and fair value of the multi-employer plan assets at December 31 follows:

(In millions)	2016	2015	2014
Projected benefit obligation			
Ninth Plan	$270.6	$244.3	$242.1
Eleventh Plan	$257.9	$244.5	$247.2
Fair value of plan assets			
Ninth Plan	$175.6	$155.1	$152.3
Eleventh Plan	$172.2	$154.5	$162.0

The amount of the pension benefits funding status is subject to many variables including performance of plan assets and interest rate levels. Therefore, changes in assumptions could significantly affect these estimates.

Costs are determined for each individual employer based on costs directly related to their current employees, as well as an allocation of the remaining costs based proportionately on the estimated projected liability of the employer under this plan. The Association recognizes its proportional share of expense and contributes a proportional share of funding.

Costs and contributions for the multi-employer plans at December 31 follows:

(In millions)	2016	2015	2014
Total plan expenses for all participating employers			
Ninth Plan	$11.3	$16.1	$12.9
Eleventh Plan	$5.9	$4.8	$2.5
The Association's allocated share of plan expenses included in salaries and benefits			
Ninth Plan	$2.6	$3.8	$2.6
Eleventh Plan	$2.9	$1.6	$0.8
Total plan contributions for all participating employers			
Ninth Plan	$20.4	$13.6	$11.1
Eleventh Plan	$17.5	$7.5	$5.1
The Association's allocated share of plan contributions			
Ninth Plan	$4.7	$3.1	$2.5
Eleventh Plan	$5.9	$2.5	$1.5

While the plans are governmental plans and are not subject to minimum funding requirements, the employers contribute amounts necessary on an actuarial basis to provide the plans with sufficient assets to meet the benefits to be paid to participants. The amount of the total employer contributions expected to be paid into the pension plans during 2017 is $36.0 million. The Association's allocated share of these pension contributions is expected to be $10.4 million. The amount ultimately to be contributed and the amount ultimately recognized as expense, as well as the timing of those contributions and expenses, are subject to many variables including performance of plan assets and interest rate levels. These variables could result in actual contributions and expenses being greater than or less than anticipated.

Postretirement benefits other than pensions are provided through the Farm Credit Foundations Retiree Medical Plan to eligible current and retired employees of the Association. Benefits provided are determined on a graduated scale based on years of service. The anticipated costs of these benefits were accrued during the period of the employee's active service. Postretirement benefits (primarily health care benefits) included in salaries and employee benefits were $111 thousand for 2016, $224 thousand for 2015, and $168 thousand for 2014. These expenses are equal to the Association's cash contributions for each year.

The Association participates in two nonqualified defined benefit Pension Restoration Plans that are unfunded. The plan provides retirement benefits above the Internal Revenue Code compensation limit to certain highly compensated eligible employees. Benefits payable under the Pension Restoration Plans are offset by the benefits payable from the Pension Plans. Pension Restoration Plan expenses included in salaries and employee benefits were $2.9 million for 2016, $2.3 million for 2015, and $3.1 million for 2014.

The funded status and the amounts recognized in other liabilities in the Consolidated Statements of Condition for the Association's Pension Restoration Plans follow:

	Nonqualified Pension Restoration Benefits		
	2016	**2015**	**2014**
Change in benefit obligation:			
Benefit obligation at beginning of the period	$21,937	$19,163	$17,546
Service cost	524	307	706
Interest cost	536	786	853
Net actuarial (gain)/loss	(253)	4,116	1,088
Benefits paid	(2,470)	(2,435)	(1,030)
Benefit obligation at December 31	**$20,274**	**$21,937**	**$19,163**
Amounts recognized in other liabilities in the Consolidated Statements of Condition consist of:			
Projected benefit obligation	$20,274	$21,937	$19,163

The following table represents the amounts included in accumulated other comprehensive income (AOCI)/loss for the Pension Restoration Plans:

	2016	**2015**	**2014**
Net actuarial loss	$7,806	$9,895	$6,853
Prior service costs	–	1	1
Total amount recognized in AOCI/loss	**$7,806**	**$9,896**	**$6,854**

An estimated net actuarial loss of $1.4 million for the Pension Restoration Plans will be amortized into income during 2017.

The projected and accumulated benefit obligation for the Pension Restoration Plans at December 31 was as follows:

	2016	**2015**	**2014**
Projected benefit obligation	$20,274	$21,937	$19,163
Accumulated benefit obligation	$14,906	$16,716	$16,491

The net periodic pension expense for the defined benefit Pension Restoration Plans included in salaries and benefits in the Consolidated Statements of Income is composed of the following at December 31.

	Pension Benefits		
	2016	**2015**	**2014**
Components of net periodic benefit cost			
Service cost	$524	$307	$706
Interest cost	536	786	853
Net amortization and deferral	1,837	1,195	1,560
Net periodic cost	**$2,897**	**$2,288**	**$3,119**

Changes in benefit obligation recognized in accumulated other comprehensive income are included in the following table.

	2016	**2015**	**2014**
Current year net actuarial (gain)/loss	$(253)	$4,116	$1,088
Amortization of prior service (credit)	–	–	(1)
Amortization of net actuarial (gain)	(1,837)	(1,195)	(1,560)
Adjustment due to participant transfer	–	121	–
Total recognized in other comprehensive (income)/loss	**$(2,090)**	**$3,042**	**$(473)**

Weighted average assumptions used to determine benefit obligation at December 31 follows:

	Nonqualified Pension Restoration Benefits		
	2016	2015	2014
Discount rate – Ninth Plan	3.51%	3.60%	4.10%
Discount rate – Eleventh Plan	3.20%	3.17%	4.10%
Rate of compensation increase – Ninth Plan	5.00%	5.00%	5.00%
Rate of compensation increase – Eleventh Plan	5.50%	5.50%	4.50%

The Association estimates it will contribute $3.9 million to the Pension Restoration Plans in 2017.

ESTIMATED FUTURE BENEFIT PAYMENTS

The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid.

2017	2018	2019	2020	2021	2022–2026
$3,875	$1,849	$1,488	$1,879	$1,661	$11,585

The Association participates in the Farm Credit Foundations Ninth and Eleventh District Defined Contribution/401(k) Plans. Under these plans, the Association matches a certain percentage of employee contributions. The plans have two components. Employees who do not participate in the Pension Plan may receive benefits through the Employer Contribution portion of the Contribution Plans. In these plans, the Association provides a monthly contribution based on a defined percentage of the employee's salary. Under both plans, employees may also participate in a Salary Deferral Plan governed by Section 401(k) of the Internal Revenue Code. The Association matches a certain percentage of employee contributions. Employer contributions to the Ninth and Eleventh Contribution Plans included in salaries and employee benefits were $4.2 million in 2016, $4.2 million for 2015, and $4.3 million for 2014.

NOTE 12 – RELATED PARTY TRANSACTIONS

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

The Association has a policy that loans to directors and senior officers must be maintained at an acceptable or other assets especially mentioned (OAEM) credit classification. If the loan falls below the OAEM credit classification, corrective action must be taken and the loan brought back to either acceptable or OAEM within a year. If not, the director or senior officer must resign from the Board or employment.

Loan information to related parties for the years ended December 31 is shown below.

	2016	2015	2014
New loans	$60,533	$48,382	$97,074
Repayments	51,548	39,363	98,301
Loans no longer related parties	12,483	32,280	1,365
Ending balance	**$44,886**	**$48,384**	**$71,645**

In the opinion of management, none of these loans outstanding at December 31, 2016, involved more than a normal risk of collectibility.

The Association also has business relationships with certain other System entities. The Association paid $355 thousand in 2016, $343 thousand in 2015, and $314 thousand in 2014 to Foundations for human resource services. The Association paid $2.7 million in 2014 to AgVantis for technology services. As of December 31, 2016, the Association's investment in AgDirect was $9.9 million, which was included in Other assets on the Consolidated Statements of Condition. Income recorded related to AgDirect in 2016 was $989 thousand.

NOTE 13 – REGULATORY ENFORCEMENT MATTERS

There are no regulatory enforcement actions in effect for the Association.

NOTE 14 – COMMITMENTS AND CONTINGENCIES

The Association has various commitments outstanding and contingent liabilities. With regard to contingent liabilities, there are no actions pending against the Association in which claims for monetary damages are asserted.

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. The instruments involve, to varying degrees, elements of credit risk in excess of the amount recognized in the consolidated 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. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee by the borrower. At December 31, 2016, $2.3 billion of commitments to extend credit were outstanding.

Since many of these commitments and letters of credit 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 Statements of Condition until funded or drawn upon. The credit risk associated with issuing commitments 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, 2016, $65.6 million of standby letters of credit were outstanding with a nominal fair value. Outstanding standby letters of credit have expiration dates ranging from 2017 to 2020. The maximum potential amount of future payments the Association is required to make under the guarantees is $65.6 million.

The Association maintains a contingency reserve for unfunded commitments, which reflects our best estimate of losses inherent in lending commitments made to customers but not yet disbursed upon. The reserve totaled $2.9 million at December 31, 2016, $3.7 million at December 31, 2015, and $0 at December 31, 2014.

NOTE 15 – FAIR VALUE MEASUREMENTS

Accounting guidance defines fair value as the exchange price that would be received for an asset or paid to transfer a liability in an orderly transaction between market participants in the principal or most advantageous market for the asset or liability. The fair value measurement is not an indication of liquidity. See Note 2 for additional information.

Quoted market prices are generally not available for certain 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.

Assets measured at fair value on a non-recurring basis at December 31 for each of the fair value hierarchy values are summarized below.

	Hierarchy Level 3	Total Fair Value	Total (Loss)
2016			
Loans	$3,885	$3,885	$(747)
2015			
Loans	$415	$415	$(85)
Other property owned	$3,084	$3,084	$(505)
2014			
Loans	$924	$924	$(33)
Other property owned	$3,078	$3,078	–

Assets measured at fair value on a recurring basis at December 31 for each of the fair value hierarchy values are summarized below:

Assets Held in Nonqualified Benefits Trusts	Hierarchy Level 1	Total Fair Value
2016	$15,524	$15,524
2015	$14,487	$14,487
2014	$16,142	$16,142

During the three years presented, the Association recorded no transfers in or out of Levels 1, 2, or 3. The Association has no liabilities measured at fair value on a recurring basis for the periods presented.

VALUATION TECHNIQUES: As more fully discussed in Note 2, accounting guidance establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. Fair values of financial instruments represent the estimated amount to be received to sell an asset or paid to transfer or extinguish a liability in active markets among willing participants at the reporting date. Due to the uncertainty of expected cash flows resulting from financial instruments, the use of different assumptions and valuation methodologies could significantly affect the estimated fair value amounts. Accordingly, certain of the estimated fair values may not be indicative of the amounts for which the financial instruments could be exchanged in a current or future market transaction. The following presents a brief summary of the valuation techniques used by the Association for assets and liabilities subject to fair value measurement.

A. 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. The discount rates are based on the District's current loan origination rates as well as management estimates of credit risk. Management has no basis to determine whether the estimated fair values presented would be indicative of the assumptions and adjustments that a purchaser of the Association's loans would seek in an actual sale.

For purposes of determining the fair value of accruing loans, the loan portfolio is segregated into pools of loans with homogeneous characteristics. 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 as described above, with appropriately higher interest rates, which reflect the uncertainty of continued cash flows. For noncurrent nonaccrual loans, it is assumed that collection will result only from the disposition of the underlying collateral. Fair value of these loans is estimated to equal the aggregate net realizable value of the underlying collateral, discounted at an interest rate, which appropriately reflects the uncertainty of the expected future cash flows over the average disposal period. Where the net realizable value of the collateral exceeds the legal obligation for a particular loan, the legal obligation is generally used in place of the net realizable value.

For certain loans evaluated for impairment under FASB impairment guidance, the fair value is based upon the underlying collateral since the loans are collateral dependent for which real estate is the collateral. The fair value measurement process uses appraisals and other market-based information, but in many cases it also requires significant input based on management's knowledge of and judgment about current market conditions, specific issues relating to the collateral, and other matters. As a result, these fair value measurements fall within Level 3 of the hierarchy. When the value of the real estate, less estimated costs to sell, is less than the principal balance of the loan, a specific reserve is established.

When the value of the real estate, less estimated costs to sell, is less than the principal balance ofthe loan, a specific reserve is established.

B. Assets Held in Nonqualified Benefits Trusts: Assets held in trust funds related to deferred compensation and supplemental retirement plans are classified within Level 1. The trust funds include investments that are actively traded and have quoted net asset values that are observable in the marketplace. Assets held in nonqualified benefits trusts are included in other assets in the Consolidated Statements of Condition.

C. Other Property Owned: Other property owned is generally classified as Level 3. The process for measuring the fair value of other property owned involves the use of appraisals or other market-based information. As a result, these fair value measurements fall within Level 3 of the hierarchy. Costs to sell represent transaction costs and are not included as a component of the asset's fair value.

NOTE 16 – SUBSEQUENT EVENTS

The Association has evaluated subsequent events through March 6, 2017, which is the date the consolidated financial statements were issued.

On January 1, 2017, Farm Credit of Southwest Kansas, ACA (FCSWKS) merged its operations with and into American AgCredit, ACA. All shareholders of FCSWKS received capital stock in American AgCredit, ACA in exchange for their stock, which was then canceled. This exchange was made at the stock's par value. The Association's regulator, the Farm Credit Administration, issued amended charters for the merged association encompassing the territories previously served by the separate associations.

The merger was accounted for under the acquisition method of accounting in accordance with the FASB Accounting Standards Codification 805 Business Combinations (ASC 805). As the acquirer, American AgCredit, ACA recognized the identifiable assets acquired and liabilities assumed in the merger at their respective fair values. There was no goodwill recorded in connection with the transaction. The fair values are based on various assumptions that management believes are reasonable utilizing information currently available.

OTHER REGULATORY

DISCLOSURE INFORMATION (UNAUDITED)

Financial Statements

The Association will post the annual report and quarterly reports to shareholders on the Association's website (www.AgLoan.com) approximately 40 days after the end of each calendar quarter for the quarterly reports and 75 days after year-end for the annual report. Hard copies of these reports may be obtained free of charge by contacting American AgCredit, P.O. Box 1120, Santa Rosa, CA 95402, or telephone (800) 800-4865.

Description of Property

American AgCredit is headquartered in Santa Rosa, California. The Association owns and leases various facilities throughout the territory, which is described in this annual report.

The Association completed construction of a 120,000-square-foot office building located near the Charles M. Schultz–Sonoma County Airport in Santa Rosa. This facility replaced the old Santa Rosa headquarters facility. The Association uses 80,000 square feet of the new building while the remaining space is leased. The new facility's cost, including land, building, furniture, and equipment, was $80.4 million. Construction expenses were funded from capital.

The Association constructed a 35,000-square-foot office building in Wichita, Kansas. This facility replaced the Association's old Wichita regional facility. The new facility's cost, including land, building, furniture, and equipment, was $17.0 million. Construction expenses were funded from capital.

Legal Proceedings and Enforcement Actions

Other than ordinary routine litigation incidental to the business, there are no material legal proceedings pending to which the Association is a party, of which any of its property is the subject, or which involve claims that the Association may be required to satisfy. There are no enforcement actions in effect against the Association.

Relationship with Independent External Auditors

There has been no change in independent external auditors and no material disagreements on any matters of accounting principles or financial statement disclosures during the period.

Borrower Privacy

As a member-owner of this institution, your privacy and the security of your personal information are vital to our continued ability to serve your ongoing credit needs. FCA regulations require that borrower information be held in confidence by Farm Credit institutions, their directors, officers, and employees. FCA regulations specifically restrict Farm Credit institution directors and employees from disclosing information not normally contained in published reports or press releases about the institution or its borrowers or members. These regulations also provide Farm Credit institutions clear guidelines for protecting their borrowers' nonpublic information.

Board Oversight

The Association is governed by a 20-member Board that oversees the management of our Association. Of these directors, 16 are elected by the stockholders and four are appointed by the elected directors. The Board of Directors represents the interests of our stockholders and meets regularly to perform the following functions, among others:

- Select, evaluate, and compensate the chief executive officer;
- Establish the strategic plan and approve annual operating plan and budget;
- Oversee the lending operations;
- Advise and counsel management on significant issues; and
- Oversee the financial reporting process, communications with stockholders, and legal and regulatory compliance.

Director Independence

All directors must exercise sound judgment in deciding matters in the Association's interest. All directors are independent from the perspective that no management or staff serves as Board members. However, as a financial service cooperative, the Association is required by the Farm Credit Act and FCA regulations to have elected directors that have a loan relationship with the Association.

The elected directors, as borrowers, have a vested interest in ensuring the Association remains strong and successful. However, the borrowing relationship could be viewed as having the potential to compromise the independence of an elected director. For this reason, the Board has established independence criteria to ensure that a loan relationship does not compromise the independence of the Board. Annually, in conjunction with the independence analysis and reporting on loans to directors, each director provides financial information and any other documentation and/or assertions needed for the Board to determine the independence of each Board member.

Audit Committee

The Audit Committee is composed of six members and is responsible for oversight of financial reporting and examinations. During 2016, eight meetings were held. The Audit Committee responsibilities include, but are not limited to, the following:

- Oversee the financial reporting risk and the accuracy of the quarterly and annual shareholder reports;
- Oversee the system of internal controls related to the preparation of quarterly and annual shareholder reports;
- Review and assess the impact of accounting and auditing developments on the consolidated financial statements; and
- Establish and maintain procedures for the receipt, retention, and treatment of confidential and anonymous submission of concerns regarding accounting, internal accounting controls, and auditing matters.

Compensation Committee

The Compensation Committee is responsible for the oversight of employee and director compensation. The Committee is composed of six members and meets regularly to review and evaluate all aspects of compensation, including benefits programs. Seven meetings were held in 2016.

Governance Committee

The Governance Committee is composed of six members. Five meetings were held in 2016. The committee oversees and evaluates matters of corporate governance and structure, including, without limitation, the director nomination and election process, evaluation and development of Board performance and processes, director orientation and continuing education, and the independence of directors.

The Governance Committee's responsibilities include, but are not limited to, the following:

- Develop and recommend to the Board a set of corporate governance guidelines applicable to the Association;
- Conduct periodic reviews of the number of Board members and composition and make recommendations regarding any changes;
- Determine the qualifications, qualities, skills, and other expertise desired for directors;
- Oversee the annual Board self-evaluation; and
- Oversee the Nominating Committee process.

Strategy and Risk Committee

The Strategy and Risk Committee (SRC) assists the Board of Directors in fulfilling its oversight responsibilities for strategic planning and the enterprise-wide risk management framework of the Association. The SRC is composed of the Board's Vice-Chairman and at least two additional Board members. In addition, the Association CEO and at least two members of senior management shall attend every SRC meeting but shall not serve as members of the committee. Five meetings were held in 2016. The SRC's responsibilities include, but are not limited to, the following:

- Collaborate with management on the development and periodic update of the Association's overall strategy, business objectives, and strategic initiatives;
- Discuss and present recommendations to the Board related to the Association's mission, vision, risk appetite, and major programs;
- Develop the Association's merger criteria and evaluate potential merger partners;
- Oversee that management has identified and assessed the risks the Association faces;
- Ensure risk is appropriately considered in strategy setting;
- Coordinate the risk oversight activities of the various standing committees of the Board;
- Coordinate with the Audit Committee to understand how the Association's internal audit plan is aligned with its key risks; and
- Recommend to the Board policies governing enterprise risk management.

ASSOCIATION DIRECTORS

It is the Association's policy to reimburse Directors and senior officers for mileage, as well as documented business expenses, while serving in an official capacity. A copy of the Association's reimbursement policies is available to shareholders upon request. There were five regularly scheduled Board meetings in 2016. The committee meetings are called as needed to address Association business.

ASSOCIATION DIRECTORS

The following identifies all Board members who served during the year and describes the business activities and principal occupation for the past five years, as well as current committee assignments, for those directors serving on the Board during the year.

Charles Talbott, Chairman
Term Expires: 2020
Committee(s): Executive & Strategy and Risk

Mr. Talbott resides in Palisade, Colorado. His business experience is in tree fruit and wine grape production, packing, processing, and marketing. He attended five Board meetings and 12 committee meetings for which he was compensated $69,500.

George Fontes, Vice-Chairman
Term Expires: 2019
Committee(s): Executive & Strategy and Risk

Mr. Fontes is a fourth-generation farmer in Salinas Valley, California. His family operation has included beef cattle, grain hay production, and vegetable farming. Currently, he owns and operates Fontes Farms LLC, providing farm management, equipment rental, and repair services. He was president and co-owner of Comgro Incorporated, growing lettuce, broccoli, mix lettuce, and spinach. He also serves on the board of Farm Credit Foundations. He attended five Board meetings and 17 committee meetings for which he was compensated $63,500.

Joe Alamo, Director
Term Expires: 2021
Committee(s): Governance

Mr. Alamo has been a partner in Alamo Dairy and Alamo Farms since 1997. He currently milks 4,000 cows and grows nearly 4,000 acres of corn, winter forage, alfalfa, and almonds. He is also a partner in Mills Orchards LLC, currently developing 700 acres of almonds. He attended three Board meetings and two committee meetings for which he was compensated $21,500.

James Boyd, Director
Term Expires: 2017
Committee(s): Governance

Mr. Boyd owns/operates a grain, alfalfa, mint, and cattle operation in Tulelake, California. Prior to serving on the American AgCredit Board, he served on the Intermountain FLCA board for 12 years. He attended five Board meetings and five committee meetings for which he was compensated $44,500.

Peter Bulthuis, Director
Term Expired: 2016
Committee(s): Governance

Mr. Bulthuis was elected to his first term on the AgCredit Financial board of directors in 1999. He produces wine grapes, cherries, and almonds. He also owns a farm chemical and supply business. He has been farming since 1970 and became a member of Farm Credit in 1975. He is a member of California Almond Growers, Wine Grape Growers, and California Association of Pest Control Advisors. He also is a member of the NISEI Farmers League and SJFB Foundation for Agriculture Education. He attended two Board meetings and three committee meetings for which he was compensated $22,000.

John Caldwell, Director
Term Expires: 2020
Committee(s): Governance

Mr. Caldwell resides in Longmont, Colorado. His business experience is in cattle feeding and brokerage, grain merchandising, and farming. He attended five Board meetings and 10 committee meetings for which he was compensated $48,000.

James Cooksey, Director
Term Expires: 2019
Committee(s): Governance

Mr. Cooksey resides in Roggen, Colorado. His business experience is in farming and ranching. He attended five Board meetings and 10 committee meetings for which he was compensated $46,500.

Derek Davis, Director
Term Expires: 2020
Committee(s): Compensation

Mr. Davis has 28 years of executive management experience, most recently as Executive VP/Chief Operating Officer at Teac America, Inc. and has served on multiple boards. He has a Master's Degree in Business Administration from San Diego State University and is a Certified Public Accountant. He owns an orchard in Escondido and an avocado ranch property in Valley Center. He attended five Board meetings and nine committee meetings for which he was compensated $46,000.

Randall Doll, Director
Term Expires: 2019
Committee(s): Executive & Governance

Mr. Doll joined the Board of Directors in July 2014. He is a farmer and rancher in Butler County, Kansas, overseeing production of alfalfa, bluestem prairie hay, brome, milo, and wheat. He also has extended family ranch and farming operations located in Barton, Finney, and Gray counties in Kansas. He attended five Board meetings and five committee meetings for which he was compensated $57,000.

Jerold Harris, Appointed Director
Term Expires: 2019
Committee(s): Audit & Strategy and Risk

Mr. Harris is retired. He was formerly employed as the President and CEO of U.S. AgBank in Wichita, Kansas. He attended five Board meetings and 16 committee meetings for which he was compensated $58,000.

Linda Ingo, Director
Term Expires: 2018
Committee(s): Audit

Ms. Ingo resides on the family ranch near Ridgway, Colorado. Working together with family, they raise hay and Red Angus cattle, host big-game hunters, and manage their water, wildlife, and timber resources. She attended five Board meetings and 15 committee meetings for which she was compensated $46,500.

Kirvin Knox, PhD, Appointed Director
Term Expires: 2020
Committee(s): Executive & Compensation

Dr. Knox resides in Fort Collins, Colorado. His business experience is in energy, production agriculture, academic administration, and agriculture research. He attended five Board meetings and eight committee meetings for which he was compensated $54,000.

Alan List, Director
Term Expires: 2018
Committee(s): Governance & Strategy and Risk

Mr. List served as a board member and chairman of both Intermountain Farm Credit and AgCredit Financial prior to their merger into American AgCredit. He is the owner and operator of a hay, grain, and seed business in Lovelock, Nevada, and serves as a director of List Cattle Co., Lovelock Hay Market Inc., and Nevada Agricultural Self Insurance Group. He has been a director of American AgCredit since 2005. He attended five Board meetings and 14 committee meetings for which he was compensated $54,000.

Brian Maloney, Director
Term Expires: 2021
Committee(s): Audit

Mr. Maloney is a fifth-generation farmer/rancher in south central Kansas. The family-based operation includes wheat, corn, soybeans, sorghum, canola, and beef cattle. Prior to joining the farming operation, Mr. Maloney spent 20 years working in the Farm Credit System, including Farm Credit of Southwest Kansas, CoBank, and the Farm Credit Administration. He attended three Board meetings and three committee meetings for which he was compensated $23,000.

Greg Ringler, Director
Term Expires: 2018
Committee(s): Compensation

Mr. Ringler runs a diversified operation consisting of wheat, milo, beans, alfalfa, and beef cattle in Kansas. He attended five Board meetings and eight committee meetings for which he was compensated $46,500.

David Santos, Director
Term Expires: 2017
Committee(s): Compensation

Mr. Santos is an apricot, cherry, and almond farmer in Stanislaus County, California. He is a partner/owner in Lucich & Santos Farms and Blossom Hill Packing Company, a packing and marketing company. He also has served as a board member and chair of Central Valley Production Credit prior to the merger into American AgCredit. He attended five Board meetings and eight committee meetings for which he was compensated $44,500.

Joe Schoonover, Director
Term Expires: 2017
Committee(s): Compensation

Mr. Schoonover owns and manages farmland in Pratt County, Kansas, raising corn, soybeans, wheat, and alfalfa. He is currently American AgCredit's representative to the CoBank District Farm Credit Council, giving him the opportunity to work with state and national legislators on issues affecting the Farm Credit System and the farmers and ranchers that we serve. He attended five Board meetings and nine committee meetings for which he was compensated $49,500.

Larry Solari, Appointed Director
Term Expires: 2017
Committee(s): Audit

Mr. Solari is a Certified Public Accountant and partner in Croce & Company Accountancy Corporation located in Stockton, California. He was appointed as an outside director of the Association Board of Directors in January 1994. He also serves on the San Joaquin County Assessment Appeals Board. He attended five Board meetings and 12 committee meetings for which he was compensated $45,000.

Tom Stegman, Appointed Director
Term Expires: 2020
Committee(s): Audit

Mr. Stegman is retired. Most recently, he served as President and CEO of AgVantis. Prior to that, he served in various information technology management positions at Farm Credit Bank of Wichita. Mr. Stegman was raised on a family farm in southwestern Kansas and now resides in Oro Valley, Arizona. He attended five Board meetings and 13 committee meetings for which he was compensated $44,000.

Frank Stonebarger, Director
Term Expires: 2020
Committee(s): Compensation

Mr. Stonebarger has been involved in Farm Credit since 1977 and began farming in 1973. He produces walnuts, cherries, and apples, and provides custom farming services. He attended five Board meetings and nine committee meetings for which he was compensated $45,500.

Thomas Teixeira, Director
Term Expires: 2018
Committee(s): Executive & Audit

Mr. Teixeira is partner/owner of Teixeira and Sons and grows 6,000 acres of alfalfa, almonds, cantaloupes, corn, cotton, fresh-market tomatoes, processing tomatoes, and wheat. Teixeira and Sons also operate a tomato transplant greenhouse facility and are part owners in Pacific Ginning LLC, Eagle Valley Ginning LLC, and 360 Agri LLC. Pacific Ginning and Valley Ginning are cotton ginning operations, and 360 is a custom cotton harvesting company. He attended five Board meetings and 12 committee meetings for which he was compensated $54,000.

Dennis Williams, Director
Term Expired: 2016
Committee(s): Governance

Mr. Williams farms and ranches in Noble County, Oklahoma. His diversified family operation consists of wheat and corn as cash crops integrated with a stocker cattle and cow/calf program. He attended three Board meetings and three committee meetings for which he was compensated $21,000.

For 2016, directors were compensated for their services based on annual retainers as follows:

Chairman	$55,000
Vice-Chairman	$52,500
Audit Committee Chairman	$47,500
Compensation Committee Chairman	$45,000
Governance Committee Chairman	$45,000
Regular Member	$40,000

Retainer amounts are adjusted for meeting absences or attendance at meetings in excess of scheduled Board meetings. The total compensation paid directors for 2016, as described above, amounted to $1,004,000. The aggregate amount of compensation and reimbursements for travel, subsistence, and other related expenses for all directors were $1,536,000 for 2016, $1,403,000 for 2015, and $1,377,000 for 2014.

SENIOR OFFICERS

Byron Enix, Chief Executive Officer
Mr. Enix was promoted to Chief Executive Officer on January 1, 2014. He previously served as Chief Operating Officer and Senior Vice President–Credit Heartland Region since 2012 and 2010, respectively. Prior to the Farm Credit Services of the Mountain Plains merger and since 2006, he served as Chief Financial Officer–Mountain Plains. He has 32 years of Farm Credit System experience in credit, operations, and finance.

Greg Somerhalder, Chief Operating Officer
Mr. Somerhalder was promoted to Chief Operating Officer on March 1, 2014. He previously served as Chief Corporate Strategist since 2013. He has over 34 years experience with Farm Credit in many areas of banking, including lending, credit, risk, and strategy. Mr. Somerhalder serves as a director of Farm Credit System Associations Captive Insurance Company. He also serves on the board of three charity organizations: St. George Christian Orthodox Endowment, The Treehouse, and Laham Family Foundation.

Kate Wheelock, Chief Credit Officer
Ms. Wheelock has served as Chief Credit Officer since 2013. She previously served as Chief Risk Officer and Senior Vice President–Risk Management since 2012 and 2005, respectively. She has over 34 years of banking experience, including capital markets, commercial banking, and loan syndications.

Alan Feit, Chief Banking Officer
Mr. Feit was promoted to Chief Banking Officer on March 1, 2014. He previously served as Senior Vice President–Credit since 2012. He has over 36 years experience with Farm Credit in the functional areas of lending, credit, sales, and management. He serves on the board of Network Beyond, a humanitarian-based charitable organization with projects in Kenya, Uganda, and Peru.

Vern Zander, Chief Financial Officer
Mr. Zander has served as Chief Financial Officer since 2012. He previously served as Vice President–Relationship Manager in the Association's Capital Markets Group. He is a Certified Public Accountant and has been with American AgCredit for the last 14 years, with a total of 29 years of Farm Credit service.

Roger Bastow, Chief Administrative Officer
Mr. Bastow has served as Chief Administrative Officer since 2009. He previously served as Senior Vice President–Finance and Operations from 1999 to 2009 at Farm Credit of the Heartland. He is a Certified Public Accountant and has served in human resources, operations, and finance roles over the past 25 years in the Farm Credit System and is a member of the Farm Credit Foundations Trust Committee.

Sean O'Day, Chief Banking Officer
Mr. O'Day currently serves as the Chief Banking Officer for Corporate Banking. Agribusiness lending and Capital Markets operate under the Corporate Banking umbrella. Prior to assuming the position of Chief Banking Officer, Mr. O'Day served as Senior Vice President–Capital Markets. For the past 26 years, his focus has been in the areas of corporate finance and loan syndications, and he has a total of 37 years of Farm Credit service.

Jerry Rose, Chief Risk Officer
Mr. Rose has served as Chief Risk Officer since 2013 and previously served as Senior Vice President–Risk Management since 2012. He has held risk and financial management roles for the past 28 years in the Farm Credit System.

Floyd Ridenhour, Chief Specialty Officer
Mr. Ridenhour has served as Chief Specialty Officer since 2014. He previously served as Chief Administrative Officer since 1993, and has 37 years of Farm Credit experience. He is Treasurer of the Sonoma County 4-H Foundation, Vice President of the Larkfield Owner's Association in Santa Rosa, and President of the Harvest Plaza Owner's Association in Turlock. Mr. Ridenhour retired from American AgCredit on October 31, 2016.

REGIONAL AND SENIOR VICE PRESIDENTS

Mike Banks
SVP Chief Credit Officer

Patricia Curtian
SVP Accounting

Alan Duensing
SVP Chief Appraisal Officer

Chase Hafner
SVP Chief Technology Officer

Terry Lindley
SVP Chief Marketing Officer

Paula Olufs
SVP Chief Innovation Officer

Greg Reno
SVP Midwest Banking

Deb Seedorf
SVP Credit Delivery Officer

Rachel Angress
SVP General Counsel

Gary Van Schuyver
SVP West Banking

Tim Wong
SVP Chief Internal Auditor

SENIOR OFFICERS' COMPENSATION

The Compensation Committee of the Board of Directors ("Compensation Committee") follows a comprehensive compensation philosophy where the objectives of the compensation plans are:

- Provide market-based compensation through base salary, and annual and long-term incentive components that will allow the Association to attract, motivate, and retain superior executive talent;
- Place a portion of total compensation for the executive at risk and contingent upon the Association remaining financially sound and meeting established performance goals; and
- Ensure that long-term financial stability of the Association is emphasized over short-term results and decisions.

The Plans are designed to do the following:

- Reward successful fiscal year results through an annual Incentive Compensation Plan (ICP);
- Foster long-term financial stability through Leadership Retention and Transition (LRT);
- Promote senior officer retention through Long-Term Deferral Plan (LTDP) incentives; and
- Significantly contribute to the retention of the President/Chief Executive Officer (CEO) and other senior officers.

The Compensation Committee annually reviews market information related to the level and mix of salaries, benefits, and incentive plans for the CEO and other senior officers. The Compensation Committee considers the structure, effectiveness, and risk associated with the plans on an annual basis. Due to the cooperative business structure of the Association, the plans do not contain stock-based compensation components.

The Association maintains the ICP for senior officers and employees that rewards performance based on objective criteria. Such criteria include achievement of corporate and individual strategic business goals. The ICP has been revised in recent years to enhance the alignments of rewards, with progress towards the organization's overall strategic initiatives.

Select senior officers may also participate in a supplemental incentive compensation plan. Supplemental incentive compensation plans are administered by the Compensation Committee and include specialized earnings goals. The supplemental incentive compensation plans were revised in 2014 to enhance their alignment with risk associated with the activities the incentives were based on.

LRT and LTDP incentives provide targeted long-term awards for senior officers based on position and responsibilities.

For select senior officers, a long-term award (LRT) was established and communicated at the beginning of the plan term. The payout of these awards are six or more years later and is conditioned upon satisfactory performance of the senior officer and the Association. Senior officers that voluntarily terminate employment or do not maintain satisfactory performance forfeit awards. Extension of new awards under the LRT plan was discontinued in 2011.

Starting in 2014, certain executives began participation in an LTDP, which defers payment of a portion of the incentive earned under the ICP or supplemental incentive compensation plans for three years, to ensure the long-term performance objectives of the Association are met.

Certain senior officers participate in the Ninth Farm Credit District Pension Plan or the Eleventh Farm Credit District Employee's Retirement Plan ("Pension Plans"). These plans have been closed to new participants for many years.

Compensation earned by the CEO and aggregate compensation of other senior officers and highly compensated employees for the year ended December 31, 2016, amounted to $10.8 million, compared to $7.8 million for 2015 and $15.2 million for 2014. Two events in 2014 led to significant non-recurring charges: changes in several key leadership roles and changes in the actuarial assumptions in the Pension Plans. Further refinement of actuarial assumptions was the primary contributor to the increase from 2015 to 2016.

Disclosure of fiscal year 2016, 2015, and 2014 compensation for the CEO and senior officers as defined by regulation, or to any other employee whose compensation is among the five highest amounts paid by the Association, is included in the Annual Meeting Information Statement sent to shareholders and is available to the public at the Association's offices upon request.

YOUNG, BEGINNING, AND SMALL

FARMER & RANCHER PROGRAM

American AgCredit offers Young, Beginning, and Small (YBS) farmers and ranchers opportunities to invest in, build, and support their agribusiness. Through specific, tailored programs designed to meet the credit and related needs of YBS customers and potential customers in our chartered territory, we provide various layers of support throughout this market.

Per FCA regulations, qualified YBS programs are made up of the following categories:

YOUNG: A farmer, rancher, or producer or harvester of aquatic products who is age 35 or younger.

BEGINNING: A farmer, rancher, or producer or harvester of aquatic products who has 10 years or less farming or ranching experience.

SMALL: A farmer, rancher, or producer or harvester of aquatic products who normally generates less than $250,000 in annual gross sales of agricultural or aquatic products.

Our YBS Mission

Provide credit and related services tailored to the specific needs of the YBS market via the following:

- Support AgYouth Programs: Interest-free loans to young people for 4-H and FFA projects.
- Host the Young Farmer/Rancher Executive Institute: Legacy and business continuity planning for generations of farmers and ranchers. Training provided free of charge for customers in good standing.
- Support youth programs in the community: Outreach and sponsorship of ag-related educational activities, such as ag training, exhibits, and other outreach.
- Promote YBS program information, including webpages, brochures and ad slicks: Awareness of programs to support new businesses and encourage young people to get involved in agriculture.
- Provide scholarships to students interested in working in or studying agriculture: Significant funding provided to college students studying or planning to work in agriculture.
- Offer paid internships: Professional training and paid work experience provided to young professionals interested in learning about agriculture and ag financing.

To facilitate credit offerings to this specialized customer base, we support financing programs and use government-guaranteed loan programs. We are actively involved in developing and sponsoring educational opportunities, leadership training, business financial training, and insurance services for YBS farmers and ranchers.

Demographics

To ensure these groups are adequately serviced, demographic research known as Ag Census is completed by the U.S. Department of Agriculture every five years, and those demographics are compared to our borrower base. Part of adequately servicing these segments is understanding how farming is changing within the Association's lending territory.

The latest data available is from the 2012 Ag Census, which was released in May 2014. Compared to the 2007 Ag Census, the 2012 research showed the number of farms overall has decreased. The continuing shift in farm demographics in the Young farmer category has stabilized in the last five years to about 10% within our total territory. Beginning farm operators compose 28% of the market in our territory, while the Small farm operator makes up 87% of the farms in the market. The most significant changes over the last five years include the following:

- Significant drop in Beginning farmers in California (13%), Oklahoma (10%), Kansas (7%), and Colorado (13%);
- Slight increase in Small farmers in Oklahoma and California; and
- Stabilized marketplace for Young farmers – with slight increases in Nevada, Oklahoma, Kansas, New Mexico, and California.

The next Ag Census will take place in 2017, with results released in mid-2019.

Exception Program

The Association's Exception Program is tailored for those ag businesses that did not meet all underwriting criteria, and exhibit higher-than-normal risk factors within the YBS categories. In 2016, the program was redrafted to offer more opportunities for Young, Beginning, and Small farmers/ranchers, and as an avenue for retail market and other new market business ventures.

The Exception Program offers unique financing criteria and additional benefits. This includes additional business support, education, training, and other incentives – allowing them to strengthen and prosper, and in the process develop avenues for the Association to fulfill its mission and serve all fields and levels of agriculture.

The following table outlines the percentage of Young and Beginning loans in the loan portfolio (by number) as of December 31, 2016, compared to the total number of loans in the portfolio.

Category (Dollars in thousands)	Number of Loans	Percent of Total Loans	Volume Outstanding	Percent of Total Volume
Total loans and commitments outstanding at year-end	14,285	100.00%	$10,410,910	100.00%
Young farmers and ranchers	1,420	9.94%	$380,056	3.65%
Beginning farmers and ranchers	2,459	17.21%	$859,750	8.26%

The following table provides a breakdown of Small farmer and rancher loans by size as of December 31, 2016.

Number/Volume Outstanding (Dollars in thousands)	**$0 – $50.0**	**$50.1 – $100.0**	**$100.1 – $250.0**	**$250.1 & Greater**
Total number of loans and commitments outstanding at year-end	3,461	1,969	3,110	5,418
Total number of loans to Small farmers and ranchers	1,574	1,151	1,337	811
Percent of loans to Small farmers and ranchers	45.48%	58.46%	42.99%	14.97%
Total loan volume outstanding at year-end	$63,257	$150,068	$529,255	$9,426,816
Total loan volume to Small farmers and ranchers	$41,917	$86,734	$213,334	$462,204
Percent of loan volume to Small farmers and ranchers	66.26%	57.80%	40.31%	4.90%

Funding Outreach

Through alliance partnerships with other Farm Credit institutions, we sponsor a multitude of events and activities aimed at not only promoting Farm Credit and the services offered by the System as a whole, but also to inform and educate Young, Beginning, and Small farmers. We believe that by supporting the full spectrum of agricultural efforts, all of agriculture benefits. Some of our more significant contributions and outreach go toward university education and research. They include the following:

AGRIBUSINESS CHAIR AT CAL POLY SAN LUIS OBISPO: This funding is intended to develop farmer/agribusiness-related seminars that will be available to our customers. The program also funds a professorship and three new advanced finance and appraisal classes. More than $400,000 has been donated since 2008.

MULTICULTURAL SCHOLARS IN AGRICULTURE AT FRESNO STATE UNIVERSITY: In late 2012, American AgCredit partnered with Farm Credit West, Fresno-Madera Farm Credit, and CoBank to contribute $75,000 to Fresno State University. This contribution was used to establish an endowment to support Multicultural Scholars in Agriculture. Future contributions to this endowment fund may be made by each of the participating organizations. This is a five-year commitment, 2013–2017.

WHEAT INNOVATION CENTER: $150,000 has been donated to develop the Kansas Wheat Innovation Center at Kansas State University through the Kansas Farm Credit Alliance. This donation rolls out over five years, 2013–2017.

COLORADO STATE UNIVERSITY CENTER FOR AGRICULTURAL EDUCATION: American AgCredit coordinated with CoBank, Farm Credit of Southern Colorado and Premier Farm Credit to donate $1.025 million for construction of a modern Center for Agricultural Education at Colorado State University that will train new generations of agricultural teachers and leaders. This $100,000 commitment rolls out over five years, 2013–2017.

UC DAVIS SMALL AND ETHNIC FARM MARKET TOUR PROJECT: American AgCredit teamed with CoBank, Farm Credit West, Fresno Madera Farm Credit, and Farm Credit Services of Colusa Glenn to contribute $70,005 to the UC Davis Small and Ethnic Farm Market Tour Project. The project is run by the UC Sustainable Agriculture Research and Education Program (SAREP) and introduces small farmers to conventional distributors interested in offering a line of locally grown food. Contributions started in 2013 and the program is reviewed annually for future contributions.

YBS Program Safety and Soundness

American AgCredit offers diverse and accessible financing options for qualified farmers and ranchers within the territories covered by American AgCredit. The YBS Program provides alternate financing and guarantee options for farmers and ranchers who are just getting started, as well as small or part-time operations. To better serve YBS customers, special lending qualifications and requirements allow Young, Beginning, and Small farmers and ranchers access to financing, leasing, and other services for which they might not otherwise qualify.

Procedures have been established to streamline the delivery of these unique and other small loans utilizing credit scoring through the new Express Loan Program. Loans will continue to be made on a sound basis, with proper emphasis on the fundamentals of sound credit. Loans made under this program meet all our requirements for eligibility and scope of financing, interest rates, and length of term. Co-makers and guarantors (financially responsible family members or other individuals) and secondary collateral are utilized when available and appropriate to minimize risk. Excessively ambitious growth plans are restricted and loans are closely monitored on a regular basis.

OFFICE LOCATIONS

Administrative Office
400 Aviation Boulevard, Ste. 100 ▪ Santa Rosa, CA 95403
(800) 800-4865 ▪ AgLoan.com

CALIFORNIA

Alturas
403 E. Highway 395
Alturas, CA 96101
(530) 233-4304

Eureka
5560 S. Broadway Street
Eureka, CA 95503
(707) 445-8871

Fresno – Insurance
401 W. Fallbrook Avenue
Ste. 112
Fresno, CA 93711
(559) 447-9036

Merced
711 W. 19th Street
Merced, CA 95340
(209) 384-1050

Oakdale
700 N. Yosemite Avenue
Oakdale, CA 95361
(209) 847-0353

Ontario
1910 S. Archibald Avenue
Ste. U-101
Ontario, CA 91761
(909) 947-2371

Palm Desert
74-199 El Paseo Drive, Ste. 101
Palm Desert, CA 92260
(760) 340-5671

Petaluma
1345 Redwood Way
Petaluma, CA 94954
(707) 793-9023

Roseville
2140 Professional Drive, Ste. 110
Roseville, CA 95661
(916) 784-1060

St. Helena
1101 Vintage Avenue
St. Helena, CA 94574
(707) 963-9437

Salinas
924 E. Blanco Road
Salinas, CA 93901
(831) 424-1756

Santa Rosa
400 Aviation Boulevard
Ste. 100
Santa Rosa, CA 95403
(800) 800-4865

Stockton
2345 E. Earhart Avenue
Stockton, CA 95206
(209) 944-7478

Temecula
42429 Winchester Road
Temecula, CA 92590
(951) 296-0175

Tulelake
448 Main Street
Tulelake, CA 96134
(530) 667-4236

Turlock
3201 W. Monte Vista Avenue
Turlock, CA 95380
(209) 667-5101

Ukiah
455 E. Gobbi Street
Ukiah, CA 95482
(707) 462-6531

Yreka
809 Fourth Street
Yreka, CA 96097
(530) 842-1304

COLORADO

Durango
850 2nd Avenue
Durango, CO 81301
(800) 678-6828

Grand Junction
2452 F Road, Ste. 101
Grand Junction, CO 81505
(800) 962-2482

Greeley
4505 29th Street
Greeley, CO 80634
(800) 799-6545

Montrose
1540 E. Niagara Road
Montrose, CO 81401
(800) 654-8272

KANSAS

Concordia
904 Broadway Street
Concordia, KS 66901
(785) 243-4689

Great Bend
5634 10th Street
Great Bend, KS 67530
(620) 792-2211

Hutchinson
1902 E. 23rd Street
Hutchinson, KS 67502
(620) 663-3305

Kingman
435 N. Main Street
Kingman, KS 67068
(620) 532-5102

Pratt
706 S. Main Street
Pratt, KS 67124
(620) 672-7406

Salina
925 W. Magnolia Road
Salina, KS 67401
(785) 825-4641

Wichita
4105 N. Ridge Road
Wichita, KS 67205
(316) 721-1100

NEVADA

Elko
978 Commercial Street
Elko, NV 89801
(775) 738-8496

Fallon
1440 W. Williams Avenue
Fallon, NV 89406
(775) 423-3136

Reno
255 W. Peckham Lane
Reno, NV 89509
(775) 825-7282

OKLAHOMA

Ponca City
1909 E. Lake Road
Ponca City, OK 74602
(580) 765-5690

OREGON

Lake Oswego
5000 Meadows Road, Ste. 365
Lake Oswego, OR 97035
(503) 639-7563

ALL OWNED OFFICE BUILDINGS AND LAND ARE PLEDGED TO COBANK AS COLLATERAL FOR THE NOTE PAYABLE.

American AgCredit

MONEY FOR AGRICULTURE