McLean, VA

FINANCIAL STATEMENTS

Including Independent Auditors' Report
As of and for the Years Ended December 31, 2013 and 2012

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Independent Auditors' Report

To the Board of Directors Farm Credit System Insurance Corporation McLean, Virginia

Report on the Financial Statements

We have audited the accompanying financial statements of the Farm Credit System Insurance Corporation ("FCSIC"), which comprise the statement of financial condition as of December 31, 2013, and the related statements of income and expenses and changes in insurance fund and cash flows for the year then ended, and related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on the financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in U.S. Government Auditing Standards issued by the Comptroller General of the United States; and Office of Management and Budget Bulletin No. 14-02, *Audit Requirements for Federal Financial Statements*. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Farm Credit System Insurance Corporation as of December 31, 2013, and the results of its operations and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Prior Period Financial Statements

The financial statements of FCSIC as of December 31, 2012 and for the year then ended were audited by other auditors whose report dated April 11, 2013 expressed an unmodified opinion on those statements.

Other Reporting Required by U.S. Government Auditing Standards

In accordance with U.S. Government Auditing Standards, we have also issued our report dated February 12, 2014 on our consideration of FCSIC's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations and contracts and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with U.S. Government Auditing Standards in considering FCSIC's internal control over financial reporting and compliance.

Baker Tilly Virchew Krause, UP Milwaukee, Wisconsin February 12, 2014



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Independent Auditors' Report on Internal Control over Financial Reporting and on Compliance And Other Matters Based on an Audit of Financial Statements Performed in Accordance with U.S. Government Auditing Standards

To the Board of Directors Farm Credit System Insurance Corporation McLean, Virginia

We have audited, in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in U.S. Government Auditing Standards issued by the Comptroller General of the United States, the financial statements of the Farm Credit System Insurance Corporation ("FCSIC"), which comprise the statement of financial condition as of December 31, 2013, and the related statements of income and expenses and changes in insurance fund and cash flows for the year then ended, and related notes to the financial statements, and have issued our report thereon dated February 12, 2014.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements we considered FCSIC's internal control over financial reporting ("internal control") to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing an opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of FCSIC's internal control. Accordingly, we do not express an opinion on the effectiveness of FCSIC's internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A material weakness is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected, on a timely basis. A significant deficiency is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.



Compliance and Other Matters

As part of obtaining reasonable assurance about whether FCSIC's financial statements are free from material misstatement, we also performed tests of its compliance with certain provisions of laws, regulations, and contracts, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported herein under U.S. Government Auditing Standards.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the result of that testing, and not to provide an opinion on the effectiveness of FCSIC's internal control or on compliance. This report is an integral part of an audit performed in accordance with U.S. Government Auditing Standards in considering FCSIC's internal control and compliance. Accordingly, this report is not suitable for any other purpose.

Baker Tilly Vircher Krause, UP Milwaukee, Wisconsin

February 12, 2014

STATEMENTS OF FINANCIAL CONDITION As of December 31, 2013 and 2012 (Dollars in thousands)

	2013	2012
Assets		
Cash and cash equivalents	\$ 249,285	\$ 5,079
Investments in U.S. Treasury obligations	3,060,465	3,196,211
Premiums receivable	173,639	84,266
Accrued interest receivable	12,601	12,667
Total assets	\$ 3,495,990	\$ 3,298,223
Liabilities and Insurance Fund		
Accounts payable and accrued expenses	\$ 341	\$ 287
Total liabilities	341	287
Farm Credit Insurance Fund		
Allocated Insurance Reserves Accounts	-	-
Unallocated Insurance Fund	3,495,649	3,297,936
Total Insurance Fund	3,495,649	3,297,936
Total liabilities and Insurance Fund	\$ 3,495,990	\$ 3,298,223

STATEMENTS OF INCOME AND EXPENSES AND CHANGES IN INSURANCE FUND For the Years Ended December 31, 2013 and 2012 (Dollars in thousands)

	2013	2012
Income		
Premiums	\$ 172,164	\$ 84,298
Interest income	28,768	46,842
Total income	200,932	131,140
Expenses		
Administrative operating expenses	3,219	3,317
Total Expenses	3,219	3,317
Net Income	197,713	127,823
Farm Credit Insurance Fund — beginning of year	3,297,936	3,391,964
Payments to AIRAs Accountholders		221,851
Farm Credit Insurance Fund — end of year	\$ 3,495,649	\$ 3,297,936

STATEMENTS OF CASH FLOWS For the Years Ended December 31, 2013 and 2012 (Dollars in thousands)

	2013		2012	
Cash flows from operating activities				
Net income	\$	197,713	\$	127,823
Adjustments to reconcile net income to net cash provided by operating activities:				
(Increase) decrease in premiums receivable		(89,373)		14,433
Decrease in accrued interest receivable		66		13,597
Net amortization and accretion of investments		36,944		25,957
Increase (decrease) in accounts payable and accrued expenses		54		(98)
Net cash provided by operating activities		145,404		181,712
Cash flows from investing activities				
Payments for purchase of U. S. Treasury obligations		(525,559)		(1,653,663)
Proceeds from maturity of U.S. Treasury obligations		624,361	_	1,697,780
Net cash provided by investing activities		98,802	_	44,117
Cash flows from financing activities				
Payment to AIRAs Accountholders				(221,851)
Net cash used in financing activities				(221,851)
Net change in cash and cash equivalents		244,206		3,978
Cash and cash equivalents, beginning of year		5,079		1,101
Cash and cash equivalents, end of year	\$	249,285	\$	5,079

NOTES TO FINANCIAL STATEMENTS
As of and for the Years Ended December 31, 2013 and 2012

NOTE 1 – Farm Credit Insurance Fund (Insurance Fund): Statutory Framework

The Agricultural Credit Act of 1987 established the Farm Credit System Insurance Corporation (the Corporation or FCSIC) for the purpose of ensuring the timely payment of principal and interest on notes, bonds, debentures, and other obligations issued under subsection (c) or (d) of section 4.2 of the Farm Credit Act of 1971, as amended (the Farm Credit Act), (insured obligations). Each bank in the Farm Credit System (System) participating in insured obligations is an insured System bank. At December 31, 2013, there were four insured System banks and 82 direct lender associations.

The Corporation is managed by a Board of Directors consisting of the same individuals as the Farm Credit Administration (FCA) Board except that the Chairman of the FCA Board may not serve as the Chairman of the Corporation's Board of Directors.

The Corporation must spend the amounts necessary to:

- 1. Ensure the timely payment of interest and principal on insured obligations in the event of default by an insured System bank; and
- Ensure the retirement of eligible borrower stock at par value under section 4.9A of the Farm Credit Act.

The Corporation, in its sole discretion, is authorized to expend amounts to provide financial assistance to certain insured institutions.

As of December 31, 2013, there were \$207.5 billion of insured obligations and \$1 million of eligible borrower stock outstanding.

If the Corporation does not have sufficient funds to ensure payment on insured obligations, System banks will be required to make payments under joint and several liability, as required by section 4.4 (a)(2) of the Farm Credit Act.

Under section 5.63 of the Farm Credit Act, the Corporation is exempt from all Federal, state, and local taxes with the exception of real property taxes.

NOTE 2 – Summary of Significant Accounting Policies

Basis of Accounting—The accounting and reporting policies of the Corporation conform to accounting principles generally accepted in the United States of America (GAAP) and, as such, the financial statements have been prepared using the accrual basis of accounting.

Cash and Cash Equivalents—Cash and cash equivalents include investments in U.S. Treasury obligations with original maturities of 90 days or less. At December 31, 2013, the Corporation held \$249.1 million in overnight Treasury Certificates maturing on January 2, 2014, with an investment rate of 0.01 percent, and \$200,986 in cash.

NOTES TO FINANCIAL STATEMENTS
As of and for the Years Ended December 31, 2013 and 2012

NOTE 2 – Summary of Significant Accounting Policies (cont.)

Investments in U.S. Treasury Obligations—Section 5.62 of the Farm Credit Act requires that funds of the Corporation, not otherwise employed, shall be invested in obligations of the United States or in obligations guaranteed as to principal and interest by the United States. The Corporation has classified its investments as held to maturity in accordance with Financial Accounting Standards Board Accounting Standards Codification 320, Investments - Debt and Equity Securities (formerly Statement of Financial Accounting Standard No. 115) and carries them at amortized cost. Amortization of premium and accretion of discount on investments has been computed under the interest method since 2002. Fair value of investments is estimated based on quoted market prices for those or similar instruments.

Liability for Estimated Insurance Obligations—The liability for estimated insurance obligations is the present value of estimated probable insurance payments to be made in the future based on the Corporation's analysis of economic conditions of insured System banks.

The insured System banks' primary lending markets are borrowers engaged in farming, ranching, and producing or harvesting of aquatic products, and their cooperatives. Financial weaknesses in these market segments and the effect of general market conditions on the System's borrowers could adversely affect the banks' financial condition and profitability. Insured System banks also face risks from changing interest rate environments and the need to maintain ongoing access to financial markets. Adverse changes in the financial condition and profitability of insured System banks resulting from increased levels of credit, financial, or other risks could occur in the future which would require a liability for estimated insurance obligations to be recorded.

The Corporation actively monitors the creditworthiness and financial position of the insured System banks. Management is not aware of any events or circumstances at this time which would require a liability for estimated insurance obligations to be recorded.

Premiums—Annual premiums are recorded as revenue during the period on which the premiums are based. All premiums are due on or before January 31 of the year subsequent to the year in which they are earned.

Use of Estimates—The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

NOTES TO FINANCIAL STATEMENTS
As of and for the Years Ended December 31, 2013 and 2012

NOTE 3 - Investments in U.S. Treasury Obligations

In addition to the amounts referenced in Note 2, Cash and Cash Equivalents, at December 31, 2013 and 2012, investments in U.S. Treasury obligations which are carried at amortized cost consisted of the following:

(Dollars in thousands)	Amortized Cost	U	Gross Inrealized Gains	l	Gross Jnrealized Losses	Estimated Market Value
December 31, 2013						
U.S. Treasury obligations	\$ 3,060,465	\$	11,437	\$	(13,206)	\$ 3,058,696
December 31, 2012						
U.S. Treasury obligations	\$ 3,196,211	\$	41,496	\$	(433)	\$ 3,237,274

The amortized cost and estimated market value of U.S. Treasury obligations at December 31, 2013, by contractual maturity, are shown below.

(Dollars in thousands)	Amortized Cost	Estimated Market Value		
Due in one year or less	\$ 723,389	\$ 727,160		
Due after one year through five years	1,997,908	2,003,343		
Due after five years through ten years	<u>339,168</u>	<u>328,193</u>		
	\$ 3,060,465	\$ 3,058,696		

The Corporation follows accounting principles generally accepted in the United States of America for measuring, reporting, and disclosing fair value. These standards apply to all assets and liabilities that are measured, reported, and/or disclosed on a fair value basis.

As defined in the accounting standards, fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy ranks the quality and reliability of the information used to determine fair values. Assets and liabilities measured, reported and/or disclosed at fair value will be classified and disclosed in one of the following three categories:

Level 1 - Inputs to the valuation methodology are unadjusted quoted market prices for identical assets in active markets that the plan has the ability to access.

NOTES TO FINANCIAL STATEMENTS
As of and for the Years Ended December 31, 2013 and 2012

NOTE 3 – Investments in U.S. Treasury Obligations (cont.)

- Level 2 Observable market based inputs or unobservable inputs that are corroborated by market data. Inputs to the valuation methodology include
 - quoted prices for similar assets or liabilities in active markets;
 - quoted prices for identical or similar assets or liabilities in inactive markets:
 - inputs other than quoted prices that are observable for the asset or liability;
 - inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3 Unobservable inputs that are unobservable and not corroborated by market data.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The fair values of FCSIC's investments in U.S. Treasury obligations are estimated based on quoted market prices for those instruments; accordingly these are classified as Level 1 assets.

NOTE 4 - Premiums, the Secure Base Amount and Excess Insurance Fund Balances

Each System bank which issues insured obligations under subsection (c) or (d) of section 4.2 of the Farm Credit Act is an insured System bank and may be required to pay premiums to the Corporation.

The Food, Conservation, and Energy Act of 2008 amended the Farm Credit Act of 1971 (12 U.S.C. § 2001 et seq.) to generally assess premiums based on each bank's pro rata share of insured debt (rather than on loans), aligning premiums with what FCSIC insures. The changes were implemented beginning July 1, 2008. Now FCSIC may collect from 0 to 20 basis points annually on adjusted insured debt outstanding. The amendments also authorize a risk surcharge of up to 10 basis points on non-accrual loans and on other-than-temporarily impaired investments. The amendments reduce the total insured debt on which premiums are assessed by 90 percent of Federal government-guaranteed loans and investments and 80 percent of state government-guaranteed loans and investments, and deduct similar percentages of such guaranteed loans and investments when calculating the secure base amount (SBA). The amendments clarify that FCSIC may collect premiums more frequently than annually.

In addition, the Farm Credit Act no longer specifies how the System banks pass premiums to associations and other financing institutions, although it will require that the banks do so in an equitable manner. This change allows the banks flexibility in allocating premium costs to associations. The amendments clarify that, in addition to FCSIC's regulatory authority under Title V of the Farm Credit Act, FCSIC has the authority to adopt rules and regulations concerning provisions in Title I of the Farm Credit Act related to banks passing along the cost of insurance premiums. Finally, the amendments change the Farm Credit Act provisions regarding certified statements and simplify the formula for payments from the Farm Credit Insurance Fund Allocated Insurance Reserves Accounts (AIRAs) to allow more immediate distribution of excess Insurance Fund balances to insured banks and the System Financial Assistance Corporation (the FAC) stockholders.

NOTES TO FINANCIAL STATEMENTS
As of and for the Years Ended December 31, 2013 and 2012

NOTE 4 – Premiums, the Secure Base Amount and Excess Insurance Fund Balances (cont.)

The Farm Credit Act sets a base amount for the Insurance Fund to achieve. The statutory SBA is equivalent to 2.0 percent of the aggregate outstanding insured obligations of all insured System banks (adjusted downward by a percentage of the guaranteed portions of principal outstanding on certain government-guaranteed loans and investments) or such other percentage as determined by the Corporation, in its sole discretion, to be actuarially sound. When the assets in the Insurance Fund for which no specific use has been designated exceed the SBA, the Corporation is required to reduce the premiums, but it still must ensure that reduced premiums are sufficient to maintain at the SBA the assets in the Insurance Fund for which no specific use has been designated (the unallocated Insurance Fund).

Insurance premium rates are reviewed semiannually. For 2013, the Board of Directors set premium rates at its January 24, 2013, meeting at 10 basis points on average adjusted insured debt and continued the assessment of the 10 basis point surcharge on the average principal balance outstanding for nonaccrual loans and other-than-temporarily impaired investments. The Board of Directors again reviewed premiums at its June 13, 2013 meeting. The Board of Directors voted to maintain the premium accrual rate on average adjusted insured debt at 10 basis points and continued the assessment of the 10 basis point surcharge on the average principal balance outstanding for nonaccrual loans and other-than-temporarily impaired investments for the remainder of 2013. In 2013, outstanding insured obligations increased by \$10 billion (5.1 percent). At December 31, 2013, both of the unallocated Insurance Fund and the total Insurance Fund were 1.94 percent of adjusted insured obligations.

A 1996 amendment to the Farm Credit Act requires the Corporation to establish AIRAs for each System bank and an account for the stockholders of the FAC. If at the end of any calendar year the unallocated Insurance Fund is at the SBA, the Corporation is to segregate any excess balances into these AIRAs. In 2011, the Corporation's Board of Directors revised the *Policy Statement on the Secure Base Amount and Allocated Insurance Reserves Accounts* which provides guidelines for implementing this statutory authority. If at the end of any calendar year, the aggregate of the amounts in the Insurance Fund exceeds the SBA, the Corporation shall allocate to the AIRAs the excess amount less the amount that the Corporation, in its sole discretion, determines to be the sum of the estimated operating expenses and estimated insurance obligations of the Corporation for the immediately succeeding calendar year.

The AIRAs' balances are recorded as part of the Insurance Fund until approved for payment by the Corporation's Board of Directors. AIRAs balances may be used to absorb any insurance losses and claims. Furthermore, the Board of Directors has discretion to limit or restrict the AIRAs payments. In accordance with the Corporation's policy statement, any AIRAs' balances do not count in measuring the Insurance Fund's compliance with the SBA.

At year-end 2011, the Corporation transferred \$221.85 million to AIRAs. In April 2012, after completion of the Corporation's year-end audit, the Board of Directors authorized the payment of the AIRA balances to the account holders. Payments were made in May 2012.

At year end 2013, the Insurance Fund was below the SBA by \$115 million. Consequently no funds were available to transfer to the AIRAs.

NOTES TO FINANCIAL STATEMENTS
As of and for the Years Ended December 31, 2013 and 2012

NOTE 5 - Operating Lease

On November 30, 2009, the Corporation executed a six-year lease with the FCS Building Association for office space. The terms of the lease provide for an annual minimum base rent for office space for the remaining term of \$150,899 for 2014 and \$155,440 for 2015. The Corporation recorded lease expense (including operating cost assessments) of \$148,025 and \$145,157 for 2013 and 2012, respectively.

NOTE 6 – Line of Credit

On September 24, 2013, the Corporation entered into an agreement with the Federal Financing Bank (the FFB), a federal instrumentality subject to the supervision and direction of the U. S. Treasury. Pursuant to this agreement, the FFB may advance funds to the Corporation when exigent market circumstances threaten an insured System Bank's ability to pay maturing debt obligations. The Corporation will in turn use the funds advanced by the FFB to provide assistance to the System banks until market conditions improve. The agreement provides for a short-term revolving credit facility of up to \$10 billion and terminates on September 30, 2014, unless otherwise extended.

Under the agreement, each provision of funds by the FFB is subject to certain terms and conditions. The interest rate for each advance will be established by the FFB at the time the respective advance is made. Each advance cannot have a maturity date longer than twelve months and the maturity date cannot be later than the final termination date of the agreement.

The Corporation paid no commitment fee to secure this line of credit. There were no amounts drawn on this line of credit during 2013.

NOTE 7 – Retirement Plan

All permanent Corporation employees are covered by the Civil Service Retirement System (CSRS) or the Federal Employees Retirement System (FERS). The Corporation's contribution during 2013 to the CSRS plan was 7 percent of base pay. For those employees covered by FERS, the Corporation's contribution was 11.9 percent of base pay. In addition, for FERS-covered employees, the Corporation automatically contributes 1 percent of base pay to the employee's Thrift Savings Plan account, matches the first 3 percent contributed by the employee, and matches one-half of the next 2 percent contributed by the employee. Retirement plan expenses amounted to \$256,420 in 2013 and \$264,533 in 2012.

NOTE 8 – Related Parties

The Corporation purchases services from the FCA under an Interagency Agreement. These include examination and administrative support services. The intention of the parties as stated in the agreement is that specified rates and fees will reimburse the party providing services for all reasonable costs associated with provision of the services. The Corporation had zero payables due to the FCA at December 31, 2013 and 2012. The Corporation purchased services for 2013 which totaled \$366,920 compared with \$401,176 for 2012.

The Corporation may also provide assistance to the FCA under the same Interagency Agreement, however the Corporation provided no services and recognized no revenue for 2013 and 2012. At December 31, 2013, and 2012, the Corporation did not have any receivables from the FCA.

NOTES TO FINANCIAL STATEMENTS
As of and for the Years Ended December 31, 2013 and 2012

NOTE 9 – Subsequent Events

Management evaluated subsequent events through February 12, 2014, the date the financial statements were available to be issued. Events or transactions occurring after the balance sheet date but prior to the date the financial statements were available to be issued, that provide additional evidence about conditions that existed at the balance sheet date, are recognized in the financial statements. Events or transactions that provide evidence about conditions that did not exist at the balance sheet date but arose before the financial statements were available to be issued are not recognized in the financial statements.

The financial statements for the year ended December 31, 2013 have not been adjusted for any events or transactions occurring after the balance sheet date.