FIRST SOUTH FARM CREDIT, ACA

2010 ANNUAL REPORT

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Stephen L. Rochelle .... President & Chief Executive Officer
Bryan Applewhite .... Senior Vice President/Chief Financial Officer/Treasurer
Sells J. Newman, Jr. .... Senior Vice President/Marketing
Randy Underwood .... Senior Vice President/Chief Credit Officer
Roger Chappell .... President, North Alabama Division
Cecil Corbello .... President, Louisiana Division
John Barnard .... President, Mississippi Division
Camp Powers .... President, South Alabama Division

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Ray Makamson .... Vice Chairman
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John R. Burden .... Director
Paul Clark .... Director
Dr. Marty J. Fuller .... Director
Dr. William E. Hardy, Jr. .... Director
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Shepherd Morris .... Director
Thomas H. Nelson, Jr. .... Director
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Ted S. Passmore .... Director
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Walter R. Richardson .... Director
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Dr. Daniel Viator .... Director
William H. Voss .... Director
Dan West .... Director

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Message from the Chief Executive Officer

In August of 1985 stockholders of 16 Production Credit Associations ("PCAs") in Alabama, Louisiana, and Mississippi approved a merger of their PCAs into what is now First South Farm Credit. With the close of 2010 First South marked 25 years of serving the farmers, ranchers and agribusinesses in rural communities across the three states. With the regulatory authority to make long-term loans starting January 1, 2010 First South became a true full service agricultural lender. First South's success story has been a testament to the dedication of our loyal customers and employees throughout these years.

The goal of the First South Board of Directors, management and employees is to maintain a strong financial position through sound business practices, profitability and maintaining a strong permanent capital base, while continuing to share a portion of our profits with you, our stockholders.

Since 1995 First South has distributed approximately $190 million in cash and allocated surplus to our stockholder/members. With earnings exceeding $23.5 million in 2010 and sound permanent capital, First South is poised to continue to share our profits. In the spring of 2011 First South will issue checks to its members of approximately $12 million.

We are proud of this success and we are proud to share it with you.

Whether you are hunting for that perfect piece of land, growing your agricultural-related business or expanding your farming operation, we at First South always appreciate the opportunity to provide lending solutions built on integrity and trust.

The Board of Directors and employees of First South sincerely appreciate your business and appreciate you allowing us to be your favorite Farm Credit institution in Alabama, Louisiana and Mississippi.

Stephen L. Rochelle
Stephen L. Rochelle
Chief Executive Officer

March 14, 2011

Report of Management

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

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

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

The Consolidated Financial Statements, in the opinion of management, fairly present the financial condition of the Association. The undersigned certify that we have reviewed the 2010 Annual Report of First South Farm Credit, ACA, that the report has been prepared under the oversight of the Audit Committee of the Board of Directors and 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.

William T. Kyser, II
Chairman of the Board

Stephen L. Rochelle
Chief Executive Officer

Bryan Applewhite
Chief Financial Officer

March 14, 2011

Report on Internal Control Over 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, 2010. In making the assessment, management used the framework in *Internal Control — Integrated Framework*, 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, 2010, 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, 2010.

Stephen L. Rochelle
Chief Executive Officer

Bryan Applewhite
Chief Financial Officer

March 14, 2011

Consolidated Five - Year Summary of Selected Financial Data

(dollars in thousands)	December 31, 2010	2009	2008	2007	2006
Balance Sheet Data					
Cash	$ 5,615	$ 9,906	$ 7,223	$ 8,356	$ 15,743
Loans	1,183,569	1,153,435	1,055,511	1,241,456	1,119,752
Less: allowance for loan losses	7,196	7,335	7,941	6,961	5,876
Net loans	1,176,373	1,146,100	1,047,570	1,234,495	1,113,876
Investments in other Farm Credit institutions	88,105	87,429	92,165	68,575	66,260
Other property owned	4,888	661	5	5	83
Other assets	38,634	37,963	34,431	33,606	36,885
Total assets	$ 1,313,615	$ 1,282,059	$ 1,181,394	$ 1,345,037	$ 1,232,847
Notes payable to AgFirst Farm Credit Bank*	$ 1,022,532	$ 1,007,408	$ 909,718	$ 1,088,297	$ 978,396
Accrued interest payable and other liabilities with maturities of less than one year	44,698	39,619	51,948	30,744	31,076
Total liabilities	1,067,230	1,047,027	961,666	1,119,041	1,009,472
Protected borrower stock	89	92	97	111	92
Capital stock and participation certificates	66,076	65,212	64,590	64,347	64,236
Retained earnings					
Allocated	110,558	102,957	93,412	84,707	77,039
Unallocated	90,530	86,789	85,259	83,048	82,008
Accumulated other comprehensive income (loss)	(20,868)	(20,018)	(23,630)	(6,217)	—
Total members' equity	246,385	235,032	219,728	225,996	223,375
Total liabilities and members' equity	$ 1,313,615	$ 1,282,059	$ 1,181,394	$ 1,345,037	$ 1,232,847
Statement of Income Data					
Net interest income	$ 35,095	$ 31,393	$ 29,611	$ 34,118	$ 32,592
Provision for (reversal of allowance for) loan losses	6,973	5,063	1,159	1,050	930
Noninterest income (expense), net	(4,583)	(6,844)	(8,230)	(12,002)	(12,345)
Net income	$ 23,539	$ 19,486	$ 20,222	$ 21,066	$ 19,317
Key Financial Ratios					
Rate of return on average:					
Total assets	1.80%	1.53%	1.62%	1.60%	1.67%
Total members' equity	9.70%	8.71%	8.70%	9.28%	8.89%
Net interest income as a percentage of average earning assets	2.98%	2.78%	2.62%	2.81%	3.07%
Net (chargeoffs) recoveries to average loans	(0.597)%	(0.489)%	(0.016)%	0.003%	(0.045)%
Total members' equity to total assets	18.76%	18.33%	18.60%	16.80%	18.12%
Debt to members' equity (:1)	4.33	4.45	4.38	4.95	4.52
Allowance for loan losses to loans	0.61%	0.64%	0.75%	0.56%	0.52%
Permanent capital ratio	14.19%	12.52%	12.98%	12.54%	13.50%
Total surplus ratio	12.94%	11.37%	11.77%	11.51%	12.33%
Core surplus ratio	11.89%	10.21%	10.55%	10.40%	10.77%
Net Income Distribution					
Estimated patronage refunds:					
Cash	$ 7,187	$ 4,463	$ 3,719	$ 3,838	$ 2,775
Qualified allocated retained earnings	3,080	4,463	2,480	3,838	4,162
Nonqualified allocated retained earnings	4,798	4,672	6,038	6,267	5,915
Nonqualified retained earnings	4,798	4,672	6,038	6,267	5,915

** General financing agreement is renewable on a one-year cycle. The next renewal date is December 31, 2011.*

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

(dollars in thousands, except as noted)

GENERAL OVERVIEW

The following commentary summarizes the financial condition and results of operations of First South Farm Credit, ACA, (Association) for the year ended December 31, 2010 with comparisons to the years ended December 31, 2009 and December 31, 2008. This information should be read in conjunction with the Consolidated Financial Statements, Notes to the Consolidated Financial Statements and other sections in this Annual Report. The accompanying Consolidated Financial Statements were prepared under the oversight of the Audit Committee of the Board of Directors. For a list of the Audit Committee members, refer to the "Report of the Audit Committee" reflected in this Annual Report. Information in any part of this Annual Report may be incorporated by reference in answer or partial answer to any other item of the Annual Report.

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

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

The Association obtains funding from AgFirst Farm Credit Bank (AgFirst or Bank). The Association is materially affected and shareholder investment in the Association could be affected by the financial condition and results of operations of the Bank. Copies of the Bank's Annual and Quarterly Reports are on the AgFirst website, ***www.agfirst.com,*** or may be obtained at no charge by calling 1-800-845-1745, extension 2832, or writing Susanne Caughman, AgFirst Farm Credit Bank, P. O. Box 1499, Columbia, SC 29202.

Copies of the Association's Annual and Quarterly reports are also available upon request free of charge on the Association's website***, www.firstsouthland.com,*** or by calling 1-888-297-1722, or writing Bryan Applewhite, First South Farm Credit, ACA, Three Paragon Centre, Suite 100, 574 Highland Colony Parkway, Ridgeland, MS 39157. The Association prepares an electronic version of the Annual Report, within 75 days after the end of the fiscal year and distributes the Annual Reports to shareholders within 90 days after the end of the fiscal year. The Association prepares an electronic version of the Quarterly report, which is available on the internet, within 40 days after the end of each fiscal quarter, except that no report needs to be prepared for the fiscal quarter that coincides with the end of the fiscal year of the Association.

FORWARD LOOKING INFORMATION

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

- political, legal, regulatory and economic conditions and developments in the United States and abroad;
- economic fluctuations in the agricultural, rural utility, international, and farm-related business sectors;
- weather-related, disease, and other adverse climatic or biological conditions that periodically occur that impact agricultural productivity and income;
- changes in United States government support of the agricultural industry and the Farm Credit System, as a government-sponsored enterprise, as well as investor and rating-agency reactions to events involving other government-sponsored enterprises and other financial institutions; and
- actions taken by the Federal Reserve System in implementing monetary policy.

AGRICULTURAL OUTLOOK

The following United States Department of Agriculture (USDA) analysis provides a general understanding of the U.S. agricultural economic outlook. However, this outlook does not take into account all aspects of the Association's business. References to the USDA information in this section refer to the entire U.S. agricultural market and are not limited to the Association.

The February 2011 USDA forecast estimates that 2010 farmers' net cash income, which is a measure of the cash income after payment of business expenses, increased to $91.3 billion, up $22.2 billion from 2009, and up $19.5 billion from its 10-year average of $71.8 billion. The improvement in 2010 farmers' net cash income was primarily due to an increase in livestock receipts of $21.7 billion. The USDA forecasts 2011 farmer's net cash income to increase to $98.6 billion, a $7.3 billion increase from 2010, and $26.8 billion above the 10-year average. Contributing to this forecasted increase in 2011 farmers' net cash income are increases in crop receipts of $24.0 billion, livestock receipts of $4.3 billion, and farm-related income of $300 million, partially offset by an increase in cash expenses of $19.7 billion, and a decline in direct government payments of $1.6 billion.

During 2010, feed prices declined through the first half of the year and export demand for livestock was strong resulting in the significant increase in livestock receipts. The forecast for crop receipts for 2010 was up from 2009 but not to the same extent as livestock. For 2011, crop receipts are forecasted to rise across a number of crop categories, particularly corn, soybeans, and cotton. Continued demand for ethanol, strong exports, and tight supplies are forecasted to contribute to significant commodity price increases. These increases, as well as uncertainty regarding future commodity price increases, could significantly raise input costs and place further pressure on certain dairy and livestock producers.

The following table sets forth the commodity prices per bushel for certain crops and by hundredweight for beef cattle from December 31, 2007 to December 31, 2010:

Commodity	12/31/10	12/31/09	12/31/08	12/31/07
Corn	$4.82	$3.60	$4.11	$3.76
Soybeans	$11.60	$9.80	$9.24	$10.00
Wheat	$6.45	$4.87	$5.95	$7.74
Beef Cattle	$98.10	$78.50	$79.70	$88.90

The USDA's February 2011 income outlook shows a great deal of variation depending on farm size, geographic location, and commodity specialties. The USDA classifies all farms into three primary categories: commercial farms, intermediate farms, and rural residential farms. Commercial farms, large-scale farms with gross sales greater than $250 thousand, represent about 10 percent of U.S. farms by number and represent 80 percent of total U.S. farm production. Commercial farms are expected to have a nearly 29 percent increase in average net cash income in 2010. Intermediate farms, defined as ones in which the primary occupation is farming and gross sales are between $10 thousand and $250 thousand, represent 30 percent of U.S. farms by number and account for 18 percent of total production. Intermediate farms are expected to have a 78 percent increase in average net cash income in 2010. The remaining 60 percent of U.S. farms are classified as rural residential farms where the primary occupation is not farming and the farms produce less than $10 thousand in products. Rural residential farms only account for 2 percent of total production.

In addition to farmers' net cash income, off-farm income is an important source of income for the repayment of farm debt obligations and is less subject to cycles in agriculture. However, off-farm income can be directly affected by conditions in the general economy. The USDA measures farm household income, which is defined as earnings from farming activities plus off-farm income. Nearly 100 percent of farm household income for operators of rural residential farms and more than 90 percent of farm household income for intermediate farms is generated from off-farm sources. Further, USDA data suggests that approximately 25 percent of farm household income for commercial farms is generated from off-farm income.

According to the USDA February 2011 forecast, farm sector asset values are expected to increase $64 billion or 3.1 percent to $2.121 trillion for 2010, reflecting increased expected returns on farm investments. The values of land, machinery/equipment, and inventories of crop, livestock, and poultry are expected to rise modestly in 2010. Farmers' equity (farm business assets minus debt) is expected to rise 3.8 percent from $1.812 trillion in 2009 to $1.881 trillion in 2010, largely due to an expected 3.1 percent increase in farm asset values and a 2.1 percent decline in debt.

One measure of the financial health of the agricultural sector used by the USDA is the assessment of farmers' utilization of their capacity to repay debt (actual debt as a percentage of maximum debt that can be supported by farmers' current income). Higher capacity utilization rates indicate tighter cash flow positions and, consequently, higher exposure to financial risk. Lower rates indicate healthier cash flow and financial position. These estimates do not take into account, however, off-farm income sources. Since 1970, debt repayment capacity utilization has ranged from a low of 37 percent in 1973 to a high of 110 percent in 1981, and has remained relatively stable since 1987, averaging about 50 percent. During 2010, repayment capacity utilization decreased to 45 percent due to the increase in farmers' net cash income. The forecast for 2011 predicts farmers' utilization to decline from 45 percent in 2010 to approximately 43 percent for 2011.

As estimated by the USDA in February 2011, the Farm Credit System's market share of farm business debt, defined as debt incurred by those involved in on-farm agricultural production, grew to 40.1 percent at December 31, 2009 (latest available data), as compared with 39.0 percent at December 31, 2008. Farm business debt is forecasted to rise slightly in 2011 to $241.6 billion from $240.3 billion in 2010. The USDA's forecast of rising debt is due to rising production costs, such as energy and feed, in 2011, which will drive certain crop and livestock producers to increase their debt loads.

In general, agriculture has experienced a sustained period of favorable economic conditions, due to stronger commodity prices, higher land values, and, to a lesser extent, government support programs. To date, the Association's financial results have remained favorable as a result of these conditions. Production agriculture, however, remains a cyclical business that is heavily influenced by commodity prices. In an environment of less favorable economic conditions in agriculture and without sufficient government support programs, the Association's financial performance and credit quality measures would likely be negatively impacted. Conditions in the general and agricultural economies remain volatile. Certain agriculture sectors, as described more fully in this *Management Discussion and Analysis*, experienced significant financial stress during 2010 and could continue to experience financial stress in 2011. Any negative impact from these less favorable conditions should be lessened by geographic and commodity diversification and the influence of off-farm income sources supporting agricultural-related debt. However, agricultural borrowers who are more reliant on off-farm income sources may be more adversely impacted by a weakened general economy.

CRITICAL ACCOUNTING POLICIES

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

- *Allowance for loan losses* — The allowance for loan losses is maintained at a level considered adequate by management to provide for probable and estimable losses inherent in the loan portfolio. The allowance for loan losses is increased through provisions for loan losses and loan recoveries and is decreased through allowance reversals and loan charge-offs. The allowance for loan losses is determined based on a periodic evaluation of the loan portfolio by management in which numerous factors are considered, including economic and political conditions, loan portfolio composition, credit quality and prior loan loss experience.

  Significant individual loans are evaluated based on the borrower's overall financial condition, resources, and payment record, the prospects for support from any financially responsible guarantor, and, if appropriate, the estimated net realizable value of any collateral. The allowance for loan losses encompasses various judgments, evaluations and appraisals with respect to the loans and their underlying security that, by nature, contains elements of uncertainty and imprecision. Changes in the agricultural economy and their borrower repayment capacity will cause these various judgments, evaluations and appraisals to change over time. Accordingly, actual circumstances could vary from the Association's expectations and predictions of those circumstances.

  Management considers the following factors in determining and supporting the levels of allowance for loan losses: the concentration of lending in agriculture, combined with uncertainties in farmland values, commodity prices, exports, government assistance programs, regional economic effects and weather-related influences. Changes in the factors considered by management in the evaluation of losses in the loan portfolios could result in a change in the allowance for loan losses and could have a direct impact on the provision for loan losses and the results of operations.

- *Valuation methodologies* — Management applies various valuation methodologies to assets and liabilities that often involve a significant degree of judgment, particularly when liquid markets do not exist for the particular items being valued. Quoted market prices are referred to when estimating fair values for certain assets for which an observable liquid market exists, such as most investment securities. Management utilizes significant estimates and assumptions to value items for which an observable liquid market does not exist. Examples of these items include impaired loans, pension and other postretirement benefit obligations, and certain other financial instruments. These valuations require the use of various assumptions, including, among others, discount rates, rates of return on assets, repayment rates, cash flows, default rates, costs of servicing and liquidation values. The use of different assumptions could produce significantly different results, which could have material positive or negative effects on the Association's results of operations.

- *Pensions* — Substantially all employees of the Association may participate in either the First South Farm Credit , ACA Retirement Plan (the FS Plan) or the AgFirst Farm Credit Cash Balance Retirement Plan (the CB Plan), which are defined benefit plans. The District sponsors the CB Plan which is considered a multi-employer plan. These two Plans are noncontributory. The FS Plan includes eligible Association employees and the CB Plan includes eligible District employees. In addition, the Association employees also participate in a defined contribution retirement savings plan. Pension expense for all plans is recorded as part of salaries and employee benefits. Pension expense for the defined benefit retirement plans is determined by actuarial valuations based on certain assumptions, including expected long-term rate of return on plan assets and discount rate. The expected return on plan assets for the year is calculated based on the composition of assets at the beginning of the year and the expected long-term rate of return on that portfolio of assets. The discount rate is used to determine the present value of our future benefit obligations. We selected the discount rate by reference to Hewitt's (a global human resources firm) top quartile rate, actuarial analyses and industry norms.

ECONOMIC CONDITIONS

During 2010, economic conditions across First South's territory remained stagnant. Most sectors of the economy experienced stress. Within the agricultural economy, abnormally high input costs resulted in high operating costs, but were offset somewhat by high prices for many commodities. Livestock, poultry, dairy and other producers in feed consuming sectors continue to experience high feed costs. Industries tied to housing, such as forestry, sawmills, sod producers and landscape nurseries, continued to suffer from weak demand. Real estate demand remains modest and values for non-agricultural property fell modestly as well. Demand and prices for productive agricultural land remained stable. Production and harvest conditions were mixed across the Association's territory.

Despite these challenges, credit quality remained relatively stable and within satisfactory levels by most measures.

LOAN PORTFOLIO

The Association provides funds to farmers, rural homeowners, and farm-related businesses for financing of short and intermediate-term loans and long-term real estate mortgage loans through numerous product types.

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

Loan Type	2010		2009		2008	
Production and intermediate-term	$ 776,278	65.59%	$ 768,928	66.66%	$ 926,704	87.80%
Real estate mortgage	315,757	26.68	263,801	22.87	*	*
Processing and marketing	43,481	3.67	59,967	5.20	61,903	5.86
Farm-related business	19,952	1.69	26,148	2.27	32,277	3.06
Communication	13,099	1.10	13,252	1.15	13,356	1.27
Loans to cooperatives	8,873	.75	14,737	1.28	13,797	1.31
Energy	3,518	.30	3,634	.31	3,732	0.35
Rural residential real estate	2,611	.22	2,968	.26	3,742	0.35
Total	$1,183,569	100.00%	$1,153,435	100.00%	$1,055,511	100.00%

* Information not available prior to January 1, 2009.

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

The geographic distribution of the loan volume by state for the past three years is as follows:

	December 31,		
State	2010	2009	2008
Alabama	48.78%	48.91%	49.29%
Louisiana	29.21	22.39	19.77
Mississippi	22.01	28.70	30.94
	100.00%	100.00%	100.00%

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

The major commodities in the Association loan portfolio are shown below. The predominant commodities are poultry, real estate, forestry, livestock and rice, which constitute over 70 percent of the entire portfolio.

	December 31,					
	2010		2009		2008	
Commodity Group	Amount	%	Amount	%	Amount	%
Poultry	$ 327,124	28	$314,374	27	$ 320,751	30
Real Estate	181,153	15	181,717	16	*	*
Forestry	167,318	14	155,712	14	213,867	20
Livestock	110,385	9	99,227	9	65,920	6
Rice	67,025	6	47,115	4	30,148	3
Cotton	62,956	5	69,005	6	77,431	7
Soybeans	47,696	4	38,175	3	33,991	3
Sugar Cane	41,897	4	39,186	4	37,294	4
Catfish	18,659	2	27,263	2	26,502	3
Peanuts	14,944	1	17,215	1	12,953	1
Other	144,412	12	164,446	14	236,653	23
Total	$ 1,183,569	100	$ 1,153,435	100	$ 1,055,510	100

* Information not available prior to January 1, 2009.

Repayment ability is closely related to the commodities produced by our borrowers, and increasingly, the off-farm income of borrowers. The Association's loan portfolio contains a concentration of poultry, real estate and forestry producers. Although a large percentage of the loan portfolio is concentrated in these enterprises, many of these operations are diversified within their enterprise and/or with crop production that reduces overall risk exposure. Demand for beef, prices of field grains, and international trade are some of the factors affecting the price of these commodities. Even though the concentration of large loans has increased over the past several years, the agricultural enterprise mix of these loans is diversified and similar to that of the overall portfolio. The risk in the portfolio associated with commodity concentration and large loans is reduced by the range of diversity of enterprises in the Association's territory.

The increase in gross loan volume for the twelve months ended December 31, 2010, is primarily attributed to increased involvement in real estate lending.

The Association's short-term portfolio, which is heavily influenced by operating-type loans, normally reaches a peak balance in August and rapidly declines in the fall months as commodities are marketed and proceeds are applied to repay operating loans.

During 2010, the activity in the buying and selling of loan participations inside and outside of the system stabilized somewhat over recent years. These participations remain as a means for the Association to spread credit concentration risk and manage our capital position. At December 31, 2010, the Association had $310,244 loan participations sold compared to $305,208 at December 31, 2009 and $367,993 at December 31, 2008.

	December 31,		
Loan Participations:	2010	2009	2008
	(dollars in thousands)		
Participations Purchased– FCS Institutions	$ 82,079	$ 114,961	$ 129,072
Participations Purchased– Non-FCS Institutions	146,203	133,107	123,527
Participations Sold	(310,244)	(305,208)	(367,993)
Total	$ (81,962)	$ (57,140)	$ (115,394)

The Association did not have any loans sold with recourse, retained subordinated participation interests in loans sold, or interests in pools of subordinated participation interests for the period ended December 31, 2010.

INVESTMENT SECURITIES

As permitted under FCA regulations, the Association is authorized to hold eligible investments for the purposes of reducing interest rate risk and managing surplus short-term funds. The Bank is responsible for approving the investment policies of the Association. The Bank annually reviews the investment portfolio of every association that it funds. At December 31, 2010, the Association had no investment securities.

CREDIT RISK MANAGEMENT

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

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

The credit risk management process begins with an analysis of the borrower's credit history, repayment capacity, and financial position. Repayment capacity focuses on the borrower's ability to repay the loan based upon cash flows from operations or other sources of income, including non-farm income. As required by FCA regulations, each institution that makes loans on a collateralized basis must have collateral evaluation policies and procedures. In addition, each loan is assigned a credit risk rating based upon the underwriting standards. This credit risk rating process incorporates objective and subjective criteria to identify inherent strengths, weaknesses, and risks in a particular relationship.

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

- Acceptable – Assets are expected to be fully collectible and represent the highest quality.
- Other Assets Especially Mentioned (OAEM) – Assets are currently collectible but exhibit some potential weakness.
- Substandard – Assets exhibit some serious weakness in repayment capacity, equity, and/or collateral pledged on the loan.
- Doubtful – Assets exhibit similar weaknesses to substandard assets. However, doubtful assets have additional weaknesses in existing facts, conditions and values that make collection in full highly questionable.
- Loss – Assets are considered uncollectible.

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

Credit Quality	2010	2009	2008
Acceptable & OAEM	95.31%	96.62%	95.39%
Substandard	4.69	3.38	4.61
Doubtful	–	–	–
Loss	–	–	–
Total	100.00%	100.00%	100.00%

Nonperforming Assets

The Association's loan portfolio is divided into performing and high-risk categories. The high-risk assets, including accrued interest, are detailed below:

High-risk Assets	December 31, 2010	2009	2008
	(dollars in thousands)		
Nonaccrual loans	$ 14,550	$ 11,465	$ 29,993
Restructured loans	–	–	–
Accruing loans 90 days past due	–	–	–
Total high-risk loans	14,550	11,465	29,993
Other property owned	4,888	661	5
Total high-risk assets	$ 19,438	$ 12,126	$ 29,998
Ratios			
Nonaccrual loans to total loans	1.23%	0.99%	2.84%
High-risk assets to total assets	1.48%	0.95%	2.54%

Nonaccrual loans represent all loans where there is a reasonable doubt as to the collection of principal and/or future interest accruals, under the contractual terms of the loan. In substance, nonaccrual loans reflect loans where the accrual of interest has been suspended. Nonaccrual loans increased $3,085 in 2010. The increase in nonaccrual loans is indicative of the stress in the loan portfolio resulting from a weak economy. Of the $14,550 in nonaccrual volume at December 31, 2010, $6 or .04%, compared to .17% and 94.35% at December 31, 2009 and 2008, respectively, was current as to scheduled principal and interest payments, but did not meet all regulatory requirements to be transferred into accrual status.

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

Allowance for Loan Losses

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

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

Allowance for Loan Losses Activity:	Year Ended December 31, 2010	2009	2008
	(dollars in thousands)		
Balance at beginning of year	$ 7,335	$ 7,941	$ 6,961
Charge-offs:			
Real estate mortgage	(2,170)	–	–
Production and intermediate-term	(5,346)	(5,711)	(230)
Agribusiness	(162)	–	–
Total charge-offs	(7,678)	(5,711)	(230)
Recoveries:			
Real estate mortgage	5	–	–
Production and intermediate-term	396	29	51
Energy	–	12	–
Agribusiness	165	1	–
Total recoveries	566	42	51
Net (charge-offs) recoveries	(7,112)	(5,669)	(179)
Provision for (reversal of allowance for) loan losses	6,973	5,063	1,159
Balance at end of year	$ 7,196	$ 7,335	$ 7,941
Ratio of net (charge-offs) recoveries during the period to average loans outstanding during the period	(0.597)%	(0.489)%	(0.016)%

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

Allowance for Loan Losses by type	December 31, 2010	2009	2008
	(dollars in thousands)		
Real estate mortgage	$ 3,501	$ 2,225	$ *
Production and intermediate term	3,425	4,195	7,223
Agribusiness	232	864	620
Communication	23	32	63
Energy	6	9	17
Rural residential real estate	9	10	18
Total	$ 7,196	$ 7,335	$ 7,941

* Information not available prior to January 1, 2009

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

Allowance for Loan Losses as a Percentage of:	December 31, 2010	2009	2008
Total loans	.61%	0.64%	0.75%
Nonperforming loans	49.46%	63.98%	26.48%
Nonaccrual loans	49.46%	63.98%	26.48%

Please refer to Note 3, "Loans and Allowance for Loan Losses," of the Notes to the Consolidated Financial Statements, for further information concerning the allowance for loan losses.

RESULTS OF OPERATIONS

Net Interest Income

Net interest income was $35.1 million, $31.4 million and $29.6 million in 2010, 2009 and 2008, respectively. Net interest income is the difference between interest income and interest expense. Net interest income is the principal source of earnings for the Association and is impacted by volume, yields on assets and cost of debt. The effects of changes in average volume and interest rates on net interest income over the past three years are presented in the following table:

Change in Net Interest Income	Volume*	Rate	Nonaccrual Income	Total
		(dollars in thousands)		
12/31/10 - 12/31/09				
Interest income	$ 2,471	$ (1,030)	$ 117	$ 1,558
Interest expense	(557)	(2,701)	–	2,144
Change in net interest income:	$ (1,914)	$ 1,671	$ 117	$ 586
12/31/09 - 12/31/08				
Interest income	$ 302	$ (12,258)	$ 901	$ (11,055)
Interest expense	(910)	(13,747)	–	(12,837)
Change in net interest income:	$ (608)	$ 1,489	$ 901	$ 1,782

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

Noninterest Income

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

Noninterest Income	For the Year Ended December 31, 2010	2009	2008	Percentage Increase (Decrease) 2010/2009	2009/2008
	(dollars in thousands)				
Loan fees	$ 3,073	$ 2,964	$ 2,851	3.68%	3.96%
Fees for financially related services	871	921	813	(5.4)	13.28
Patronage refund from other Farm Credit Institutions	20,078	18,000	12,992	11.54	38.55
Gains (losses) on other property owned, net	(1,014)	(267)	28	(379.78)	(1,053.57)
Insurance fund rebate	1,211	–	–	100.00	–
Other noninterest income	97	266	137	63.53	94.16
Total noninterest income	$ 24,316	$ 21,884	$ 16,821	11.11%	30.10%

The increase in noninterest income relates mainly to patronage refunds from the participation of loans with AgFirst and the overall growth in the loan portfolio.

Noninterest Expense

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

Noninterest Expense	For the Year Ended December 31, 2010	2009	2008	Percentage Increase/(Decrease) 2010/2009	2009/2008
	(dollars in thousands)				
Salaries and employee benefits	$ 20,381	$ 19,528	$ 16,166	4.37%	20.80%
Occupancy and equipment	1,405	1,342	1,345	4.69	–
Insurance Fund premiums	488	1,894	1,561	(74.24)	21.33
Other operating expenses	6,438	5,886	5,962	9.37	(.01)
Total noninterest expense	$ 28,712	$ 28,650	$ 25,034	.22%	14.44%

Salaries and employee benefits increased in 2010, as compared with 2009, primarily due to increased costs associated with merit increases and employee staffing levels.

Insurance Fund premiums decreased 74.24% percent for the twelve months ended December 31, 2010, compared to the same period of 2009. The decrease is primarily due to the reduction in premium rates for 2010. The Farm Credit System Insurance Corporation (FCSIC) set premiums at 5 basis points on adjusted insured debt outstanding for 2010. In addition, there was a 10 basis point premium on the average principal outstanding of nonaccrual loans and any other-than-temporarily impaired investments. Rates were 20 basis points in 2009 and ranged from 15 to 18 basis points in 2008.

Income Taxes

The Association recorded a provision for income taxes of $187, $78 and $17 for the years ended December 31, 2010, 2009 and 2008, respectively. Refer to Note 2, "Summary of Significant Accounting Policies, Income Taxes," of the Notes to the Consolidated Financial Statements, for more information concerning Association income taxes.

Key Results of Operations Comparisons

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

Key Results of Operations Comparisons	For the 12 Months Ended 12/31/10	12/31/09	12/31/08
Return on average assets	1.80%	1.53%	1.62%
Return on average members' equity	9.70%	8.71%	8.70%
Net interest income as a percentage of average earning assets	2.98%	2.78%	2.62%
Net (charge-offs) recoveries to average loans	(.597)%	(.489)%	(0.016)%

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

LIQUIDITY AND FUNDING SOURCES

Liquidity and Funding

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

Total notes payable to the Bank at December 31, 2010, was $1,022,532 as compared to $1,007,408 at December 31, 2009 and $909,718 at December 31, 2008. The increase of 1.5 percent compared to December 31, 2009 and an increase of 12.4 percent compared to December 31, 2008, was attributable to loan growth and changes in loan participations sold to the Bank, respectively. The average volume of outstanding notes payable to the Bank was $1,027,495, $1,009,762 and $989,553 for the years ended December 31, 2010, 2009 and 2008, respectively. Refer to Note 7, "Notes Payable to AgFirst Farm Credit Bank," of the Notes to the Consolidated Financial Statements, for weighted average interest rates and maturities, and additional information concerning the Association's notes payable.

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

The Association had no lines of credit from third party financial institutions as of December 31, 2010.

Funds Management

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

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

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

Relationship with the Bank

The Association's statutory obligation to borrow only from the Bank is discussed in Note 7, "Notes Payable to AgFirst Farm Credit Bank" of the Notes to the Consolidated Financial Statements in this Annual Report.

The Bank's ability to access capital of the Association is discussed in Note 4 "Investment in AgFirst Farm Credit Bank" of the Notes to the Consolidated Financial Statements in this Annual Report.

The Bank's role in mitigating the Association's exposure to interest rate risk is described in the "Liquidity and Funding Sources" section of this Management's Discussion and Analysis and in Note 7, "Notes Payable to AgFirst Farm Credit Bank" included in this Annual Report.

CAPITAL RESOURCES

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

The Association Board of Directors establishes, adopts, and maintains a formal written capital adequacy plan to ensure that adequate capital is maintained for continued financial viability, to provide for growth necessary to meet the needs of members/borrowers, and to ensure that all stockholders are treated equitably. There were no material changes to the capital plan for 2010 that would affect minimum stock purchases or would have an effect on the Association's ability to retire stock and distribute earnings.

Total members' equity at December 31, 2010 increased 4.8% percent to $246,385 from the December 31, 2009, total of $235,032. At December 31, 2009, total members' equity increased 6.96 percent from the December 31, 2008 total of $219,728. The increase was primarily attributed to a decrease of the accumulated other comprehensive loss of ($3,612) and an increase of allocated retained earnings of $7,601.

Total capital stock and participation certificates were $66,165 on December 31, 2010, compared to $65,304 on December 31, 2009 and $64,687 on December 31, 2008. The increase was attributed to the continued loan growth of the Association.

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

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

	2010	2009	2008	Regulatory Minimum
Permanent capital ratio	14.19%	12.52%	12.98%	7.00%
Total surplus ratio	12.94%	11.37%	11.77%	7.00%
Core surplus ratio	11.89%	10.21%	10.55%	3.50%

The increase in the Association's permanent capital, total surplus, and core surplus ratios for December 31, 2010 was primarily attributable to steady loan volume. The decrease in the ratios for December 31, 2009 was the result increased loan volume due to fall crop conditions. There are no trends, commitments, contingencies, or events that are likely to affect the Association's ability to meet regulatory minimum capital standards and capital adequacy requirements.

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

PATRONAGE PROGRAM

Prior to the beginning of any fiscal year, the Association's Board of Directors, by adoption of a resolution, may establish a Patronage Allocation Program to distribute its available consolidated net earnings. This resolution provides for the application of net earnings in the manner described in the Association's Bylaws. This includes the setting aside of funds to increase surplus to meet minimum capital adequacy standards established by FCA Regulations, to increase surplus to meet Association capital adequacy standards to a level necessary to support competitive pricing at targeted earnings levels, and for reasonable reserves for necessary purposes of the Association. After excluding net earnings attributable to (a) the portion of loans participated to another institution, and (b) participation loans purchased, remaining consolidated net earnings are eligible for allocation to borrowers. Refer to Note 8, "Members' Equity," of the Notes to the Consolidated Financial Statements, for more information concerning the patronage distributions. The Association declared patronage distributions of $19,863 in 2010, $18,270 in 2009, and $18,275 in 2008.

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

The Association's mission includes providing sound and constructive credit and related services to Young, Beginning and Small (YBS) farmers and ranchers. First South's mission is directed by board and management to ensure that our Association is making every effort possible to implement our YBS program.

The Association has in place a flexible YBS program with policies and procedures that are designed to meet the needs of YBS farmers in our Association's territory. The First South Board approves the YBS policy as well as the annual business plan which outlines practices to accomplish the First South YBS mission.

YBS farmers and ranchers are defined as:

> *Young Farmer*: A farmer, rancher, or producer or harvester of aquatic products who is age 35 or younger as of the date the loan is originally made.
>
> *Beginning Farmer*: A farmer, rancher, or producer or harvester of aquatic products who has 10 years or less farming or ranching experience as of the date the loan is originally made.
>
> *Small Farmer*: A farmer, rancher, or producer or harvester of aquatic products who normally generates less than $250 in annual gross sales of agricultural or aquatic products at the date the loan is originally made.

The Association's Young, Beginning, and Small farmer and rancher program (YBS) complies with statutory and regulatory requirements which include qualitative and quantitative goals. Goals include coordinating with government agencies that offer loan guarantees for risk management purposes. First South is an FSA approved lender.

The Association business plan also outlines strategies to increase market share success, a market outreach program that generates participation and involvement by Association staff at the field level. Strategies include (1) YBS Program on the Association website, (2) First South Market Outreach Program, (3) Country Loan and Small Loan Program, (4) demographic information by state and county, and (5) sponsorships and educational programs. The results of these outreach and education programs are reported to the Association Board of Directors on an annual basis.

The Association business plan also includes a budget recommended by management that is sufficient to carry out the Association's YBS mission and performance goals.

The following table outlines the loan volume and number of YBS loans in the loan portfolio as of December 31, 2010 for the Association.

	As of December 31, 2010	
	Number of Loans	**Amount of Loans**
Young	1,352	$130,131
Beginning	1,840	$201,846
Small	4,618	$319,660

For purposes of the above table, a loan could be included in more than one of the categories depending on the characteristics of the underlying borrower.

The 2007 USDA Ag Census data has been used as a benchmark to measure penetration of the Association YBS marketing efforts. The USDA Ag Census data prepared and provided by AgFirst Farm Credit Bank shows the number of YBS farmers in First South Farm Credit Association's territory as of December 31, 2007: Young (5,677); Beginning (33,455); Small (107,911).

The AgFirst demographics show First South segment penetration as a percentage of Association territory totals as follows: Young 14.2%; Beginning 3.8%; Small 2.7%. As of December 31, 2010, of the Association's total portfolio 15.3% were Young farmers; 23.9% were Beginning farmers; and 55.1% were Small farmers.

Data Source: USDA-NASS 2007 Ag Census of Agriculture Volume I: Geographic Area Series Tables 2 and 46. Other data from AgFirst FCB Marquis standard reports period ending December 2010.

REGULATORY MATTERS

For the twelve months ended December 31, 2010, the FCA took no enforcement action against the Association.

RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

Please refer to Note 2, *Summary of Significant Accounting Policies*, in the Notes to the Consolidated Financial Statements for recently issued accounting pronouncements.

Disclosure Required by Farm Credit Administration Regulations

Description of Business

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

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

Description of Property

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

Location	Description	Form of Ownership
574 Highland Colony Pkwy. Ridgeland, MS	Administrative	Leased
2341 AL Hwy. 21 South Oxford, AL	Branch	Owned
1824 Eva Rd., NE Cullman, AL	Division/Branch	Owned
320 AL Hwy. 75 N Albertville, AL	Branch	Owned
One Perimeter Park South Birmingham, AL	Branch	Leased
30035 Hwy. 72 West Madison, AL	Branch	Owned
14390 Market St. Moulton, AL	Branch	Owned
970 Hwy. 20 East Tuscumbia, AL	Branch	Owned
700 Hwy. 80 West Demopolis, AL	Branch	Owned
4210 McFarland Blvd. Northport, AL	Branch	Owned
1715 West Second Street Montgomery, AL	Division	Owned
1401 Forest Avenue Montgomery, AL	Branch	Owned
141 Lee St. Luverne, AL	Branch	Owned
1434 S. Union Ave. Ozark, AL	Branch	Owned
209 E. Second St. Bay Minette, AL	Branch	Leased
5070 Boll Weevil Circle Enterprise, AL	Branch	Owned
1103 Bypass West Andalusia, AL	Branch	Owned
260 Trace Colony Park Drive Ridgeland, MS	Division/Branch	Owned
914 Van Buren Ave. Oxford, MS	Branch	Owned
2216 S. Gloster St. Tupelo, MS	Branch	Owned
306 E. Jefferson St. Aberdeen, MS	Branch	Owned
Hwy. 9 North Calhoun City, MS	Branch	Owned
1089D Stark Road Starkville, MS	Branch	Leased
103 Professional Plaza Greenwood, MS	Branch	Owned
203 Cossar Blvd. Charleston, MS	Branch	Owned
209 Second St. Indianola, MS	Branch	Owned
505 E. Second St. Clarksdale, MS	Branch	Owned
1021 Highway 82 East Leland, MS	Branch	Owned
303 S. Sharpe St. Cleveland, MS	Branch	Owned
306 N. Main St. Newton, MS	Branch	Owned
701 Haley Barbour Parkway Yazoo City, MS	Branch	Owned
501 Apache Drive McComb, MS	Branch	Owned
749 Cosby St. Centreville, MS	Closed	Owned
1711 Hardy St. Hattiesburg, MS	Branch	Owned
728 Sawmill Rd. Laurel, MS	Branch	Owned
5057 Hwy. I-49 South Service Rd. Opelousas, LA	Division/Branch	Owned
222 N. Cedar St. Tallulah, LA	Branch	Owned
109 Davis St. Lake Providence, LA	Branch	Owned
811 Jackson St. Winnsboro, LA	Branch	Owned
2308 S. MacArthur Dr. Alexandria, LA	Branch	Owned
321 South Main St. Marksville, LA	Branch	Owned
1007 Guy Dr. St. Martinville, LA	Branch	Owned
3206 South LA 13 Crowley, LA	Branch	Owned
407 N. Church St. Jennings, LA	Branch	Owned
4696 Hwy. 19 Zachary, LA	Branch	Owned
725 Hospital Rd. New Roads, LA	Closed	Owned
1001 N.W. Central Ave. Amite, LA	Branch	Owned
1725 St. Mary Hwy. Thibodaux, LA	Branch	Owned

Lease Information Disclosure:

Location	Term of Lease	Expiration Date	Monthly Lease Amount
Ridgeland, MS	5 yrs.	03/31/15	$13,046.67
Birmingham, AL	18 mos.	07/31/11	$736.00
Bay Minette, AL	3 yrs.	08/02/11	$1,600.00
Starkville, MS	2 yrs.	09/30/12	$2,018.33

Legal Proceedings

Information, if any, to be disclosed in this section is incorporated herein by reference to Note 12 of the Consolidated Financial Statements, "Commitments and Contingencies," included in this Annual Report.

Description of Capital Structure

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

Description of Liabilities

The description of liabilities, contingent liabilities and obligations to be disclosed in this section is incorporated herein by reference to Notes 2, 7 and 12 of the Consolidated Financial Statements included in this Annual Report.

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

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

Senior Officers

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

Senior Officer	Position & Other Business Interests
Stephen L. Rochelle	*President & Chief Executive Officer* since July 1992.
Bryan Applewhite	*Chief Financial Officer /Senior Vice President/Treasurer* since November 2001.
Sells J. Newman, Jr.	*Senior Vice President/Marketing* since October 1987.
Randy Underwood	*Senior Vice President/Chief Credit Officer* since April 1994.
Roger Chappell	*President, North Alabama Division* since June 1988. He serves on the Board of Directors of the Alabama Poultry and Egg Association (promotes the poultry industry in Alabama) and the Alabama Feed and Grain Association (promotes agriculture in Alabama). He is also a charter member of the board for the Cullman Student Investment Foundation which mobilizes community support and raises funds to bridge the gap created by insufficient funding for Cullman County public schools.
Cecil Corbello	*President, Louisiana Division* since June 1988. He serves on the Board of Directors of the St. Landry Parish Farm Bureau and the St. Landry Parish Cattlemen's Association (both support agriculture in St. Landry Parish, Louisiana).
John Barnard	*President, Mississippi Division* since April 1994.
Camp Powers	*President, South Alabama Division* since June 1988. He serves as President of the Southeastern Livestock Exposition (promotes livestock in Alabama).

The total amount of compensation earned by the CEO and all senior officers as a group during the years ended December 31, 2010, 2009 and 2008, is as follows:

Name of Individual or Number in Group	Year	Annual Salary	Bonus	Deferred/- Perquisites	Other	Total
Stephen L. Rochelle	2010	$ 279,898	$ 69,972	$7,433	–	$ 357,303
Stephen L. Rochelle	2009	$ 272,010	$ 59,840	$7,931	–	$ 339,781
Stephen L. Rochelle	2008	$ 245,009	$ 61,250	$6,057	–	$ 312,316
7	2010	$1,055,995	$ 153,528	–	–	$1,209,523
7	2009	$1,017,561	$ 98,197	–	–	$1,115,758
7	2008	$ 971,668	$152,523	–	–	$1,124,191

The Association had an incentive plan for 2010. The Incentive Plan consists of two avenues to earn incentive including 1) incentive based upon bottom line profitability from operations for the 12-month calendar year and 2) incentive based upon capital enhancement practices. Employees share on a pro rata salary basis at the branch level and an average basis at the administrative level and are limited to a maximum of 25 percent of individual salaries in the profitability portion of the Plan. The capital enhancement portion is not limited as the Association works to enhance its capital position. Incentives are paid within 45 days of the year end. The incentives/bonuses are shown in year earned which may be different than the year of payment. Seven senior officers shared in the 2010 incentive.

Disclosure of information on the total compensation paid during 2010 to any senior officer, or to any other individual included in the total, is available to shareholders upon request.

Directors

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

The aggregate amount of reimbursement for travel, subsistence and other related expenses for all directors as a group was $182,025 for 2010, $191,140 for 2009 and $200,191 for 2008.

Subject to approval by the board, the Association may allow directors honorarium of $500 per day for attendance at official board meetings and auxiliary board and committee meetings not held in conjunction with official board meetings, $250 per day for auxiliary board and committee meetings held in conjunction with official board meetings, $50 for telephone conference calls and $100 to $400 travel on a pro rata mileage basis. Total compensation paid to directors as a group was $190,240.

The following represents certain information regarding the directors of the Association:

William T. (Bill) Kyser, Chairman a resident of Hale County, Alabama, has a catfish, beef cattle and timber operation which has been his primary operation for the past five years. He has served as a director for Catfish Farmers of America, Alabama Farmers Federation, Auburn Agricultural Alumni Association, Greensboro Farmers Cooperative, and Hale County Cattlemen's Association. These organizations promote agriculture and agricultural commodities nationally and in Alabama. He has also served as a director of Eagle Aquaculture and Falcon Protein Products, catfish businesses. Mr. Kyser has been a member for 44 years. During 2010, he served 14 days at Association board meetings and 6 days in other official activities, and was paid $7,400. His term of office is 2008 - 2010.

Ray Makamson, Vice-Chairman, is managing partner of a cotton gin, Greenwood Gin, Inc., and has been farming for 39 years. He is owner of Ray Makamson Farms. His farming operation consists of 3,000 acres of cotton and 750 acres of soybeans which has been his primary operation for the past 20 years. He is part owner of Ag-Concepts, a flying service, and part owner of Delta Farm and Auto, a parts store. Mr. Makamson serves on the board of Delta Oil Mill, a cottonseed crushing operation. Mr. Makamson has been a member of First South for 39 years. During 2010, he served 17 days at Association board meetings and 5 days in other official activities, and was paid $8,240. His term of office is 2009 - 2011.

Paul Briscoe of Oxford, Mississippi, is a partner in Briscoe and Sons Farms. The farming operation of over 4,000 acres in Lafayette County, Mississippi, includes cotton, soybeans, corn, wheat, timber and beef cattle which has been his primary operation for the past five years. He has served on the Lafayette County Farm Bureau Board since 1980 and served as its president for 15 of those years. He also served a total of three terms on the State Board. Mr. Briscoe has been a member for over 27 years. During 2010, he served 10 days at Association board meetings and 1 day in other official activities, and was paid $6,340. His term of office is 2008 - 2010.

John R. Burden has a dairy operation in Baileyton, Alabama, which has been his primary operation for the past five years. He is a former member of Patron Council for Goldkist, a poultry integrator, and he is former director of DHIA which serves the dairy industry. Mr. Burden has been a member for 35 years. During 2010, he served 10 days at Association board meetings and 7 days in other official activities, and was paid $9,530. His term of office is 2010 - 2012.

Paul Clark, of Decatur, Alabama, has a row crop operation in Courtland, Alabama, consisting of 1,800 acres of corn, soybeans and cotton which has been his primary operation for the past five years. He is also co-owner of Clark and Reed, an ag consulting firm. He is a member and past president of Alabama Ag Consulting Association which supports and promotes the profession of agricultural consulting. He is also a director of Autauga Quality Cotton Association, a cotton marketing group. Mr. Clark has been a member for 23 years. During 2010, he served 12 days at Association board meetings and 23 days in other official activities, and was paid $11,320. His term of office is 2008 - 2010.

Dr. Marty J. Fuller, of Starkville, Mississippi, serves as a board appointed director, and is not a member of the Association. He is President and CEO of Federal Solutions LLC specializing in government relations and business development. Prior to this role he served as the Director of Federal Relations for Mississippi State University (MSU). Dr. Fuller also served previously as the Associate Director of the Mississippi Agricultural and Forestry Experiment Station (MAFES) and is an Emeritus Professor in the Department of Agricultural Economics at Mississippi State University. He received his B.S., M.S. and Ph.D. degrees in Agricultural Economics from MSU. During 2010, he served 5 days at Association board meetings and 7 days in other official activities, and was paid $3,600. His term of office is April 1, 2008 – March 31, 2011.

Dr. William E. Hardy, Jr., serves as a board appointed director, and is not a member of the Association. He is Professor of Agricultural Economics in the College of Agriculture at Auburn University. He served as Associate Dean in the college from January 2000 until August 2007. Dr. Hardy became a member of the Auburn University faculty in the Department of Agricultural Economics in October 1972, and currently teaches a course in agricultural law. He has taught economics, quantitative methods and agricultural finance, and has also done significant research in the area of agriculture finance. Dr. Hardy received his B.S., M.S. and PhD. degrees in Agricultural Economics from Virginia Tech. He also received a J.D. degree from Jones School of Law at Faulkner University in Montgomery, Alabama and is a member of the Alabama Bar. During 2010, he served 13 days at Association board meetings and 12 days in other official activities, and was paid $8,850. His term of office is April 1, 2010 – March 31, 2013.

Gaston L. Lanaux, III, of Husser, Louisiana, is a consulting forester in the Florida Parishes of Louisiana with total timberland under management exceeding 40,000 acres. This has been his primary operation for the past 26 years. Mr. Lanaux lives on a 300-acre tree farm in Tangipahoa Parish, Louisiana. He is a member of the board of directors of Louisiana Forestry Association, and is past president and lifetime member of the Louisiana Forestry Association. He is a member, board member and past president of the Tangipahoa Parish Forestry Association and serves on the advisory committee of LSU's School of Renewable Natural Resources. Mr. Lanaux has been a member for 10 years. During 2010, he served 14 days at Association board meetings and 8 days in other official activities, and was paid $9,210. His term of office is 2010 - 2011.

Alan Marsh, a resident of Limestone County, Alabama, is a partner of Marsh Farms, a 3,000-acre family farming operation consisting of 500 acres of cotton, along with corn, soybeans, and wheat which has been his primary operation for the past five years. He is a director of the Limestone Farmers' Federation, the National Cotton Council, the Alt. Cotton Incorporated, the Alabama Cotton Commission, all of which support and promote the cotton industry nationally and in the state of Alabama. He is also President of South Limestone Gin, a local cotton gin. Mr.

Marsh currently serves on the Board of Directors of AgFirst Farm Credit Bank. He has been a member of First South for 38 years. During 2010, he served 11 days at Association board meetings and 7 days in other official activities, and was paid $9,400. His term of office is 2008- 2010.

James F. Martin, Jr. has a dairy of approximately 500 cows and a row crop operation in Enterprise, Alabama, which has been his primary operation for the past five years. He is on the Board of Trustees of Covington Electric Cooperative which is a member of PowerSouth, an electric cooperative that serves all of Alabama and parts of Mississippi and Florida. He is a member of Alabama Farmers Federation (ALFA) and on the Board of Supervisors of the Soil Conservation Services of Coffee County, Alabama. Mr. Martin has been a member for 44 years. During 2010, he served 11 days at Association board meetings and 11 days in other official activities, and was paid $10,500. His term of office is 2010 - 2012.

Daniel Mattingly, of Belle Rose, Louisiana, is the Agricultural Manager for Lula-Westfield, L.L.C. Lula Factory Division (raw sugar factory). He also manages 9,500 acres of farmland owned by Savoie Industries, Inc., and is the voting member of the company for First South. This has been his primary operation for the past five years. Mr. Mattingly serves as secretary of Assumption Parish Farm Bureau which promotes agriculture in Assumption Parish where he has been a member for 12 years. He is a member and secretary of the Board of Directors of Savoie Industries, a sugarcane mill, having served on that board for the past 10 years. He is active in the Knights of Columbus, 1st Class of Ag. Leaders of Louisiana and is a Board member of Ascension Catholic School. Mr. Mattingly has been a member for 14 years. During 2010, he served 14 days at Association board meetings and 10 days in other official activities, and was paid $8,900. His term of office is 2010 - 2012.

Joe H. Morgan, of Hattiesburg, Mississippi, has a 2,300-acre row crop operation consisting of cotton, corn and peanuts which has been his primary operation for the past five years. He is a member and former officer and director of Forrest County Farm Bureau which promotes agriculture in Forrest County, Mississippi and served as chairman of the Forrest County FSA Committee which assists the federal farm service agency locally in administering and managing farm commodity, credit, conservation, disaster and loan programs. He is President of Mississippi Peanut Growers Association, a trade organization. Mr. Morgan is a former recipient of the Outstanding Young Farmer of the Year Award and the Outstanding Farmer Award for Outstanding Service in soil and water conservation. Mr. Morgan has been a member for 45 years. During 2010, he served 7 days at Association board meetings and was paid $4,200. His term of office is 2010 - 2012.

Shepherd (Shep) Morris, of Shorter, Alabama, has a 3,000-acre cotton and grain operation which has been his primary operation for the past five years. He serves as a board member of Autauga Quality Cotton Association, a marketing organization and River Bank and Trust, a community bank. He also serves as president of the Macon County Farmers Federation and a supervisor for Macon County Soil and Water District, both promoting agriculture in Macon County. He is also president of Milstead Farm Group, Inc., a ginning operation. Mr. Morris has been a member for 31 years. During 2010, he served 14 days at Association board meetings and 12 days in other official activities, and was paid $11,520. His term of office is 2008 - 2010.

Thomas H. Nelson, Jr. has a 5,500-acre row crop operation in Chatham, Mississippi, which has been his primary operation for the past five years. He is a director of Washington County Farm Bureau which supports and promotes agriculture in Washington County, Mississippi. Mr. Nelson has been a First South member for 22 years. During 2010, he served 15 days at Association board meetings and 5 days in other official activities, and was paid $8,140. His term of office is 2008 - 2010.

James M. Norsworthy, III, of Jackson, Louisiana, is the owner of One Hundred Cedars Cattle Farm, a 250 head cow/calf operation, manages 500 acres of forest-pine hardwood, and has a commercial hay operation. This has been his primary operation for the past five years. He serves as an officer/member of the Feliciana Farm Bureau which promotes agriculture and Jackson Baseball Association, a local non-profit youth organization. He is also a member of Jackson Assembly and Feliciana Forestry Association. Mr. Norsworthy currently serves on the Board of Directors of AgFirst Farm Credit Bank, and has been a member of First South for 32 years. During 2010, he served 11 days at Association board meetings and 11 days in other official activities, and was paid $8,580. His term of office is 2008 - 2010.

Thomas A. Parker of Lake Providence, Louisiana, has a 4,000-acre farming operation in Lake Providence, Louisiana, consisting of cotton, corn, rice and soybeans, which has been his primary operation for the past five years. He also manages a 4,000-acre farm consisting of cotton, corn, rice and soybeans located in Parkdale, Arkansas. Mr. Parker is a managing partner of Hollybrook Enterprises, a cotton agribusiness, and serves as a director on the Staplcotn Board, an agricultural marketing cooperative. He is the Louisiana member on the Cotton Board, a producer delegate on the National Cotton Council, President of East Carroll Farm Bureau and past president of Louisiana Cotton Producers all of which promote and support cotton and agriculture. Mr. Parker has served on the Board since 2004. He has been a member for 23 years. During 2010, he served 17 days at Association board meetings and 13 days in other official activities, and was paid $9,940. His term of office is 2010 - 2012.

Ted S. Passmore has a 6,300 acre row crop general partnership with his brother in Deville, Louisiana, consisting of grain, sorghum, soybeans, cotton and corn. This has been his primary operation for the past five years. He is a member of Louisiana Farm Bureau which promotes agriculture in Louisiana. Mr. Passmore has been a First South member for 39 years. During 2010, he served 8 days at Association board meetings and 3 days in other official activities, and was paid $5,990. His term of office is 2009 - 2011.

W. S. Patrick has a 3,700 acre cotton, corn and soybean operation in Canton, Mississippi, which has been his primary operation for the past five years. He is a former director and officer of the Madison County Cooperative, an agricultural cooperative and Madison County Farm Service Agency which assists the federal farm service agency locally in administering and managing farm commodity, credit, conservation, disaster and loan programs. Mr. Patrick has been a member for 44 years. During 2010, he served 11 days at Association board meetings and 14 days in other official activities, and was paid $8,100. His term of office is 2009 - 2011.

Walter R. Richardson of Leroy, Alabama, has a cattle farm and 1,600 acres of cotton, corn and peanuts. This has been his primary operation for the past five years. He serves on the Washington County Soil Conservation Board and is a director of Washington County Farmers Federation which promotes agriculture in Washington County and past President and current board member of the Washington County Cattlemen's Association which promotes the cattle industry. Mr. Richardson has been a member for 34 years. During 2010, he served 9 days at Association board meetings and 8 days in other official activities, and was paid $7,840. His term of office is 2009 - 2011.

Dale Thibodeaux of Midland, Louisiana, has a farming operation with his family consisting of 8,000 acres which includes 5,000 acres of rice, 2,200 acres of soybeans, and 800 acres of crawfish. This has been his primary operation for the past five years. His business experience consists of Thibodeaux Agriculture Group, Thibodeaux Brothers Farm, Thibodeaux Brothers Trucking, Inc., Thibodeaux Land Company, Inc., Thibodeaux Brothers Dryer, and Thibodeaux Brothers Water Company, Inc. He is a supervisor of Acadia Soil and Water Conservation District, board member of Mermentau River Harbor and Terminal Board and a member of Southwest Farm Service. Mr. Thibodeaux has been a member for 31 years. During 2010, he served 14 days at Association board meetings and 3 days in other official activities, and was paid $8,450. His term of office is 2008 - 2010.

Dr. Daniel Viator is owner of D & C Farms, LLC, a land company in Youngsville, Louisiana. He is past president of the American Sugarcane League, a sugarcane trade organization, the American Society of Sugarcane Technologists, and the Louisiana Association of Agronomists both of which promote sugarcane and/or agriculture. He is also a member of Southwestern Feed Coop, an agricultural cooperative, and Knights of Columbus. Dr. Viator received his B.S. from the University of Southwestern Louisiana and PhD in Agronomy (plant breeding) from LSU. He has been a member of First South for 39 years. During 2010, he served 11 days at Association board meetings and 14 days in other official activities, and was paid $9,590. His term of office is 2009 - 2011.

William H. Voss has commercial cattle, hay and timber operations in Pike and Amite Counties, Mississippi, and is involved in land and commercial property management. This has been his primary operation for the past five years. His career includes production agriculture, agribusiness and real estate. He is a former agricultural commodities and securities broker. He currently serves on the Board of Directors of AgFirst Farm Credit Bank and the Board of the National Farm Credit Council in Washington, D.C. He is a member of the AgFirst Employee Benefits Committee. He has also served as chairman of the Mississippi Real Estate Commission which administers control over the commercial real estate industry in Mississippi and chairman of the Pike County Farm Service Committee which assists the federal farm service agency locally in administering and managing farm commodity, credit, conservation, disaster and loan programs. Mr. Voss became a First South director in 1994 and has been a member for 32 years. During 2010, he served 12 days at Association board meetings and 6 days in other official activities, and was paid $6,900. His term of office is 2008 - 2010.

Dan West is the owner of West Farms, a 3,600 acre row crop and timber operation in Monroe County, Mississippi, consisting of cotton, corn, peanuts and timber, which has been his primary operation for the past five years. He is managing partner of Eastside Farms, Inc, an advisory member of BancorpSouth, a director of Mississippi Peanut Promotion Board and a member of Monroe County Farm Bureau. He has served on the board of Monroe County Farm Bureau, Mississippi Bollweevil Management Corporation and is past president of the Mississippi Ginners Association all of which promote agriculture in Mississippi. Mr. West has been a First South member for 30 years. During 2010, he served 14 days at Association board meetings and 7 days in other official activities, and was paid $7,700. His term of office is 2010 - 2012.

* *Directors serve through the annual meeting following the expiration of their term.*

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

	Days Served			
Name of Director	**Regular Board Meetings**	**Other Official Activities***	**Committee Assignments**	**Comp. Paid for other Activities***
Paul Clark	12	23	Audit, Retirement	$3,700
Marty Fuller	5	7	Audit, Compensation	350
William Hardy	13	12	Audit	1,700
Alan Marsh	11	7	SubChapter T	1,500
Jimmy Martin	11	11	Compensation, SubChapter T	2,600
Daniel Mattingly	14	10	Compensation	2,400
Shep Morris	14	12	Compensation	2,900
Jimmy Norsworthy	11	11	Audit, Retirement	1,500
Thomas Parker	17	13	SubChapter T	2,850
Ted Passmore	8	3	SubChapter T	550
Steve Patrick	11	14	Audit, Retirement, SubChapter T	1,900
Daniel Viator	11	14	Audit, Compensation	2,100
Bill Voss	12	6	Compensation	1,250
Dan West	14	7	Compensation, SubChapter T	1,650
Total				$26,950

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

Transactions with Senior Officers and Directors

The reporting entity's policies on loans to and transactions with its officers and directors, to be disclosed in this section are incorporated herein by reference to Note 11 of the Consolidated Financial Statements, "Related Party Transactions," included in this Annual Report. There have been no transactions between the Association and senior officers or directors which require reporting per FCA regulations.

Involvement in Certain Legal Proceedings

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

Relationship with Independent Auditor

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

Aggregate fees paid by the Association for services rendered by its independent auditor for the year ended December 31, 2010 were as follows:

	2010
Independent Auditor	
PricewaterhouseCoopers LLP	
Audit services	$ 53,144

Audit fees were for the annual audit of the Consolidated Financial Statements.

Consolidated Financial Statements

The Consolidated Financial Statements, together with the report thereon of PricewaterhouseCoopers LLP dated March 14, 2011 and the report of management, which appear in this Annual Report, are incorporated herein by reference.

Copies of the Association's quarterly reports are available upon request free of charge by calling 1-888-297-1722, or writing to Bryan Applewhite, First South Farm Credit, ACA, Three Paragon Centre, Suite 100, 574 Highland Colony Parkway, Ridgeland, MS 39157. Information concerning First South Farm Credit, ACA can be obtained by visiting the association website, ***www.firstsouthland.com***. The Association prepares an electronic version of the Annual Report which is available on the Association's web site within 75 days after the end of the fiscal year and distributes the Annual Reports to shareholders within 90 days after the end of the fiscal year. The Association prepares an electronic version of the Quarterly report within 40 days after the end of each fiscal quarter, except that no report need be prepared for the fiscal quarter that coincides with the end of the fiscal year of the institution.

Borrower Information Regulations

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

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

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

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

Shareholder Investment

Shareholder investment in the Association could be affected by the financial condition and results of operations of AgFirst Farm Credit Bank (Bank or AgFirst). Copies of the Bank's Annual and Quarterly reports are available upon request free of charge by calling 1-800-845-1745, ext. 2832, or writing Susanne Caughman, AgFirst Farm Credit Bank, P. O. Box 1499, Columbia, SC 29202. Information concerning AgFirst Farm Credit Bank can also be obtained by going to AgFirst's web site at ***www.agfirst.com***. The Bank prepares an electronic version of the Annual Report, which is available on the website, within 75 days after the end of the fiscal year and distributes the Annual Reports to shareholders within 90 days after the end of the fiscal year. The Bank prepares an electronic version of the Quarterly report within 40 days after the end of each fiscal quarter, except that no report needs to be prepared for the fiscal quarter that coincides with the end of the fiscal year of the Bank.

Report of the Audit Committee

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

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

PricewaterhouseCoopers LLP (PwC), the Association's independent auditor for 2010, is responsible for expressing an opinion on the conformity of the Association's audited financial statements with accounting principles generally accepted in the United States of America. The Committee has discussed with PwC the matters that are required to be discussed by Statement on Auditing Standards No. 114 *(The Auditor's Communication With Those Charged With Governance)*. PwC has provided to the Committee the written disclosures and the letter required by Independence Standards Board Standard No. 1 *(Independence Discussions with Audit Committees)*, and the Committee has discussed with PwC that firm's independence.

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

Based on the considerations referred to above, the Committee recommended to the Board of Directors that the audited financial statements be included in the Association's Annual Report for 2010. The foregoing report is provided by the following independent directors, who constitute the Committee:

Marty J Fuller

Dr. Marty J. Fuller
Chairman of the Audit Committee

Members of Audit Committee

Paul Clark
James M. Norsworthy, III
W.S. Patrick
Dr. William E. Hardy, Jr.
Dr. Daniel Viator

March 14, 2011

Report of Independent Auditors

Report of Independent Auditors

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

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of income, of changes in members' equity and of cash flows present fairly, in all material respects, the financial position of First South Farm Credit, ACA (the Association) and its subsidiaries at December 31, 2010, 2009 and 2008, and the results of their operations and their cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Association's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

PricewaterhouseCoopers LLP

March 14, 2011

PricewaterhouseCoopers LLP, 10 Tenth Street, Suite 1400, Atlanta, GA 30309-3851
T: (678) 419 1000, F: (678) 419 1239, www.pwc.com/us

Consolidated Balance Sheets

(dollars in thousands)	December 31, 2010	December 31, 2009	December 31, 2008
Assets			
Cash	$ 5,615	$ 9,906	$ 7,223
Loans	1,183,569	1,153,435	1,055,511
Less: allowance for loan losses	7,196	7,335	7,941
Net loans	1,176,373	1,146,100	1,047,570
Accrued interest receivable	10,839	11,631	13,545
Investments in other Farm Credit institutions	88,105	87,429	92,165
Premises and equipment, net	6,637	6,585	6,338
Other property owned	4,888	661	5
Due from AgFirst Farm Credit Bank	19,378	18,020	12,994
Other assets	1,780	1,727	1,554
Total assets	$ 1,313,615	$ 1,282,059	$ 1,181,394
Liabilities			
Notes payable to AgFirst Farm Credit Bank	$ 1,022,532	$ 1,007,408	$ 909,718
Accrued interest payable	2,395	2,548	3,060
Patronage refund payable	7,192	4,467	3,724
Other liabilities	35,111	32,604	45,164
Total liabilities	1,067,230	1,047,027	961,666
Commitments and contingencies			
Members' Equity			
Protected borrower stock	89	92	97
Capital stock and participation certificates	66,076	65,212	64,590
Retained earnings			
Allocated	110,558	102,957	93,412
Unallocated	90,530	86,789	85,259
Accumulated other comprehensive income (loss)	(20,868)	(20,018)	(23,630)
Total members' equity	246,385	235,032	219,728
Total liabilities and members' equity	$ 1,313,615	$ 1,282,059	$ 1,181,394

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

Consolidated Statements of Income

(dollars in thousands)	For the year ended December 31, 2010	2009	2008
Interest Income			
Loans	$ 64,658	$ 63,100	$ 74,155
Interest Expense			
Notes payable to AgFirst Farm Credit Bank	29,563	31,707	44,544
Net interest income	35,095	31,393	29,611
Provision for loan losses	6,973	5,063	1,159
Net interest income after provision for loan losses	28,122	26,330	28,452
Noninterest Income			
Loan fees	3,073	2,964	2,851
Fees for financially related services	871	921	813
Patronage refund from other Farm Credit institutions	20,078	18,000	12,992
Gains (losses) on other property owned, net	(1,014)	(267)	28
Insurance Fund refund	1,211	—	—
Other noninterest income	97	266	137
Total noninterest income	24,316	21,884	16,821
Noninterest Expense			
Salaries and employee benefits	20,381	19,528	16,166
Occupancy and equipment	1,405	1,342	1,345
Insurance Fund premiums	488	1,894	1,561
Other operating expenses	6,438	5,886	5,962
Total noninterest expense	28,712	28,650	25,034
Income before income taxes	23,726	19,564	20,239
Provision for income taxes	187	78	17
Net income	$ 23,539	$ 19,486	$ 20,222

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

Consolidated Statements of Changes in Members' Equity

(dollars in thousands)	Protected Borrower Stock	Capital Stock and Participation Certificates	Retained Earnings Allocated	Retained Earnings Unallocated	Accumulated Other Comprehensive Income (Loss)	Total Members' Equity
Balance at December 31, 2007	$ 111	$ 64,347	$ 84,707	$ 83,048	$ (6,217)	$225,996
Comprehensive income						
Net income				20,222		20,222
Employee benefit plans adjustments (Note 10)				(184)	(17,413)	(17,597)
Total comprehensive income						2,625
Protected borrower stock retired	(14)					(14)
Capital stock/participation certificates issued/(retired), net		243				243
Patronage distribution						
Cash				(3,719)		(3,719)
Qualified allocated retained earnings			2,480	(2,480)		—
Nonqualified allocated retained earnings			6,038	(6,038)		—
Nonqualified retained earnings			6,038	(6,038)		—
Retained earnings retired			(5,509)			(5,509)
Patronage distribution adjustment			(342)	448		106
Balance at December 31, 2008	97	64,590	93,412	85,259	(23,630)	219,728
Comprehensive income						
Net income				19,486		19,486
Employee benefit plans adjustments (Note 10)					3,612	3,612
Total comprehensive income						23,098
Protected borrower stock retired	(5)					(5)
Capital stock/participation certificates issued/(retired), net		622				622
Patronage distribution						
Cash				(4,463)		(4,463)
Qualified allocated retained earnings			4,463	(4,463)		—
Nonqualified allocated retained earnings			4,672	(4,672)		—
Nonqualified retained earnings			4,672	(4,672)		—
Retained earnings retired			(4,102)			(4,102)
Patronage distribution adjustment			(160)	314		154
Balance at December 31, 2009	92	65,212	102,957	86,789	(20,018)	235,032
Comprehensive income						
Net income				23,539		23,539
Employee benefit plans adjustments (Note 10)					(850)	(850)
Total comprehensive income						22,689
Protected borrower stock retired	(3)					(3)
Capital stock/participation certificates issued/(retired), net		864				864
Patronage distribution						
Cash				(7,187)		(7,187)
Qualified allocated retained earnings			3,080	(3,080)		—
Nonqualified allocated retained earnings			4,798	(4,798)		—
Nonqualified retained earnings			4,798	(4,798)		—
Retained earnings retired			(4,970)			(4,970)
Patronage distribution adjustment			(105)	65		(40)
Balance at December 31, 2010	$ 89	$ 66,076	$ 110,558	$ 90,530	$ (20,868)	$246,385

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

Consolidated Statements of Cash Flows

(dollars in thousands)	For the year ended December 31, 2010	2009	2008
Cash flows from operating activities:			
Net income	$ 23,539	$ 19,486	$ 20,222
Adjustments to reconcile net income to net cash provided by (used in) operating activities:			
Depreciation on premises and equipment	385	374	422
Provision for (reversal of allowance for) loan losses	6,973	5,063	1,159
(Gains) losses on other property owned, net	1,014	267	(28)
Changes in operating assets and liabilities:			
(Increase) decrease in accrued interest receivable	792	1,914	3,768
(Increase) decrease in due from AgFirst Farm Credit Bank	(1,358)	(5,026)	(3,383)
(Increase) decrease in other assets	(53)	(173)	(166)
Increase (decrease) in accrued interest payable	(153)	(512)	(2,040)
Increase (decrease) in other liabilities	1,657	(8,948)	5,766
Total adjustments	9,257	(7,041)	5,498
Net cash provided by (used in) operating activities	32,796	12,445	25,720
Cash flows from investing activities:			
Net (increase) decrease in loans	(42,815)	(105,239)	185,766
(Increase) decrease in investment in other Farm Credit institutions	(676)	4,736	(23,590)
Purchases of premises and equipment	(437)	(621)	(1,466)
Proceeds from sales of other property owned	328	723	28
Net cash provided by (used in) investing activities	(43,600)	(100,401)	160,738
Cash flows from financing activities:			
Advances on (repayment of) notes payable to AgFirst Farm Credit Bank, net	15,124	97,690	(178,579)
Protected borrower stock retired	(3)	(5)	(14)
Capital stock and participation certificates issued/(retired), net	864	622	243
Patronage refunds and dividends paid	(4,502)	(3,566)	(3,732)
Retained earnings retired	(4,970)	(4,102)	(5,509)
Net cash provided by (used in) financing activities	6,513	90,639	(187,591)
Net increase (decrease) in cash	(4,291)	2,683	(1,133)
Cash, beginning of period	9,906	7,223	8,356
Cash, end of period	$ 5,615	$ 9,906	$ 7,223
Supplemental schedule of non-cash activities:			
Financed sales of other property owned	$ —	$ 2,411	$ —
Loans transferred to other property owned	5,569	4,057	—
Cash dividends or patronage distributions declared or payable	7,187	4,463	3,719
Employee benefit plans adjustments (Note 10)	850	(3,612)	17,597
Supplemental information:			
Interest paid	29,716	32,219	46,584
Taxes (refunded) paid, net	176	10	—

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

Notes to the Consolidated Financial Statements

(dollars in thousands, except as noted)

Note 1 — Organization and Operations

A. **Organization:** First South Farm Credit, ACA (the Association or ACA) is a member-owned cooperative which provides credit and credit-related services to or for the benefit of eligible borrowers/shareholders for qualified agricultural purposes in the states of Alabama and Mississippi, Marion County in the state of Tennessee, and all but certain parishes within the northwestern portion of Louisiana.

   The Association is a lending institution of the Farm Credit System (System), a nationwide system of cooperatively owned banks and associations, which was established by Acts of Congress to meet the credit needs of American agriculture and is subject to the provisions of the Farm Credit Act of 1971, as amended (Farm Credit Act). The most recent significant amendment to the Farm Credit Act was the Agricultural Credit Act of 1987. At December 31, 2010, the System was comprised of four Farm Credit Banks, one Agricultural Credit Bank and eighty-six associations.

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

   The Association makes short- and intermediate-term loans for agricultural production or operating purposes and collateralized long-term real estate mortgage loans.

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

   The Farm Credit Act established the Farm Credit System Insurance Corporation (Insurance Corporation) to administer the Farm Credit Insurance Fund (Insurance Fund). The Insurance Fund is required to be used (1) to ensure the timely payment of principal and interest on Systemwide debt obligations (Insured debt), (2) to ensure the retirement of protected borrower capital at par or stated value, and (3) for other specified purposes. The Insurance Fund is also available for discretionary uses by the Insurance Corporation to provide assistance to certain troubled System institutions and to cover the operating expenses of the Insurance Corporation. Each System bank has been required to pay premiums, which may be passed on to the Association, into the Insurance Fund, based on its annual average adjusted outstanding insured debt until the assets in the Insurance Fund reach the "secure base amount." The secure base amount is defined in the Farm Credit Act as 2.0 percent of the aggregate insured obligations (adjusted to reflect the reduced risk on loans or investments guaranteed by federal or state governments) or such other percentage of the aggregate obligations as the Insurance Corporation in its sole discretion determines to be actuarially sound. When the amount in the Insurance Fund exceeds the secure base amount, the Insurance Corporation is required to reduce premiums, but it still must ensure that reduced premiums are sufficient to maintain the level of the Insurance Fund at the secure base amount.

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

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

Note 2 — Summary of Significant Accounting Policies

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

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

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

B. **Loans and Allowance for Loan Losses:** Long-term real estate mortgage loans generally have original maturities ranging from 5 to 40 years. Substantially all short- and intermediate-term loans for agricultural production or operating purposes have maturities of 10 years or less. Loans are carried at their principal amount outstanding adjusted for charge-offs.

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

   When loans are in nonaccrual status, the interest portion of payments received in cash is recognized as interest income if collection of the recorded investment in the loan is fully expected and the loan does not have a remaining unrecovered prior charge-off associated with it. Otherwise, loan payments are applied against the recorded investment in the loan. Nonaccrual loans may be returned to accrual status when principal and interest are current, prior charge-offs have been recovered, the ability of the borrower to fulfill the contractual repayment terms is fully expected and the loan is not classified "doubtful" or "loss."

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

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

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

   The Association uses a two-dimensional loan rating model based on an 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 based on a periodic evaluation of the loan portfolio by management in which numerous factors are considered, including current production and economic conditions, loan portfolio composition, collateral value, portfolio quality, and prior loan loss experience. It is based on estimates, appraisals and evaluations of loans which, by their nature, contain elements of uncertainty and imprecision. The possibility exists that changes in the economy and its impact on borrower repayment capacity will cause these estimates, appraisals and evaluations to change.

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

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

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

   A specific allowance may be established for impaired loans under Financial Accounting Standards Board (FASB) guidance on accounting by creditors for impairment of a loan. Impairment of these loans is measured based on the present value of expected future cash flows discounted at the loan's effective interest rate or, as practically expedient, at the loan's observable market price or fair value of the collateral if the loan is collateral dependent.

A general allowance may also be established under FASB guidance on accounting for contingencies, to reflect estimated probable credit losses inherent in the remainder of the loan portfolio which excludes impaired loans considered under the specific allowance discussed above. A general allowance can be evaluated on a pool basis for those loans with similar characteristics. The level of the general allowance may be based on management's best estimate of the likelihood of default adjusted for other relevant factors reflecting the current environment.

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 for loan losses is increased through provisions for loan losses and loan recoveries and is decreased through allowance for loan losses reversals and loan charge-offs.

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

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

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

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

G. **Employee Benefit Plans:** Substantially all employees of the Association may participate in either the First South Farm Credit , ACA Retirement Plan (the FS Plan) or the AgFirst Farm Credit Cash Balance Retirement Plan (the CB Plan), which are defined benefit plans. The District sponsors the CB Plan which is considered a multi-employer plan. These two Plans are noncontributory. The FS Plan includes eligible Association employees and the CB Plan includes eligible District employees. The "Projected Unit Credit" actuarial method is used for financial reporting purposes for both plans. Since the FS plan is a single employer plan, the Association records the FS Plan's funded status and equity items related to prior service cost, accumulated other comprehensive income (loss) and prepaid (accrued) pension expense. The adjustment to other comprehensive income (loss) would be net of deferred taxes, if significant. See Note 10 for the impact of FASB guidance on employers' accounting for defined benefit pension and other postretirement plans. The actuarially-determined costs of the CB Plan are allocated to each participating entity, including the Association, by multiplying the Plan's net pension expense by each institution's eligible service cost and accumulated benefit obligation as a percentage of the total eligible service cost and total accumulated benefit obligation for all Plans' participants.

Substantially all employees of the Association may also be eligible to participate in a defined contribution Districtwide 401(k) plan, which qualifies as a 401(k) plan as defined by the Internal Revenue Code; a percentage of employee contributions is matched by the Association. 401(k) plan costs are expensed as funded.

The Association may provide certain health care and life insurance benefits to eligible retired employees. Substantially all employees may become eligible for these benefits if they reach early retirement age while working for the Association. Authoritative accounting guidance requires the accrual of the expected cost of providing these benefits to an employee and an employee's beneficiaries and covered dependents during the years that the employee renders service necessary to become eligible for these benefits.

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

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

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

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

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

J. **Fair Value Measurement:** Effective January 1, 2008, the Association adopted FASB guidance on fair value measurements. This guidance defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. This 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. This guidance also 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. It describes three levels of inputs that may be used to measure fair value as described in Note 13.

K. **Recently Issued Accounting Pronouncements:** The Financial Accounting Standards Board (FASB) issued guidance "Accounting for Transfers of Financial Assets," which amended previous guidance by improving the relevance, representational faithfulness, and comparability of the information that a reporting entity provides in its financial statements about a transfer of financial assets; the effects of a transfer on its financial position, financial performance, and cash flows; and a transferor's continuing involvement, if any, in transferred financial assets.

This guidance was effective January 1, 2010. This guidance must be applied to transfers occurring on or after the effective date. Additionally, the concept of a qualifying special purpose entity is no longer relevant for accounting purposes. Therefore, formerly qualifying special-purpose entities (as defined under previous accounting guidance) should be evaluated for consolidation by reporting entities on and after the effective date in accordance with the applicable consolidation guidance. If the evaluation on the effective date results in consolidation, the reporting entity should apply the transition guidance that requires consolidation. The Association evaluated the impact of adoption on its loan participation agreements to ensure that loan participations would meet the requirements for sales treatment. The impact of adoption on January 1, 2010 was immaterial to the Association's financial condition and results of operations.

In June 2009, the FASB also issued guidance to improve financial reporting for those enterprises involved with variable interest entities, which amends previous guidance by requiring an enterprise to perform an analysis to determine whether the enterprise's variable interest or interests give it a controlling financial interest in a variable interest entity. Additionally, an enterprise is required to assess whether it has an implicit financial responsibility to ensure that a variable interest entity operates as designed when determining whether it has the power to direct the activities of the variable interest entity that most significantly impact the entity's economic performance. This guidance was effective January 1, 2010. The Association does not have any variable interest or controlling interest in a variable entity. Therefore, there was no impact of adoption of the guidance for the Association.

Effective January 1, 2010, the Association adopted FASB guidance "Fair Value Measurements and Disclosures," which is intended to improve disclosures about fair value measurement by increasing transparency in financial reporting. The changes provide a greater level of disaggregated information and more detailed disclosures of valuation techniques and inputs to fair value measurement. The new disclosures and clarification of existing disclosures were effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures about purchases, sales, issuances, and settlements in the rollforward of activity in Level 3 fair value measurements. Those disclosures are effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. The adoption of this guidance had no impact on the Association's financial condition and results of operations but resulted in additional disclosures (see Note 13).

In July 2010, the FASB issued guidance on "Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses." This guidance provides additional information to assist financial statement users in assessing an entity's credit risk exposures and evaluating the adequacy of its allowance for credit losses. Existing disclosures were amended to include additional disclosures of financing receivables on both a portfolio segment and class of financing receivable basis. This includes a rollforward schedule of the allowance for credit losses from the beginning of the reporting period to the end of the period on a portfolio segment basis, with the ending balance further disclosed on the basis of the method of impairment (individually or collectively evaluated). The guidance also calls for new disclosures including but not limited to credit quality indicators at the end of the reporting period by class of financing receivables, the aging of past due financing receivables, nature and extent of financing receivables modified as troubled debt restructurings by class and the effect on the allowance for credit losses. For public entities, the disclosures as of the end of a reporting period are effective for interim and annual reporting periods ending on or after December 15, 2010. The disclosures about activity that occurs during a reporting period are effective for interim and annual reporting periods beginning on or after December 15, 2010. The adoption of this guidance should have no impact on the Association's financial condition or results of operations, but it will result in additional disclosures.

Note 3 — Loans and Allowance for Loan Losses

A summary of loans follows:

(dollars in thousands)	December 31, 2010	2009	2008
Real estate mortgage	$ 315,757	$ 263,801	$ *
Production and intermediate-term	776,278	768,928	926,704
Agribusiness			
Loans to cooperatives	8,873	14,737	13,797
Processing and marketing	43,481	59,967	61,903
Farm-related business	19,952	26,148	32,277
Total agribusiness	72,306	100,852	107,977
Communication	13,099	13,252	13,356
Energy	3,518	3,634	3,732
Rural residential real estate	2,611	2,968	3,742
Total Loans	$ 1,183,569	$ 1,153,435	$ 1,055,511

* Information not available prior to January 1, 2009

A substantial portion of the Association's lending activities is collateralized and the Association's exposure to credit loss associated with lending activities is reduced accordingly. An estimate of the Association's credit risk exposure is considered in the determination of the allowance for loan losses.

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. Real estate loans are collateralized by the first liens on the underlying real property. Federal regulations state that long-term real estate loans are not to exceed 85 percent (97 percent if guaranteed by a government agency) of the property's appraised value. However, a decline in a property's market value subsequent to loan origination or advances, or other actions necessary to protect the financial interest of the Association in the collateral, may result in the loan to value ratios in excess of the regulatory maximum.

The Association may purchase or sell participation interests with other parties in order to diversify risk, manage loan volume, and comply with Farm Credit Administration regulations. The following table presents participations purchased and sold balances at December 31, 2010:

	Within AgFirst District		Within Farm Credit System		Outside Farm Credit System		Total	
(dollars in thousands)	Participations Purchased	Participations Sold	Participations Purchased	Participations Sold	Participations Purchased	Participations Sold	Participations Purchased	Participations Sold
Real estate mortgage	$ 9,983	$ 72,370	$ –	$ –	$ 74,340	$ 290	$ 84,323	$ 72,660
Production and intermediate term	10,156	196,701	6,751	–	29,900	–	46,807	196,701
Agribusiness								
Loans to cooperatives	268	16,145	18,062	–	4,329	–	22,659	16,145
Processing and marketing	16,425	5,569	3,817	–	12,343	–	32,585	5,569
Farm-related business	–	19,169		–	24,752	–	24,752	19,169
Total agribusiness	16,693	40,883	21,879	–	41,424	–	79,996	40,883
Communication	13,099	–	–	–	–	–	13,099	–
Energy	3,518	–	–	–	–	–	3,518	–
Rural residential real estate	–	–	–	–	539	–	539	–
Total	$ 53,449	$ 309,954	$ 28,630	$ –	$ 146,203	$ 290	$ 228,282	$ 310,244

A significant source of liquidity for the Association is the repayments and maturities of loans. The following table presents the contractual maturity distribution of loans by loan type at December 31, 2010 and indicates that approximately 24.44 percent of loans had maturities of one year or less:

(dollars in thousands)	Due less than 1 year	Due 1 Through 5 years	Due after 5 years	Total
Real estate mortgage	$ 28,365	$ 154,333	$ 133,059	$ 315,757
Production and intermediate term	190,266	348,757	237,255	776,278
Agribusiness				
Loans to cooperatives	5,051	1,535	2,287	8,873
Processing and marketing	38,086	3,687	1,708	43,481
Farm-related business	10,569	7,947	1,436	19,952
Total agribusiness	53,706	13,169	5,431	72,306
Communication	13,094	5	–	13,099
Energy	3,518	–	–	3,518
Rural residential real estate	302	1,484	825	2,611
Total Loans	$ 289,251	$ 517,748	$ 376,570	$ 1,183,569

The following table shows loans and related accrued interest classified under the Farm Credit Administration Uniform Loan Classification System as a percentage of total loans and related accrued interest receivable by loan type as of December 31, 2010, 2009, and 2008:

	2010	2009	2008
Real estate mortgage:			
Acceptable	89.49%	87.39%	86.66%
OAEM	1.46	7.13	14.61
Substandard/doubtful/loss	9.05	5.48	-1.27
	100.00%	100.00%	100.00%
Production and intermediate-term:			
Acceptable	90.91%	93.53%	93.70%
OAEM	5.73	4.37	3.20
Substandard/doubtful/loss	3.36	2.10	3.10
	100.00%	100.00%	100.00%
Agribusiness:			
Loans to cooperatives:			
Acceptable	96.63%	94.28%	-%
OAEM	–	–	–
Substandard/doubtful/loss	3.37	5.72	100.00
	100.00%	100.00%	100.00%
Processing and marketing			
Acceptable	96.46%	83.64%	83.89%
OAEM	3.54	7.64	9.29
Substandard/doubtful/loss	–	8.72	6.82
	100.00%	100.00%	100.00%
Farm-related business			
Acceptable	81.63%	78.03%	92.39%
OAEM	15.62	12.91	2.48
Substandard/doubtful/loss	2.75	9.06	5.13
	100.00%	100.00%	100.00%

	2010	2009	2008
Total agribusiness			
Acceptable	92.36%	83.74%	75.89%
OAEM	6.46	7.89	6.06
Substandard/doubtful/loss	1.18	8.37	18.05
	100.00%	100.00%	100.00%
Communication:			
Acceptable	100.00%	100.00%	100.00%
OAEM	–	–	–
Substandard/doubtful/loss	–	–	–
	100.00%	100.00%	100.00%
Energy:			
Acceptable	100.00%	100.00%	100.00%
OAEM	–	–	–
Substandard/doubtful/loss	–	–	–
	100.00%	100.00%	100.00%
Rural residential real estate:			
Acceptable	88.94%	93.69%	99.48%
OAEM	10.53	5.77	–
Substandard/doubtful/loss	.53	.54	.52
	100.00%	100.00%	100.00%
Total Loans:			
Acceptable	90.74%	91.38%	92.06%
OAEM	4.57	5.24	3.33
Substandard/doubtful/loss	4.69	3.38	4.61
	100.00%	100.00%	100.00%

The following table provides an age analysis of past due loans and related accrued interest as of December 31, 2010:

(dollars in thousands)	30 Through 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	Recorded Investment 90 Days or More Past Due and Accruing Interest
Real estate mortgage	$ 7,195	$ 2,748	$ 9,943	$ 308,214	$ 318,157	$ -
Production and intermediate-term	3,240	6,636	9,876	774,642	784,518	-
Agribusiness						-
Loans to cooperatives	-	206	206	8,645	8,851	-
Processing and marketing	-	-	-	43,513	43,513	-
Farm-related business	-	-	-	20,121	20,121	-
Total agribusiness	-	206	206	72,279	72,485	-
Communication	-	-	-	13,109	13,109	-
Energy	-	-	-	3,515	3,515	-
Rural residential real estate	169	-	169	2,455	2,624	-
Total	$ 10,604	$ 9,590	$ 20,194	$ 1,174,214	$ 1,194,408	$ -

The recorded investment in the 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 investment.

Nonperforming assets (including related accrued interest) and related credit quality statistics are as follows:

(dollars in thousands)	December 31, 2010	2009	2008
Nonaccrual loans:			
Real estate mortgage	$ 7,758	$ 9,068	$ –
Production and intermediate-term	6,582	2,139	11,915
Agribusiness			
Loans to cooperatives	210	258	13,797
Processing and marketing	–	–	4,281
Total agribusiness	210	258	18,078
Total nonaccrual loans	$ 14,550	$ 11,465	$ 29,993
Accruing restructured loans:			
Total accruing restructured loans	$ –	$ –	$ –
Accruing loans 90 days or more past due:			
Total accruing loans 90 days or more past due	$ –	$ –	$ –
Total nonperforming loans	$ 14,550	$ 11,465	$ 29,993
Other property owned	4,888	661	5
Total nonperforming assets	$ 19,438	$ 12,126	$ 29,998
Nonaccrual loans as a percentage of total loans	1.23%	0.99%	2.84%
Nonperforming assets as a percentage of total loans and other property owned	1.64%	1.05%	2.84%
Nonperforming assets as a percentage of capital	7.89%	5.16%	13.65%

The following table presents information relating to impaired loans (including accrued interest) as defined in Note 2:

(dollars in thousands)	December 31, 2010	2009	2008
Impaired nonaccrual loans:			
Current as to principal and interest	$ 6	$ 19	$ 28,298
Past due	14,544	11,446	1,695
Total impaired nonaccrual loans	14,550	11,465	29,993
Impaired accrual loans:			
Restructured	–	–	–
90 days or more past due	–	–	–
Total impaired accrual loans	–	–	–
Total impaired loans	$ 14,550	$ 11,465	$ 29,993

Additional impaired loan information is as follows:

(dollars in thousands)	December 31, 2010 Recorded Investment	Unpaid Principal Balance	Related Allowance	Year Ended December 31, 2010 Average Impaired Loans	Interest Income Recognized on Impaired Loans
Impaired loans with a related allowance for credit losses:					
Real estate mortgage	$ 5,008	$ 5,143	$ 2,227	$ 5,027	$ 46
Production and intermediate-term	2,359	2,439	950	2,369	22
Total	$ 7,367	$ 7,582	$ 3,177	$ 7,396	$ 68

(dollars in thousands)	December 31, 2010 Recorded Investment	Unpaid Principal Balance	Related Allowance	Year Ended December 31, 2010 Average Impaired Loans	Interest Income Recognized on Impaired Loans
Impaired loans with no related allowance for credit losses:					
Real estate mortgage	$ 2,750	$ 3,661	$ –	$ 2,761	$ 25
Production and intermediate-term	4,223	7,652	–	4,239	39
Agribusiness					
Loans to cooperatives	210	174	–	211	2
Farm-related business	–	13	–	–	–
Total agribusiness	210	187	–	211	2
Rural residential real estate		66	–	–	–
Total	$ 7,183	$ 11,566	$ –	$ 7,211	$ 66

(dollars in thousands)	December 31, 2010 Recorded Investment	Unpaid Principal Balance	Related Allowance	Year Ended December 31, 2010 Average Impaired Loans	Interest Income Recognized on Impaired Loans
Total Impaired Loans					
Real estate mortgage	$ 7,758	$ 8,804	$ 2,227	$ 7,788	$ 71
Production and intermediate-term	6,582	10,091	950	6,608	61
Agribusiness					
Loans to cooperatives	210	174	–	211	2
Farm-related business	–	13	–	–	–
Total agribusiness	210	187	–	211	2
Rural residential real estate	–	66	–	–	–
Total	$ 14,550	$ 19,148	$ 3,177	$ 14,607	$ 134

Unpaid principal balance represents the contractual principal balance of the loan.

There were no material commitments to lend additional funds to debtors whose loans were classified as impaired at December 31, 2010.

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

(dollars in thousands)	Year Ended December 31, 2010	2009	2008
Interest income which would have been recognized under the original loan terms	$ 1,107	$ 1,837	$ –
Less: interest income recognized	121	1,184	283
Foregone interest income	$ 986	$ 653	$ (283)

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

(dollars in thousands)	Real Estate Mortgage	Production and Intermediate-term	Agribusiness	Communication	Energy and Water/Waste Disposal	Rural Residential Real Estate	Total
Allowance for credit losses:							
Balance at December 31, 2009	$ 2,225	$ 4,195	$ 864	$ 32	$ 9	$ 10	$ 7,335
Charge-offs	(2,170)	(5,346)	(162)	–	–	–	(7,678)
Recoveries	5	396	165	–	–	–	566
Provision for loan losses	3,441	4,180	(635)	(9)	(3)	(1)	6,973
Balance at December 31, 2010	$ 3,501	$ 3,425	$ 232	$ 23	$ 6	$ 9	$ 7,196
2010 allowance ending balance:							
Individually evaluated for impairment	$ 2,227	$ 950	$ –	$ –	$ –	$ –	$ 3,177
Collectively evaluated for impairment	$ 1,274	$ 2,475	$ 232	$ 23	$ 6	$ 9	$ 4,019
Recorded investment in loans outstanding:							
Ending Balance at December 31, 2010	$ 318,157	$ 784,518	$ 72,485	$ 13,109	$ 3,515	$ 2,624	$ 1,194,408
2010 recorded investment ending balance:							
Loans individually evaluated for impairment	$ 7,758	$ 6,582	$ 210	$ –	$ –	$ –	$ 14,550
Loans collectively evaluated for impairment	$ 310,399	$ 777,936	$ 72,275	$ 13,109	$ 3,515	$ 2,624	$ 1,179,858

Note 4 — Investment in AgFirst Farm Credit Bank

The Association is required to maintain ownership in the Bank of Class C stock (net of any investment by the Bank in the Association) as determined by the Bank. The Bank may require additional capital contributions to maintain its capital requirements.

The Bank has a reciprocal investment in the Association of $50,589 representing 10,117,847 shares of its nonvoting common stock.

Note 5 — Premises and Equipment

Premises and equipment consists of the following:

	December 31, 2010	2009	2008
Land	$ 1,848	$ 1,653	$ 1,666
Buildings and improvements	8,272	8,223	7,991
Furniture and equipment	2,551	2,437	2,392
	12,671	12,313	12,049
Less: accumulated depreciation	6,034	5,728	5,711
Total	$ 6,637	$ 6,585	$ 6,338

Note 6 — Other Property Owned

Net gains (losses) on other property owned consist of the following:

	December 31, 2010	2009	2008
Gains (losses) on sale, net	$ 301	$ 5	$ –
Carrying value unrealized gains (losses)	(1,265)	11	–
Operating income (expense), net	(50)	(283)	28
Gains (losses) on other property owned, net	$(1,014)	$(267)	$ 28

Note 7 — Notes Payable to AgFirst Farm Credit Bank

The Association's indebtedness to the Bank represents borrowings by the Association to fund its loan portfolio. This indebtedness is collateralized by a pledge of substantially all of the Association's assets and the terms of the revolving lines of credit are governed by a general financing agreement. Interest rates on both variable and fixed rate notes payable are generally established loan-by-loan based on the Bank's marginal cost of funds, capital position, operating costs and return objectives. The interest rate is periodically adjusted by the Bank based upon agreement between the Bank and the Association. The weighted average interest rates on the variable rate notes were 1.57 percent for LIBOR-based loans, 1.95 percent for Prime-based loans, and the weighted average remaining maturities were 1.5 years and 1.7 years, respectively, at December 31, 2010. The weighted average interest rate on the fixed rate and adjustable rate mortgage (ARM) loans which are match funded by the Bank was 2.90 percent and the weighted average remaining maturity was 5.0 years at December 31, 2010. The weighted average interest rate on all interest-bearing notes payable was 2.67 percent and the weighted average remaining maturity was 4.3 years at December 31, 2010.

Variable rate and fixed rate notes payable represent approximately 7.99 percent and 92.01 percent, respectively, of total notes payable at December 31, 2010.

Under the Farm Credit Act, the Association is obligated to borrow only from the Bank, unless the Bank approves borrowing from other funding sources. The Bank, consistent with FCA regulations, has established limitations on the Association's ability to borrow funds based on specified factors or formulas relating primarily to credit quality and financial condition. At December 31, 2010, the Association's notes payable were within the specified limitations.

Note 8 — Members' Equity

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

A. Protected Borrower A

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

B. Capital Stock and Participation Certificates

In accordance with the Farm Credit Act and the Association's capitalization bylaws, each borrower is required to invest in Class C stock for agricultural loans, or participation certificates in the case of rural home and farm related business loans, as a condition of borrowing. The initial borrower investment, through either purchase or transfer, must be in an amount equal to 2 percent of the loan, or $5 thousand, whichever is less. The Board of Directors may increase the amount of investment if necessary to meet the Association's capital needs. Loans designated for sale or sold into the Secondary Market on or after April 16, 1996 will have no voting stock or participation certificate purchase requirement if sold within 180 days following the date of designation.

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

C. **Regulatory Capitalization Requirements and Restrictions**

The FCA's capital adequacy regulations require the Association to achieve permanent capital of 7.00 percent of risk-adjusted assets and off-balance-sheet commitments. Failure to meet the 7.00 percent 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 prescribed capital standards are met. The FCA regulations also require that additional minimum standards for capital be achieved. These standards require all System institutions to achieve and maintain ratios as defined by FCA regulations. These required ratios are total surplus as a percentage of risk-adjusted assets of 7.00 percent and of core surplus as a percentage of risk-adjusted assets of 3.50 percent. The Association's permanent capital, total surplus and core surplus ratios at December 31, 2010 were 14.19 percent, 12.94 percent and 11.89 percent, respectively.

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

D. **Description of Equities**

The Association is authorized to issue or have outstanding Class A Nonvoting Common Stock, Class C Voting Common Stock, and Class D Preferred Stock, and nonvoting Participation Certificates. All stock and participation certificates have a par or face value of five dollars ($5.00) per share.

The Association had the following shares outstanding at December 31, 2010:

		Shares Outstanding	
Class	**Protected**	**Number**	**Aggregate Par Value**
A Common/Nonvoting	Yes	18,037	$ 89
A Common/Nonvoting	No	9,452	47
C Common/Voting	No	3,021,299	15,107
A Common Issued to Bank/Nonvoting	No	10,117,847	50,589
C Participation Certificates/Nonvoting	No	66,551	333
Total Capital Stock and Participation Certificates		13,233,186	$ 66,165

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

Surplus Accounts

The Association maintains an unallocated surplus account and an allocated surplus account. The minimum aggregate amounts of these two accounts shall be prescribed by the Farm Credit Act and the FCA regulations. The allocated surplus account consists of earnings held therein and allocated to borrowers on a patronage basis.

In the event of a net loss for any fiscal year, such loss shall be absorbed by, first, charges to the unallocated surplus account; second, impairment of paid-in surplus; and third, impairment of the allocated surplus account on the basis of latest allocations first.

The Association shall have a first lien on all surplus account allocations owned by any borrower, and all distributions thereof, as additional collateral for such borrower's indebtedness to the Association. When the debt of a borrower is in default or is in the process of final liquidation, the Association may, upon notice to the borrower, order any and all surplus account allocations owned by such borrower to be applied against the indebtedness. Any such retirement and application against indebtedness of surplus account allocations shall be before similar retirement and application of stock or participation certificates owned by the borrower.

When all of the stock and participation certificates of the Association owned by a borrower are retired or otherwise disposed of, any surplus account allocations owned by such borrower may also be retired upon request by the borrower and subject to the approval of the Board, and the proceeds paid to the borrower. Alternatively, if the Board so directs, upon notice to the borrower such surplus account allocations may be applied against any of the borrower's indebtedness to the Association.

Subject to the Farm Credit Act and FCA regulations, allocated surplus may be distributed in cash, oldest allocations first. The cash proceeds may be applied against the indebtedness of the borrower to the Association. In no event shall such distributions reduce the surplus account below the minimum amount prescribed by the Farm Credit Act and FCA regulations. Distributions of less than the full amount of all allocations issued as of the same date shall be on a pro rata basis.

Allocated equities shall be retired solely at the discretion of the Board, provided that minimum capital standards established by the FCA and the Board are met.

At December 31, 2010, allocated members' equity consisted of $22,391 of qualified and $88,167 of nonqualified distributions. Nonqualified distributions are tax deductible only when redeemed.

Patronage Distributions

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

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

Transfer

Stock and participation certificates may be transferred only to persons eligible to purchase and hold such stock or participation certificates.

Impairment

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

1. Allocated Surplus
2. Class A Nonvoting Common Stock and Class C Voting Common Stock and unit of participation certificates outstanding.
3. Class D Preferred Stock.

Liquidation

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

1. To the holders of Class D Preferred Stock, if any, pro rata in proportion to the number of shares then issued and outstanding until an amount equal to the aggregate par value of all such shares has been distributed to all such holders.

2. To the holders of Class A Nonvoting Common Stock and Class C Voting Common Stock and participation certificates, pro rata in proportion to the number of shares or units of each such class of stock or

3. Participation certificates then issued and outstanding until an amount equal to the aggregate par value of all such shares or units have been distributed to all such holders.

4. To the holders of allocated surplus evidenced by written notices of allocation on a pro-rata basis until all such allocated surplus has been distributed to such holders.

5. Any remaining assets of the Association after such distributions shall be distributed to the holders of Class A Nonvoting Common Stock and Class C Voting Common Stock, and participation certificates, pro rata in proportion to the number of shares or units then outstanding.

E. **Other Comprehensive Income (Loss)**

The Association reports other comprehensive income (loss) (OCI) in its Consolidated Statements of Changes in Members' Equity. The Association reported OCI of $(850), $3,612, and $(17,413) in 2010, 2009 and 2008, respectively, due to FASB guidance on employers' accounting for defined benefit pension and other postretirement plans (see Note 10 for further information).

Note 9 — Income Taxes

The provision (benefit) for income taxes follows:

	Year Ended December 31, 2010	2009	2008
Current:			
Federal	$ 171	$ 71	$ 14
State	16	7	3
	187	78	17
Deferred:			
Federal	–	–	–
State	–	–	–
	–	–	–
Total provision (benefit) for income taxes	$ 187	$ 78	$ 17

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

	December 31, 2010	2009	2008
Federal tax at statutory rate	$ 8,067	$ 6,652	$ 6,881
State tax, net	16	7	3
Patronage distributions	(3,491)	(3,035)	(2,108)
Tax-exempt FLCA earnings	(5,120)	(3,864)	(4,411)
Change in valuation allowance	(95)	(143)	2,863
Change in FASB guidance, "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans" Liability	–	–	(2,978)
Other	810	461	(233)
Provision (benefit) for income taxes	$ 187	$ 78	$ 17

Deferred tax assets and liabilities are comprised of the following at:

	December 31, 2010	2009	2008
Deferred income tax assets:			
Allowance for loan losses	$ 1,066	$ 877	$ 1,078
Nonaccrual loan interest	838	749	719
Pensions and other postretirement benefits	5,423	5,792	5,761
Depreciation	3	7	10
Gross deferred tax assets	7,330	7,425	7,568
Less: valuation allowance	(7,330)	(7,425)	(7,568)
Gross deferred tax assets, net of valuation allowance	–	–	–
Deferred income tax liabilities:			
Depreciation	–	–	–
Gross deferred tax liability	–	–	–
Net deferred tax asset (liability)	$ –	$ –	$ –

At December 31, 2010, deferred income taxes have not been provided by the Association on approximately $55.7 million of patronage refunds received from the Bank prior to January 1, 1993.

Such refunds, distributed in the form of stock, are subject to tax only upon conversion to cash. The tax liability related to future conversions is not expected to be material.

The Association recorded a valuation allowance of $7,330, $7,425 and $7,568 during 2010, 2009 and 2008, respectively. The Association will continue to evaluate the realizability of the deferred tax assets and adjust the valuation allowance accordingly.

There were no uncertain tax positions identified related to the current year and the Association has no unrecognized tax benefits at December 31, 2010 for which liabilities have been established. The Association recognizes interest and penalties, if any, related to unrecognized tax benefits as a component of income tax expense. The tax years that remain open for federal and major state income tax jurisdictions are 2007 and forward.

Note 10 — Employee Benefit Plans

The Association participates in four benefit plans. These plans include a single employer defined benefit average pay retirement plan, a multi-employer defined benefit cash balance retirement plan, a defined benefit other postretirement benefits plan, and a defined contribution 401(k) plan. Financial information regarding each of these plans follows.

Substantially all employees of the Association are eligible to participate in either the First South Farm Credit, ACA Retirement Plan (the FS Plan) or the District sponsored AgFirst Farm Credit Cash Balance Retirement Plan (the CB Plan), which are defined benefit plans. The FS Plan is considered a single employer plan and the CB Plan is considered a multi-employer plan. These two Plans are noncontributory. The FS Plan includes eligible Association employees and the CB Plan includes eligible District employees. For participants hired prior to January 1, 2009, benefits are provided under the FS Plan and are based on eligible compensation and years of service. For participants hired on or after January 1, 2009, benefits are provided under the CB Plan and are determined using a percent of eligible compensation formula. The employer contribution under the CB Plan is based on a formula of 3.00 - 5.00 percent of eligible compensation (depending on years of service) and interest credits as allocated to an employee's theoretical account balance. Contributions into the FS Plan were $2,638 for 2010, $2,224 for 2009, and $2,497 for 2008. Expenses for the FS plan included in salaries and employee benefits were $2,893 for 2010, $3,585 for 2009, and $737 for 2008.

The funding status and the amounts recognized in the Consolidated Balance Sheets of the Association for the retirement plan follow:

	Pension Benefits 2010	2009	2008
Change in benefit obligation			
Benefit obligation at beginning of year	$ 54,498	$ 48,636	$43,394
Service cost	1,607	1,414	1,547
Interest cost	3,159	3,010	3,431
Actuarial loss (gain)	4,207	3,046	2,284
Benefits paid	(1,607)	(1,608)	(2,020)
Benefit obligation at end of year	$ 61,864	$ 54,498	$ 48,636
Change in plan assets			
Fair value of plan assets, beginning of year	$ 40,787	$ 32,674	$ 43,269
Actual return on plan assets	5,614	7,818	(10,634)
Employer contributions	2,632	2,224	2,497
Benefits paid	(1,607)	(1,608)	(2,020)
Expenses	(377)	(321)	(438)
Fair value of plan assets, end of year	$ 47,049	$ 40,787	$ 32,674
Funded status	$(14,815)	$(13,711)	$(15,962)
Fourth quarter contributions	–	–	–
Net amount recognized	$(14,815)	$(13,711)	$(15,962)
Amounts recognized consist of:			
Pension assets	$ –	$ –	$ –
Pension liabilities	(14,815)	(13,711)	(15,962)
Net amount recognized	$(14,815)	$(13,711)	$(15,962)

The following represent the amounts included in accumulated other comprehensive income at December 31:

	2010	2009	2008
Net actuarial loss (gain)	$ 21,143	$ 20,351	$ 24,021
Prior service costs (credit)	(275)	(333)	(391)
Net transition obligation (asset)	–	–	
Total amount recognized in OCI	$ 20,868	$ 20,018	$ 23,630

The accumulated benefit obligation for the defined benefit plans was $51,994, $46,027, and $40,988 at December 31, 2010, 2009 and 2008, respectively.

Information for pension plans with an accumulated benefit obligation in excess of plan assets:

	2010	2009	2008
Projected benefit obligation	$61,864	$54,498	$48,636
Accumulated benefit obligation	51,994	46,027	40,988
Fair value of plan assets	47,049	40,787	32,674

Components of net periodic benefit cost and other amounts recognized in other comprehensive income as of December 31 are as follows:

	Pension Benefits		
	2010	2009	2008
Net periodic benefit (income) cost			
Service cost	$ 1,607	$ 1,414	$ 1,238
Interest cost	3,159	3,010	2,745
Expected return on plan assets	(3,187)	(2,530)	(3,382)
Amortization of net (gain) loss	–	–	(12)
Amortization of prior service cost	(58)	(58)	(58)
Recognized net actuarial (gain)/loss	1,365	1,749	206
Net periodic benefit (income) cost	$ 2,886	$ 3,585	$ 737

Other changes in plan assets and benefit obligations recognized in other comprehensive income follows:

	2010	2009
Net actuarial loss (gain)	$ 2,157	$ (1,921)
Amortization of net actuarial loss (gain)	(1,365)	(1,749)
Adjustment for adoption of new accounting guidance	–	–
Amortization of prior service cost	58	58
Amortization of transition obligation (asset)	–	–
Total recognized in other comprehensive income	$ 850	$ (3,612)
Total recognized in net periodic pension cost and other comprehensive income	$ 3,736	$ (27)

The estimated net actuarial gain, transition asset/liabilities and prior service cost for the pension plan that will be amortized into income during 2011 are $1,532, $0 and $58, respectively.

Assumptions:	2010	2009	2008
Weighted-average assumptions used to determine benefit obligations at December 31			
Discount rate	5.50%	5.90%	6.30%
Rate of compensation increase	5.00%	4.50%	4.50%
Weighted-average assumptions used to determine net periodic benefit cost for years ended December 31			
Discount rate	5.90%	6.30%	6.45%
Expected long-term return on plan assets	8.00%	8.00%	8.00%
Rate of compensation increase	5.00%	4.50%	4.50%

In 2010, 2009 and 2008 the Association used a long-term rate of return of 8.00 percent. The assumption is based on the target allocation for plan assets and capital market forecasts for the asset classes employed. Prevailing market conditions and historical results were used to determine the capital market forecasts used in this 8.0% return assumption.

Plan Assets

Plan assets are invested in a number of different asset classes, with each asset class further diversified through the engagement of a number of independent investment managers. This diversification across asset classes and investment managers reduces the investment risk of the plan and avoids any concentration of risk. To further ensure that excessive risk concentrations are avoided, holdings and performance of fund managers is monitored quarterly by an outside pension consulting firm and by the Association retirement committee. There were no significant concentrations of investment risk as of December 31, 2010.

Target allocation for asset categories for 2011 are as follows:

Asset Category	
Equity securities	60-70%
Debt securities	30-40%
	100%

Actual Plan Asset Allocation

	2010	2009	2008
Equity Securities	75%	71%	52%
Debt Securities	24%	25%	44%
Other	1%	4%	4%
	100%	100%	100%

The fair values of the Association's pension plan assets at December 31, 2010 by asset category are as follows. See Note 13 regarding a description of the three levels of inputs and the classification within the fair value hierarchy.

Fair Value Measurements at December 31, 2010				
Asset Category	Level 1	Level 2	Level 3	Total Fair Value
Cash and cash equivalents	$ 369	$ –	$ –	$ 369
Mutual funds:				
Domestic equity funds	16,887	6,539	–	23,426
International equity funds	–	11,743	–	11,743
Fixed income securities:				
U.S. Treasuries	–	1,772	–	1,772
Corporate bonds	–	5,266	–	5,266
Mortgage-backed securities	–	3,723	–	3,723
Collateralized mortgage obligations	–	735	–	735
Foreign bonds	–	15	–	15
Total	$ 17,256	$ 29,793	$ –	$ 47,049

Fair Value Measurements at December 31, 2009				
Asset Category	Level 1	Level 2	Level 3	Total Fair Value
Cash and cash equivalents	$ 1,647	$ –	$ –	$ 1,647
Mutual funds:				
Domestic equity funds	14,300	4,799	–	19,099
International equity funds	–	9,960	–	9,960
Fixed income securities:				
U.S. Treasuries	–	1,940	–	1,940
Corporate bonds	–	4,042	–	4,042
Mortgage-backed securities	–	3,250	–	3,250
Collateralized mortgage obligations	–	831	–	831
Foreign bonds	–	18	–	18
Total	$ 15,947	$ 24,840	$ –	$ 40,787

Cash Flows

Contributions: The total employer contribution expected during 2011 is $2,600.

Estimated Benefit Payments: Estimated future benefit payments are as follows:

2011	$ 1,802
2012	$ 2,110
2013	$ 2,523
2014	$ 3,275
2015	$ 3,626
2016-2020	$ 21,894

The District sponsors a plan providing certain benefits (primarily health care) to its retirees. Certain Association charges related to this plan are an allocation of District charges based on the Association's proportional share of the plan liability. This plan is unfunded with expenses paid as incurred. Postretirement benefits other than pensions (primarily health care benefits) included in salaries and employee benefits were $903 for 2010, $654 for 2009 and $430 for 2008. Additional financial information for the Plan may be found in the Notes to the Combined Financial Statements of AgFirst Farm Credit Bank and District Associations' 2010 Annual Report.

The Association also participates in a defined contribution Districtwide 401(k) plan, which qualifies as a 401(k) plan as defined by the Internal Revenue Code. This 401(k) plan requires the Association to match 50 percent of employee optional contributions up to a maximum employee contribution of 6 percent of total compensation. Employee deferrals are not to exceed the maximum deferral as adjusted by the Internal Revenue Service. Employer contributions to this plan were $390, $337 and $333 for the years ended December 31, 2010, 2009 and 2008, respectively.

Note 11 — Related Party Transactions

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

Total loans to such persons at December 31, 2010 amounted to $23,025. During 2010, $28,168 of new loans were made and repayments totaled $28,085. In the opinion of management, none of these loans outstanding at December 31, 2010 involved more than a normal risk of collectibility.

Note 12 — Commitments and Contingencies

The Association has various commitments outstanding and contingent liabilities.

The Association may participate in financial instruments with off-balance-sheet risk to satisfy the financing needs of its borrowers and to manage their exposure to interest-rate risk. These financial instruments include commitments to extend credit and/or commercial letters of credit. The instruments involve, to varying degrees, elements of credit risk in excess of the amount recognized in the financial statements. Commitments to extend credit are agreements to lend to a borrower as long as there is not a violation of any condition established in the contract. Commercial letters of credit are agreements to pay a beneficiary under conditions specified in the letter of credit. Commitments and letters of credit generally have fixed expiration dates or other termination clauses and may require payment of a fee. At December 31, 2010, $305,339 of commitments to extend credit and no commercial letters of credit were outstanding.

Since many of these commitments are expected to expire without being drawn upon, the total commitments do not necessarily represent future cash requirements. However, these credit-related financial instruments have off-balance-sheet credit risk because their amounts are not reflected on the Consolidated Balance Sheets until funded or drawn upon. The credit risk associated with issuing commitments and letters of credit is substantially the same as that involved in extending loans to borrowers and management applies the same credit policies to these commitments. Upon fully funding a commitment, the credit risk amounts are equal to the contract amounts, assuming that borrowers fail completely to meet their obligations and the collateral or other security is of no value. The amount of collateral obtained, if deemed necessary upon extension of credit, is based on management's credit evaluation of the borrower.

The Association also participates in standby letters of credit to satisfy the financing needs of its borrowers. These letters of credit are irrevocable agreements to guarantee payments of specified financial obligations. At December 31, 2010, the Association had outstanding $9,738 of standby letters of credit, with expiration dates ranging from January 1, 2011 to October 1, 2016. The maximum potential amount of future payments the Association may be required to make under these existing guarantees is $9,738.

A guarantor is required to recognize at the inception of a guarantee, a liability for the fair value of the guarantee commitment. The Association has determined the fair value of the guarantee commitment based upon the fees to be earned over the life of the guarantee. The fair value is updated periodically to reflect changes in individual guarantee amounts and the remaining life to maturity of the individual guarantees in the Association's inventory. At December 31, 2010, the Association's inventory of standby letters of credit had a fair value of $488 and was included in other liabilities.

Note 13 — Fair Value Measurement

As described in Note 2, effective January 1, 2008, the Association adopted FASB guidance on fair value measurements. This guidance defines fair value, establishes a framework for measuring fair value and expands the Association's fair value disclosures for certain assets and liabilities measured at fair value on a recurring and non-recurring basis. These assets and liabilities consist primarily of standby letters of credit, impaired loans and other property owned.

This 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.

This guidance establishes a fair value hierarchy for disclosure of fair value measurements to maximize the use of observable inputs, that is, inputs that reflect the assumptions market participants would use in pricing an asset or liability based on market data obtained from sources independent of the reporting entity. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

The three levels of inputs and the classification of the Association's financial instruments within the fair value hierarchy are as follows:

Level 1

Level 1 inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets. The Association has no Level 1 assets or liabilities measured at fair value on a recurring basis at December 31, 2010.

Level 2

Level 2 inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets; quoted prices in markets that are not active; and inputs that are observable, or can be corroborated, for substantially the full term of the asset or liability. The Association has no Level 2 assets or liabilities measured at fair value on a recurring basis at December 31, 2010.

Level 3

Level 3 inputs to the valuation methodology are unobservable and supported by little or no market activity. Valuation is determined using pricing models, discounted cash flow methodologies, or similar techniques, and could include significant management judgment or estimation. Level 3 assets and liabilities also could include instruments whose price has been adjusted based on dealer quoted pricing that is different than the third-party valuation or internal model pricing.

Level 3 assets at December 31, 2010 include impaired loans which represent the fair value of certain loans that were evaluated for impairment under FASB guidance. The fair value was based upon the underlying collateral since these were collateral-dependent loans. The fair value measurement process uses independent 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 collateral, less estimated costs to sell, is less than the principal balance of the loan, a specific reserve is established. Other property owned is classified as a Level 3 asset at December 31, 2010. The fair value for other property owned is based upon the collateral value. Costs to sell represent transaction costs and are not included as a component of the fair value of other property owned. Level 3 liabilities at December 31, 2010 include standby letters of credit whose market value is internally calculated based on information that is not observable either directly or indirectly in the marketplace.

Assets and Liabilities Measured at Fair Value on a Recurring Basis

The following tables present the assets and liabilities that are measured at fair value on a recurring basis at December 31, 2010, 2009 and 2008 for each of the fair value hierarchy levels:

	December 31, 2010			
	Level 1	Level 2	Level 3	Total Fair Value
Liabilities:				
Standby letters of credit	$ –	$ –	$ 488	$ 488
Total Liabilities	$ –	$ –	$ 488	$ 488

	December 31, 2009			
	Level 1	Level 2	Level 3	Total Fair Value
Liabilities:				
Standby letters of credit	$ –	$ –	$ 586	$ 586
Total Liabilities	$ –	$ –	$ 586	$ 586

	December 31, 2008			
	Level 1	Level 2	Level 3	Total Fair Value
Liabilities:				
Standby letters of credit	$ –	$ –	$ 454	$ 454
Total Liabilities	$ –	$ –	$ 454	$ 454

The Association had no transfers of assets or liabilites into or out of Level 1 or Level 2 during 2010 or 2009. The following tables present the changes in Level 3 assets and liabilities measured at fair value on a recurring basis for December 31, 2010, 2009, and 2008.

	Standby Letters Of Credit
Balance at January 1, 2010	$ 586
Total gains or (losses) realized/unrealized:	
Included in earnings	–
Included in other comprehensive loss	–
Purchases, sales, issuances and settlements, net	(98)
Transfers in and/or out of level 3	–
Balance at December 31, 2010	$ 488

	Standby Letters Of Credit
Balance at January 1, 2009	$ 454
Total gains or (losses) realized/unrealized:	
Included in earnings	–
Included in other comprehensive loss	–
Purchases, sales, issuances and settlements, net	132
Transfers in and/or out of level 3	–
Balance at December 31, 2009	$ 586

	Standby Letters Of Credit
Balance at January 1, 2008	$ 338
Total gains or (losses) realized/unrealized:	
Included in earnings	–
Included in other comprehensive loss	–
Purchases, sales, issuances and settlements, net	116
Transfers in and/or out of level 3	–
Balance at December 31, 2008	$ 454

Assets and Liabilities Measured at Fair Value on a Non-recurring Basis

Assets and liabilities measured at fair value on a non-recurring basis at December 31, 2010, 2009 and 2008 for each of the fair value hierarchy values are summarized below. As discussed in Note 2, fair value of nonfinancial instruments, such as other property owned, began in 2009.

December 31, 2010	Level 1	Level 2	Level 3	Total Fair Value	YTD Total Gains (Losses)
Assets:					
Impaired loans	$ –	$ –	$ 4,190	$ 4,190	$ (9,430)
Other property owned	$ –	$ –	$ 5,093	$ 5,093	$ (964)

December 31, 2009	Level 1	Level 2	Level 3	Total Fair Value	YTD Total Gains (Losses)
Assets:					
Impaired loans	$ –	$ –	$ 5,155	$ 5,155	$ (3,963)
Other property owned	$ –	$ –	$ 756	$ 756	$ 16

December 31, 2008	Level 1	Level 2	Level 3	Total Fair Value	YTD Total Gains (Losses)
Assets:					
Impaired loans	$ –	$ –	$ 7,205	$ 7,205	$ (2,613)

Note 14 — Disclosures About Fair Value Of Financial Instruments

The following table presents the carrying amounts and fair values of the Association's financial instruments at December 31, 2010, 2009 and 2008.

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

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

	December 31, 2010 Carrying Amount	December 31, 2010 Estimated Fair Value	December 31, 2009 Carrying Amount	December 31, 2009 Estimated Fair Value
Financial assets:				
Cash	$ 5,615	$ 5,615	$ 9,906	$ 9,906
Loans, net of allowance	$ 1,187,212	$ 1,196,317	$ 1,157,731	$ 1,178,934
Financial liabilities:				
Notes payable to AgFirst Farm Credit Bank	$ 1,024,927	$ 1,036,245	$ 1,009,956	$ 1,020,697

	December 31, 2008 Carrying Amount	December 31, 2008 Estimated Fair Value
Financial assets:		
Cash	$ 7,223	$ 7,223
Loans, net of allowance	$ 1,061,115	$ 1,081,356
Financial liabilities:		
Notes payable to AgFirst Farm Credit Bank	$ 912,778	$ 932,283

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

A. **Cash:** The carrying value is primarily a reasonable estimate of fair value.

B. **Loans:** Because no active market exists for the Association's loans, fair value is estimated by discounting the expected future cash flows using the Association's current interest rates at which similar loans would be made to borrowers with similar credit risk. Discount rates are based on the Bank's loan rates as well as management estimates.

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

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

   The carrying value of accrued interest approximates its fair value.

C. **Investment in AgFirst Farm Credit Bank and Other Farm Credit Institutions:** Estimating the fair value of the Association's investment in the Bank and Other Farm Credit Institutions is not practicable because the stock is not traded. As described in Note 4, the net investment is a requirement of borrowing from the Bank and is carried at cost plus allocated equities in the accompanying Consolidated Balance Sheets.

The Association owns 10.32 percent of the issued stock of the Bank as of December 31, 2010 net of any reciprocal investment. As of that date, the Bank's assets totaled $30.8 billion and shareholders' equity totaled $1.9 billion. The Bank's earnings were $417 million during 2010.

In addition, the Association has an investment of $34 related to other Farm Credit institutions.

D. **Notes Payable to AgFirst Farm Credit Bank:** The notes payable are segregated into pricing pools according to the types and terms of the loans (or other assets) which they fund. Fair value of the notes payable is estimated by discounting the anticipated cash flows of each pricing pool using the current rate that would be charged for additional borrowings. For purposes of this estimate it is assumed the cash flow on the notes is equal to the principal payments on the Association's loan receivables plus accrued interest on the notes payable. This assumption implies that earnings on the Association's interest margin are used to fund operating expenses and capital expenditures.

E. **Commitments to Extend Credit:** The estimated market value of off-balance-sheet commitments is minimal since the committed rate approximates current rates offered for commitments with similar rate and maturity characteristics and since the related credit risk is not significant.

Note 15 — Quarterly Financial Information (Unaudited)

Quarterly results of operations for the years ended December 31, 2010, 2009 and 2008 follow:

	2010				
	First	Second	Third	Fourth	Total
Net interest income	$ 8,210	$ 8,563	$ 9,308	$ 9,014	$ 35,095
Provision for (reversal of allowance for) loan losses	2,940	2,270	43	1,720	6,973
Noninterest income (expense), net	(95)	(997)	(1,385)	(2,106)	(4,583)
Net income (loss)	$ 5,175	$ 5,296	$ 7,880	$ 5,188	$ 23,539

	2009				
	First	Second	Third	Fourth	Total
Net interest income	$ 6,278	$ 7,341	$ 8,353	$ 9,421	$ 31,393
Provision for (reversal of allowance for) loan losses	1,466	3,317	294	(14)	5,063
Noninterest income (expense), net	(1,455)	(2,105)	(1,894)	(1,390)	(6,844)
Net income (loss)	$ 3,357	$ 1,919	$ 6,165	$ 8,045	$ 19,486

	2008				
	First	Second	Third	Fourth	Total
Net interest income	$ 7,547	$ 7,295	$ 7,747	$ 7,022	$ 29,611
Provision for (reversal of allowance for) loan losses	(463)	508	1,315	(201)	1,159
Noninterest income (expense), net	(2,528)	(1,256)	(1,347)	(3,099)	(8,230)
Net income (loss)	$ 5,482	$ 5,531	$ 5,085	$ 4,124	$ 20,222

Note 16 – Subsequent Events

The Association has evaluated subsequent events and has determined there are none requiring disclosure through March 14, 2011, which is the date the financial statements were issued.