



MANAGEMENT'S DISCUSSION AND ANALYSIS

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

AgriBank, FCB's (AgriBank) financial condition and results of operations materially impact members' investment in Farm Credit Midsouth, ACA. To request free copies of the AgriBank and combined AgriBank and Affiliated Associations' financial reports or additional copies of our report contact us at 3000 Prosperity Drive, Jonesboro, AR 72404, (870) 932-2288, or through our website at www.farmcreditmidsouth.com. You may also contact AgriBank at 30 East 7th Street, Suite 1600, St. Paul, MN 55101, (651) 282-8800, or by e-mail at financialreporting@agribank.com. The AgriBank and combined AgriBank and Affiliated Associations' financial reports are also available through AgriBank's website at www.agribank.com.

FORWARD-LOOKING INFORMATION

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

AGRICULTURAL AND ECONOMIC CONDITIONS

Northeast Arkansas has seen unseasonably cool temperatures with the average ranging around seven degrees below normal as well as above average rainfall according to the United States Department of Agriculture (USDA) Arkansas Crop Progress and Condition report released on March 31, 2014. Due to the cooler weather, corn plantings are behind the five year average by approximately 40% as of March 31, 2014. USDA Arkansas Projected Plantings Report dated March 31, 2014 states that corn acres to be planted in 2014 will be down 32% from 2013 levels with rice projected to get the bulk of these acres. According to the Doane's AG Insight Weekly dated February 21, 2014, corn prices have declined significantly over the past year due to slowing demand for ethanol production. Soybeans and rice also show a slight decline from the previous year.

Our territory has high unemployment with six of the ten counties in Arkansas over 10%. This should improve by the end of 2014 with a large steel mill being built in Mississippi County and a new poultry feed mill in Clay County.

LOAN PORTFOLIO

Loans were \$668.6 million at March 31, 2014, a \$62.4 million decrease from December 31, 2013. This decrease was primarily due to normal operating business repayments, partially offset by new loan growth.

Portfolio Credit Quality

The credit quality of our portfolio has remained stable from December 31, 2013. Adversely classified loans decreased to 0.3% of the portfolio at March 31, 2014, from 0.4% of the portfolio at December 31, 2013. Adversely classified loans are loans we have identified as showing some credit weakness outside our credit standards. We have considered portfolio credit quality in assessing the reasonableness of our allowance for loan losses.

In certain circumstances, government guarantee programs are used to reduce the risk of loss. At March 31, 2014, \$4.1 million of our loans were, to some level, guaranteed under these government programs.

Risk Assets

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

As of:	March 31 2014	December 31 2013
Loans:		
Nonaccrual	\$ 1,651	\$ 2,262
Accruing restructured	7	7
Accruing loans 90 days or more past due	--	--
Total risk loans	1,658	2,269
Other property owned	--	--
Total risk assets	\$ 1,658	\$ 2,269
Risk loans as a percentage of total loans	0.2%	0.3%
Nonaccrual loans as a percentage of total loans	0.2%	0.3%
Total delinquencies as a percentage of total loans	0.3%	0.2%

Our risk assets have decreased from December 31, 2013 and remain at acceptable levels. Total risk loans as a percentage of total loans remains well within our established risk management guidelines.

The decrease in nonaccrual loans was due to repayments. Nonaccrual loans remained at an acceptable level at March 31, 2014 and 42.8% of our nonaccrual loans were current.

Allowance for Loan Losses

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

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

Allowance as a percentage of:	March 31 2014	December 31 2013
Loans	0.1%	0.1%
Nonaccrual loans	52.0%	37.9%
Total risk loans	51.7%	37.8%

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

RESULTS OF OPERATIONS

Net income for the three months ended March 31, 2014 totaled \$2.9 million compared to \$3.8 million for the same period in 2013. The following table illustrates profitability information:

For the three months ended March 31	2014	2013
Return on average assets	1.6%	2.2%
Return on average members' equity	7.0%	9.6%

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

For the three months ended March 31	2014	2013	Increase (decrease) in net income
Net interest income	\$ 4,947	\$ 4,831	\$ 116
Reversal of loan loss provision	--	(72)	(72)
Patronage income	637	610	27
Other income	160	980	(820)
Operating expenses	2,876	2,718	(158)
Benefit from income taxes	(56)	(30)	26
Net income	\$ 2,924	\$ 3,805	\$ (881)

Net interest income was \$4.9 million for the three months ended March 31, 2014. The following table quantifies changes in net interest income for the three months ended March 31, 2014 compared to the same period in 2013 (in thousands):

	<u>2014 vs 2013</u>
Changes in volume	\$ 263
Changes in rates	(141)
Changes in nonaccrual income and other	<u>(6)</u>
Net change	<u>\$ 116</u>

The change in other income was primarily related to a write-up of other property owned during the first quarter of 2013 and reduced loan originations. We originated rural home loans for resale into the secondary market. We sold loans through the secondary market totaling \$679 thousand through March 31, 2014 compared to \$865 thousand for the same period in 2013. The fee income from this activity totaled \$8 thousand for the three months ended March 31, 2014 compared to \$10 thousand for the same period of 2013.

The change in operating expenses was primarily related to increases in salaries and benefits and Farm Credit System insurance expense.

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

FUNDING, LIQUIDITY, AND CAPITAL

We borrow from AgriBank, under a note payable, in the form of a line of credit. Our note payable matured on April 30, 2014 and was renewed for \$850 million with a maturity date of April 30, 2015. The note payable will be renegotiated at that time. The repricing attributes of our line of credit generally correspond to the repricing attributes of our loan portfolio which significantly reduces our market interest rate risk.

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

Total members' equity increased \$1.8 million from December 31, 2013 primarily due to net income for the period partially offset by patronage distribution accruals.

Farm Credit Administration (FCA) regulations require us to maintain a permanent capital ratio of at least 7.0%, a total surplus ratio of at least 7.0%, and a core surplus ratio of at least 3.5%. Refer to Note 7 in our 2013 Annual Report for a more complete description of these ratios. As of March 31, 2014, the ratios were as follows:

- The permanent capital ratio was 18.9%.
- The total surplus ratio was 18.6%.
- The core surplus ratio was 18.6%.

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

RELATIONSHIP WITH AGRIBANK

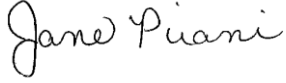
We are required to invest in AgriBank capital stock as a condition of borrowing. On March 5, 2014, the AgriBank Board of Directors approved an amendment to the AgriBank capital plan which reduced the base required stock investment for all affiliated associations, including Farm Credit Midsouth, ACA,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

ADDITIONAL REGULATORY INFORMATION

On March 13, 2014, the FCA Board approved an interim final rule to remove all requirements related to advisory votes at Farm Credit institutions. Upon its effective date, advisory votes on CEO and/or senior officer compensation will no longer be required.

CERTIFICATION

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



Jane Pirani
Chairperson of the Board
Farm Credit Midsouth, ACA



James McJunkins
President and Chief Executive Officer
Farm Credit Midsouth, ACA



Shari J. Wilson
Chief Financial Officer
Farm Credit Midsouth, ACA

May 5, 2014

CONSOLIDATED STATEMENTS OF CONDITION

Farm Credit Midsouth, ACA

(in thousands)

(Unaudited)

As of:	March 31 2014	December 31 2013
ASSETS		
Loans	\$ 668,579	\$ 731,002
Allowance for loan losses	858	858
Net loans	667,721	730,144
Investment in AgriBank, FCB	15,431	18,882
Accrued interest receivable	7,536	12,650
Premises and equipment, net	4,259	4,320
Assets held for lease, net	1,981	2,111
Other assets	1,895	2,758
Total assets	\$ 698,823	\$ 770,865
LIABILITIES		
Note payable to AgriBank, FCB	\$ 524,145	\$ 593,535
Accrued interest payable	2,272	2,440
Deferred tax liabilities, net	768	826
Patronage distribution payable	1,050	4,200
Other liabilities	1,867	2,986
Total liabilities	530,102	603,987
Contingencies and commitments	--	--
MEMBERS' EQUITY		
Protected members' equity	5	5
Capital stock and participation certificates	2,062	2,094
Unallocated surplus	166,654	164,779
Total members' equity	168,721	166,878
Total liabilities and members' equity	\$ 698,823	\$ 770,865

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

CONSOLIDATED STATEMENTS OF INCOME

Farm Credit Midsouth, ACA

(in thousands)

(Unaudited)

	2014	2013
<i>For the three months ended March 31</i>		
Interest income	\$ 7,219	\$ 6,969
Interest expense	2,272	2,138
Net interest income	4,947	4,831
Reversal of loan loss provision	--	(72)
Net interest income after reversal of loan loss provision	4,947	4,903
Other income		
Patronage income	637	610
Financially related services income	58	69
Fee income	21	40
Miscellaneous income, net	81	871
Total other income	797	1,590
Operating expenses		
Salaries and employee benefits	1,934	1,849
Other operating expenses	942	869
Total operating expenses	2,876	2,718
Income before income taxes	2,868	3,775
Benefit from income taxes	(56)	(30)
Net income	\$ 2,924	\$ 3,805

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

CONSOLIDATED STATEMENTS OF CHANGES IN MEMBERS' EQUITY

Farm Credit Midsouth, ACA

(in thousands)

(Unaudited)

		Protected Members' Equity		Capital Stock and Participation Certificates		Unallocated Surplus		Total Members' Equity
Balance at December 31, 2012	\$	5	\$	2,077	\$	155,323	\$	157,405
Net income		--		--		3,805		3,805
Unallocated surplus designated for patronage distributions		--		--		(1,054)		(1,054)
Capital stock and participation certificates issued		--		47		--		47
Capital stock and participation certificates retired		--		(57)		--		(57)
Balance at March 31, 2013	\$	5	\$	2,067	\$	158,074	\$	160,146
Balance at December 31, 2013	\$	5	\$	2,094	\$	164,779	\$	166,878
Net income		--		--		2,924		2,924
Unallocated surplus designated for patronage distributions		--		--		(1,049)		(1,049)
Capital stock and participation certificates issued		--		32		--		32
Capital stock and participation certificates retired		--		(64)		--		(64)
Balance at March 31, 2014	\$	5	\$	2,062	\$	166,654	\$	168,721

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

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1: ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

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

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

Certain amounts in prior periods' financial statements have been reclassified to conform to the current period's presentation.

Recently Issued or Adopted Accounting Pronouncements

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

NOTE 2: LOANS AND ALLOWANCE FOR LOAN LOSSES

Loans consisted of the following (dollars in thousands):

As of:	March 31, 2014		December 31, 2013	
	Amount	%	Amount	%
Real estate mortgage	\$ 382,939	57.3%	\$ 385,663	52.8%
Production and intermediate term	248,759	37.2%	315,371	43.1%
Agribusiness	33,437	5.0%	26,673	3.6%
Other	3,444	0.5%	3,295	0.5%
Total	\$ 668,579	100.0%	\$ 731,002	100.0%

The other category is comprised of finance leases, loans originated under our mission related investment authority, and rural residential real estate related loans.

Delinquency

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

As of	30-89 Days Past Due		90 Days or More Past Due		Not Past Due or Less than 30 Days Past Due		Total Loans
	30-89 Days Past Due	90 Days or More Past Due	Total Past Due	30 Days Past Due	Total Loans		
As of March 31, 2014							
Real estate mortgage	\$ 461	\$ --	\$ 461	\$ 387,019	\$ 387,480		
Production and intermediate term	867	405	1,272	249,998	251,270		
Agribusiness	--	--	--	33,901	33,901		
Other	256	--	256	3,208	3,464		
Total	\$ 1,584	\$ 405	\$ 1,989	\$ 674,126	\$ 676,115		
As of December 31, 2013							
Real estate mortgage	\$ 129	\$ --	\$ 129	\$ 392,752	\$ 392,881		
Production and intermediate term	1	1,393	1,394	318,989	320,383		
Agribusiness	--	--	--	27,083	27,083		
Other	--	--	--	3,305	3,305		
Total	\$ 130	\$ 1,393	\$ 1,523	\$ 742,129	\$ 743,652		

There were no loans 90 days or more past due and still accruing interest at March 31, 2014 and December 31, 2013.

Risk Loans

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

As of:	March 31 2014	December 31 2013
Volume with specific reserves	\$ 344	\$ 278
Volume without specific reserves	1,314	1,991
Total risk loans	\$ 1,658	\$ 2,269
Total specific reserves	\$ 150	\$ 138
For the three months ended March 31	2014	2013
Income on accrual risk loans	\$ --	\$ 1
Income on nonaccrual loans	19	25
Total income on risk loans	\$ 19	\$ 26
Average risk loans	\$ 1,486	\$ 3,825

The decrease in risk loans was primarily due to repayments on nonaccrual loans.

Troubled Debt Restructurings

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

There were no troubled debt restructurings that occurred during the three months ended March 31, 2014. The following table presents information regarding troubled debt restructurings that occurred during the three months ended March 31, 2013 (in thousands):

	Pre-modification	Post-modification
Real estate mortgage	\$ 33	\$ 34
Production and intermediate term	25	25
Total	\$ 58	\$ 59

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

There were no troubled debt restructurings that defaulted during the three months ended March 31, 2014 or 2013 in which the modification was within twelve months of the respective reporting period.

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

As of:	March 31 2014	December 31 2013
Troubled debt restructurings in accrual status	\$ 7	\$ 7
Troubled debt restructurings in nonaccrual status	415	1,406
Troubled debt restructurings	\$ 422	\$ 1,413

Troubled debt restructurings outstanding decreased during the three months ended March 31, 2014 primarily due to payments on restructured loans. There were no additional commitments to lend to borrowers whose loans have been modified in a troubled debt restructuring at March 31, 2014.

Allowance for Loan Losses

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

Three months ended March 31	2014	2013
Balance at beginning of year	\$ 858	\$ 930
Reversal of loan loss provision	--	(72)
Loan recoveries	--	--
Loan charge-offs	--	--
Balance at end of period	<u>\$ 858</u>	<u>\$ 858</u>

NOTE 3: INVESTMENT IN AGRIBANK, FCB

As of March 31, 2014, we were required by AgriBank to maintain an investment equal to 2.25% of the average quarterly balance of our note payable to AgriBank plus an additional 1.0% on growth that exceeded a targeted rate. Previously, the required investment was equal to 2.5%.

The balance of our investment in AgriBank, all required stock, was \$15.4 million at March 31, 2014 and \$18.9 million at December 31, 2013.

NOTE 4: CONTINGENCIES AND COMMITMENTS

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

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

NOTE 5: FAIR VALUE MEASUREMENTS

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or most advantageous market for the asset or liability. Accounting guidance also establishes a fair value hierarchy, with three levels of inputs that may be used to measure fair value. Refer to Notes 2 and 12 in our 2013 Annual Report for a more complete description of the three input levels.

Non-Recurring Basis

We did not have any assets or liabilities measured at fair value on a recurring basis at March 31, 2014 or December 31, 2013. We may be required, from time to time, to measure certain assets at fair value on a non-recurring basis. Information on assets measured at fair value on a non-recurring basis follows (in thousands):

	Fair Value Measurement Using			Total Fair Value	Total Gains (Losses)
	Level 1	Level 2	Level 3		
As of March 31, 2014					
Loans	\$ --	\$ 204	\$ --	\$ 204	\$ (12)
Other property owned	--	--	--	--	--
As of December 31, 2013					
Loans	\$ --	\$ 147	\$ --	\$ 147	\$ (39)
Other property owned	--	--	--	--	(861)

Valuation Techniques

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

Other property owned: Represents the fair value and related losses of foreclosed assets that were measured at fair value based on the collateral value, which is generally determined using appraisals, or other indications based on sales of similar properties. Costs to sell represent transaction costs and are not included as a component of the asset's fair value. We had no other property owned at March 31, 2014 or December 31, 2013.

NOTE 6: SUBSEQUENT EVENTS

We have evaluated subsequent events through May 5, 2014, which is the date the consolidated financial statements were available to be issued. There have been no material subsequent events that would require recognition in our Quarterly Report or disclosure in the Notes to Consolidated Financial Statements.