2016

ANNUAL REPORT

FARM CREDIT OF WESTERN OKLAHOMA, ACA

Five-Year Summary of Selected Consolidated Financial Data

(Dollars in Thousands)

	December 31				
	2016	2015	2014	2013	2012
Statement of Condition Data					
Loans	**$ 767,955**	$ 742,395	$ 671,351	$ 467,874	$ 453,297
Less allowance for loan losses	**2,623**	2,263	2,249	2,247	2,162
Net loans	**765,332**	740,132	669,102	465,627	451,135
Investment in CoBank, ACB	**25,369**	23,198	19,653	15,278	13,999
Other assets	**26,149**	19,886	18,664	14,878	16,099
Total assets	**$ 816,850**	$ 783,216	$ 707,419	$ 495,783	$ 481,233
Obligations with maturities of one year or less	**$ 14,365**	$ 12,783	$ 10,915	$ 9,600	$ 7,170
Obligations with maturities longer than one year	**659,945**	634,618	568,406	397,005	389,945
Reserve for unfunded commitments	**374**	243	-	-	-
Total liabilities	**674,684**	647,644	579,321	406,605	397,115
Capital stock	**2,002**	2,005	1,966	1,340	1,377
Additional paid-in capital	**33,619**	33,619	33,619	-	-
Unallocated retained earnings	**106,610**	99,976	92,535	87,838	82,741
Accumulated other comprehensive (loss)/income	**(65)**	(28)	(22)	-	-
Total shareholders' equity	**142,166**	135,572	128,098	89,178	84,118
Total liabilities and shareholders' equity	**$ 816,850**	$ 783,216	$ 707,419	$ 495,783	$ 481,233

	For the Year Ended December 31				
	2016	2015	2014	2013	2012
Statement of Income Data					
Net interest income	**$ 19,781**	$ 18,620	$ 14,095	$ 12,417	$ 11,173
Patronage distribution from Farm Credit institutions	**3,144**	2,662	2,113	1,877	1,689
Provision for credit losses	**503**	264	8	96	89
Noninterest expense, net	**13,788**	11,327	9,302	7,600	6,503
Provision for income taxes	**-**	6	1	1	1
Net income	**$ 8,634**	$ 9,685	$ 6,897	$ 6,597	$ 6,269
Comprehensive income	**$ 8,597**	$ 9,679	$ 6,875	$ 6,597	$ 6,269
Key Financial Ratios					
For the Year					
Return on average assets	**1.10%**	1.33%	1.29%	1.38%	1.43%
Return on average shareholders' equity	**6.15%**	7.27%	6.83%	7.58%	7.65%
Net interest income as a percentage of average earning assets	**2.66%**	2.70%	2.78%	2.74%	2.70%
Net charge-offs as a percentage of average net loans	**<0.01%**	<0.01%	<0.01%	<0.01%	0.02%
At Year End					
Shareholders' equity as a percentage of total assets	**17.40%**	17.31%	18.11%	17.99%	17.48%
Debt as a ratio to shareholders' equity	**4.75:1**	4.78:1	4.52:1	4.56:1	4.72:1
Allowance for loan losses as a percentage of loans	**0.34%**	0.30%	0.33%	0.48%	0.48%
Permanent capital ratio	**16.30%**	16.35%	17.41%	16.52%	15.44%
Total surplus ratio	**16.03%**	16.07%	17.10%	16.22%	15.14%
Core surplus ratio	**16.03%**	16.07%	17.10%	16.22%	14.98%
Net Income Distribution					
Cash patronage distributions paid	**$ 2,200**	$ 2,244	$ 1,500	$ 1,250	$ 1,500
Cash patronage declared	**$ 2,000**	$ 2,244	$ 2,200	$ 1,500	$ 1,250

MANAGEMENT'S DISCUSSION AND ANALYSIS

INTRODUCTION

The following discussion summarizes the financial position and results of operations of Farm Credit of Western Oklahoma, ACA for the year ended December 31, 2016. Comparisons with prior years are included. We have emphasized material known trends, commitments, events, or uncertainties that have impacted, or are reasonably likely to impact our financial condition and results of operations. You should read these comments along with the accompanying consolidated financial statements, footnotes and other sections of this report. The accompanying consolidated financial statements were prepared under the oversight of our Audit Committee. The Management's Discussion and Analysis includes the following sections:

- Business Overview
- Economic Overview
- Loan Portfolio
- Credit Risk Management
- Results of Operations
- Liquidity
- Capital Resources
- Regulatory Matters
- Governance
- Forward-Looking Information
- Critical Accounting Policies and Estimates
- Customer Privacy

Merger with Farm Credit of Central Oklahoma, ACA

Farm Credit of Western Oklahoma, ACA and Farm Credit of Central Oklahoma, ACA merged effective October 1, 2014. The merger successfully united two outstanding organizations that created a company of greater capital, capacity, and human resources to serve agriculture in Oklahoma. The merged association continues to conduct business as Farm Credit of Western Oklahoma, ACA. For purposes of this management discussion and analysis, unless otherwise noted, references to "the Association" represent Farm Credit of Western Oklahoma, ACA, from a current, historic and future perspective.

Beginning October 1, 2014, our financial position, results of operations, cash flows and related metrics include the effects of the merger with Central Oklahoma. Prior year results have not been restated to reflect the impact of the merger. Upon the closing of the merger, loans increased by $125.0 million, assets increased by $131.7 million, liabilities increased by $97.4 million and shareholder's equity increased by $34.2 million. These amounts include adjustments to fair value, as required by accounting standards for business combinations.

Our quarterly reports to shareholders are available approximately 40 days after the calendar quarter end and annual reports are available approximately 75 days after the calendar year end. The reports may be obtained free of charge on our website, www.fcwestok.com, or upon request. We are located at 3302 Williams Avenue, Woodward, Oklahoma 73801-6944 or may be contacted by calling (580) 256-3465 or (800) 299-3465.

BUSINESS OVERVIEW

Farm Credit System Structure and Mission

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

Our Structure and Focus

As a cooperative, we are owned by the members we serve. Our territory served extends across a diverse agricultural region from the Black Mesa in the northwest part of the Panhandle in Cimarron County to south central Oklahoma. The counties in our territory are listed in Note 1 of the accompanying consolidated financial statements. We make long-term real estate mortgage loans to farmers, ranchers, rural residents and agribusinesses and production and intermediate-term loans for agricultural production or operating purposes. Additionally, we provide other related services to our borrowers, such as credit life insurance, advanced conditional payment accounts, vehicle and equipment leasing and fee appraisals. Our success begins with our extensive agricultural experience and knowledge of the market and is dependent on the level of satisfaction we provide to our borrowers.

As part of the System, we obtain the funding for our lending and operations from a Farm Credit Bank. Our funding bank, CoBank, ACB (CoBank), is a cooperative of which we are a member. CoBank, its related associations, and AgVantis, Inc. (AgVantis) are referred to as the District.

We, along with the borrower's investment in our Association, are materially affected by CoBank's financial condition and results of operations. The CoBank quarterly and annual reports are available free of charge by accessing CoBank's website, www.cobank.com, or may be obtained at no charge by contacting us at 3302 Williams Avenue, Woodward, Oklahoma 73801-6944 or by calling (580) 256-3465 or (800) 299-3465. Annual reports are available within 75 days after year end and quarterly reports are available within 40 days after the calendar quarter end.

We purchase technology and other operational services from AgVantis, which is a technology service corporation. Our current service agreement expires on December 31, 2018. We are a shareholder in AgVantis, along with all other AgVantis customers. Farm Credit Foundations, a human resource service provider for a number of Farm Credit institutions, provides our payroll and human resource services.

At year-end 2016, two of our senior officers retired; Jamie Shirkey, Chief Administrative Officer and Curtis Constien, Chief Development Officer. Both have been involved in senior management for several years.

ECONOMIC OVERVIEW

As 2016 came to an end, moisture conditions were less than ideal across much of our territory. During most of the year, our territory received ample moisture, but the frequency of the needed moisture in many areas subsided toward the end of 2016. Drought conditions have plagued Western Oklahoma for the past few years; however, 2016 presented good growing conditions for crops as well as pasture land. Currently the majority of the wheat crop in Oklahoma has been reported to be in fair condition by USDA as of the end of the year, despite the good planting conditions in the area during planting time. It remains evident that commodity prices are under pressure in both the cattle and grain environments which is concerning for the customer base we serve. Cattle prices have risen and seem to have stabilized somewhat during the last quarter of 2016. The price stabilization should provide an opportunity for cattle producers in the area to again be profitable if conditions maintain their favorability. Although concern over the current economic environment remains, given the present-day commodity prices and the reduction in prices over the past year or so, significant equities remain across our customer base. Input costs have not experienced the same level of decrease that producers continue to hope for, although input costs have declined, especially those input prices which benefit from the lower energy costs experienced in 2016. The average real estate values in Oklahoma continue to show signs of strength when compared to real estate values nationwide. Although still increasing in value on average in Oklahoma state wide, there are pockets of weakness that have been noted in recent months and future land value studies will indicate to what level the current farm economy will impact land values in our area. The land values in our territory remained strong in 2015 with an average increase of 8.01% over 2014 values. The outlook for 2017 continues to be cautious with results to date indicating a flat to even a slight decline in the land values in some areas we serve. Sales in 2016 have been limited which has resulted in close monitoring of land values to identify potential trends. Off-farm income has been negatively impacted during 2016 by the downturn in the oil and gas economy, however, the trend in energy prices over the past 12 months has been stronger and should positively impact off-farm income. It is evident that prices have not rebounded to the same levels experienced over the past several years. Prices approached their 12-month highs as of the end of 2016. No doubt the lower oil and gas prices experienced during 2016 have adversely affected the off-farm income of some producers, but the current oil and gas price environment does provide some encouragement. As previously mentioned, significant equities remain evident across the portfolio and good financial managers will have the upper hand during this time of weaker commodity prices. A higher level of financial management will be required from our customer base to maintain profitability by working to control expenses while maintaining liquidity in the operations we serve.

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

As a result of the diverse characteristics of our territory and the strong economics of the recent past, our business results have not been materially affected. Credit quality has had a marginal negative impact due to the added stress driven by the commodity price reductions of cash grains and cattle primarily. The duration of the current challenges will be the greatest dynamic in determining any broad effect to our region. Sustained lower grain prices, continued volatility in the cattle market, the longevity of the oil and gas downturn, or further reductions in government farm policy could produce adverse results in our territory.

LOAN PORTFOLIO

Total loans outstanding were $768.0 million at December 31, 2016, an increase of $25.6 million, or 3.4%, from loans at December 31, 2015 of $742.4 million, and an increase of $96.6 million, or 14.4%, from loans at December 31, 2014 of $671.4 million. The increase in loans was due to greater demand for real estate mortgage loans offset by a reduction in production and intermediate-term loans and participations sold to reduce the amount held by the Association of our ten largest complexes. The overall increase in loan volume was primarily the result of strong customer demand for mortgage loans; strong marketing efforts and the impact of a new branch location.

The types of loans outstanding at December 31 are reflected in the following table.

	2016		2015		2014	
(dollars in thousands)	**Volume**	**Percent**	Volume	Percent	Volume	Percent
Real estate mortgage loans	**$ 488,311**	**63.6%**	$ 453,286	61.1%	$ 426,293	63.6%
Production and intermediate-term loans	**264,265**	**34.4%**	272,071	36.6%	230,334	34.3%
Agribusiness loans to:						
Cooperatives	**11,007**	**1.4%**	11,618	1.6%	2,998	0.4%
Processing and marketing	**–**	**–**	–	–	4,945	0.7%
Farm related business	**1,969**	**0.3%**	1,797	0.2%	1,271	0.2%
Rural infrastructure:						
Communication	**723**	**0.1%**	1,648	0.2%	1,830	0.3%
Energy	**690**	**0.1%**	768	0.1%	858	0.1%
Rural residential real estate loans	**990**	**0.1%**	1,207	0.2%	2,822	0.4%
Total	**$ 767,955**	**100.0%**	$ 742,395	100.0%	$ 671,351	100.0%

Real estate mortgage loans outstanding increased to $488.3 million, compared with $453.3 million at year-end 2015, primarily due to strong customer demand, marketing efforts and the impact of a new branch location, offset by typical and scheduled repayments, and further offset by selling multiple participations from some of our ten largest complexes totaling $9 million. Long-term mortgage loans are primarily used to purchase, refinance or improve real estate. These loans have maturities ranging from 5 to 40 years. Real estate mortgage loans are also made to rural homeowners. By federal regulation, a real estate mortgage loan must be secured by a first lien and may only be made in an amount up to 85% of the original appraised value of the property, or up to 97% of the appraised value, if the loan is guaranteed by certain state, federal, or other governmental agencies. The average loan to appraised value of the mortgage loan portfolio is less than 50% and under our current underwriting standards, we loan less than the regulatory limit of 85% of the appraised value of the property.

The production and intermediate-term loans decreased 2.9% to $264.3 million compared with 2015 loans of $272.1 million, due in part to decreased loan demand for intermediate term loans, impacted by scheduled and seasonal repayments and further decreased by selling multiple participations from some of our ten largest complexes totaling $6 million. Production loans are used to finance the ongoing operating needs of agricultural producers. Production loans generally match the borrower's normal production and marketing cycle, which is typically 12 months. Intermediate-term loans are generally used to finance depreciable capital assets of a farm or ranch. Intermediate-term loans are written for a specific term, 1 to 15 years, with most loans being less than 10 years.

A decrease was noted in agribusiness loans to cooperatives which decreased 5.3% to $11.0 million compared with $11.6 million at year-end 2015. Decreases of 56.1% and 10.1% were also noted in communication and energy loan volume, respectively. Additionally, at December 31, 2016 approximately 53% of agribusiness and 100% of communication and energy loan volume were a result of loan participations.

Portfolio Diversification

While we make loans and provide financially related services to qualified borrowers in agricultural and rural sectors and to certain related entities, our loan portfolio is diversified by loan participations purchased and sold, geographic locations served, commodities financed and loan size as illustrated in the following four tables.

We purchase loan participations from other System and non-System entities to generate additional earnings and diversify risk related to existing commodities financed and our geographic area served. In addition, we sell a portion of certain large loans to other System entities to reduce risk and comply with lending limits we have established.

Our volume of participations purchased and sold as of December 31 follows.

(dollars in thousands)	**2016**	2015	2014
Participations purchased	**$ 59,293**	$ 60,061	$ 67,454
Participations sold	**$ 25,740**	$ 12,844	$ 14,154

We have no loans sold with recourse, retained subordinated participation interests in loans sold, or interests in pools of subordinated participation interests that are held in lieu of retaining a subordinated participation interest in the loans sold.

The geographic distribution of loans by county and state at December 31 follows. As previously mentioned we purchase loan participations outside our territory, which are included in Other in the following table.

	2016	2015	2014
Beaver	**2.54%**	2.63%	2.63%
Beckham	**1.91%**	2.06%	1.55%
Caddo	**8.97%**	9.40%	8.59%
Cimarron	**2.58%**	2.26%	2.81%
Cleveland	**1.08%**	1.05%	1.19%
Comanche	**2.62%**	2.65%	2.32%
Custer	**5.40%**	5.56%	5.55%
Dewey	**3.95%**	4.02%	4.24%
Ellis	**3.32%**	3.33%	3.51%
Grady	**3.51%**	3.59%	3.65%
Harper	**5.34%**	4.59%	4.22%
McClain	**1.51%**	1.42%	1.78%
Roger Mills	**2.50%**	1.90%	2.34%
Texas	**6.99%**	7.26%	8.45%
Washita	**4.25%**	4.36%	4.77%
Woods	**7.52%**	6.72%	5.37%
Woodward	**6.56%**	6.70%	6.97%
Other – Oklahoma	**11.88%**	11.94%	8.35%
Other – Oklahoma Participations	**2.86%**	3.82%	3.84%
Other – Kansas	**5.15%**	6.55%	6.22%
Other – Kansas Participations	**3.95%**	3.11%	4.36%
Other – Texas	**3.83%**	2.76%	4.83%
Other	**1.78%**	2.32%	2.46%
Total	**100.00%**	100.00%	100.00%

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

1) the time when all but one association has withdrawn as a party to the Agreement; or
2) December 31, 2025, or
3) when requested by FCA.

The following table shows the primary agricultural commodities produced by our borrowers based on the Standard Industrial Classification System (SIC) published by the federal government. This system is used to assign commodity or industry categories based on the primary business of the customer. A primary business category is assigned when the commodity or industry accounts for 50% or more of the total value of sales for a business; however, a large percentage of agricultural operations typically includes more than one commodity.

SIC Category	December 31 2016	2015	2014
Beef	**63.12%**	60.83%	58.92%
Cash Grain/Corn/Sorghum	**12.01%**	11.36%	14.03%
Wheat	**8.27%**	10.62%	11.31%
Landlords	**4.69%**	5.11%	5.18%
Hay	**2.27%**	2.29%	1.89%
Peanuts/Cotton/Peppers/Watermelon	**2.04%**	1.98%	2.36%
Ag Services	**1.70%**	1.64%	1.18%
Dairy	**1.43%**	1.75%	1.95%
Hogs	**0.98%**	0.67%	0.53%
Harvesting	**0.95%**	0.51%	0.46%
Nursery	**0.48%**	0.44%	0.25%
Other	**2.06%**	2.80%	1.94%
Total	**100.00%**	100.00%	100.00%

Our loan portfolio contains a concentration of beef, cash grains and wheat producers. The largest concentration is beef which is characteristic of our territory and is expected to remain our largest commodity concentration. Repayment ability of our borrowers is closely related to the production and profitability of the commodities they raise. If a loan fails to perform, restructuring and/or other servicing alternatives are influenced by the underlying value of the collateral which is impacted by industry economics. Our future performance would be negatively impacted by adverse agricultural conditions. The degree of the adverse impact would be correlated to the commodities negatively affected and the magnitude and duration of the adverse agricultural conditions to our borrowers.

In addition to commodity diversification noted in the previous table, further diversification is also achieved from loans to rural residents and part-time farmers which typically derive most of their earnings from non-agricultural sources. These borrowers are less subject to agricultural cycles and would likely be more affected by weaknesses in the general economy. Of our outstanding loan volume at December 31, 2016, approximately 58% consists of borrowers with income not solely from agricultural sources, an increase from 56% for 2015, and 49% for 2014.

The principal balance outstanding at December 31, 2016 for loans $250 thousand or less accounted for 31.0% of loan volume and 81.4% of the number of loans. Credit risk on small loans, in many instances, may be reduced by non-farm income sources. The following table details loan principal by dollar size at December 31.

	2016		2015		2014	
(dollars in thousands)	**Amount outstanding**	**Number of loans**	Amount outstanding	Number of loans	Amount outstanding	Number of loans
$1 - $250	**$ 238,158**	**3,044**	$ 236,620	3,049	$ 223,321	2,876
$251 - $500	**134,909**	**385**	121,051	349	102,386	296
$501 - $1,000	**133,801**	**191**	123,289	173	114,477	158
$1,001 - $5,000	**226,520**	**116**	241,281	119	217,657	108
$5,001 - $25,000	**34,567**	**5**	20,154	3	13,510	2
Total	**$ 767,955**	**3,741**	$ 742,395	3,693	$ 671,351	3,440

Approximately 11% of our loans outstanding is attributable to 10 borrowers. Due to their size, the loss of any of these loans or the failure of any of these loans to perform would adversely affect the portfolio and our future operating results.

Credit guarantees with government agencies of $47.1 million at year-end 2016, $30.4 million at year-end 2015 and $23.6 million at year-end 2014 were outstanding. The utilization of credit guarantees with governmental agencies is a practical risk mitigation tool principally to reinforce our Young, Beginning and Small Farmer Program.

Credit Commitments

We may participate in financial instruments with off-balance-sheet risk to satisfy the financing needs of our borrowers. These financial instruments include commitments to extend credit. The instruments involve, to varying degrees, elements of credit risk in excess of the amount recognized in our consolidated financial statements. Commitments to extend credit are agreements to lend to a borrower as long as there is not a violation of any condition established in the contract. Commitments and letters of credit generally have fixed expiration dates or other termination clauses and may require payment of a fee by the borrower. We may also participate in standby letters of credit to satisfy the financing needs of our borrowers. These standby letters of credit are irrevocable agreements to guarantee payments of specified financial obligations. The following table summarizes the maturity distribution of unfunded credit commitments on loans at December 31, 2016.

(dollars in thousands)	Less than 1 year	1 – 3 years	3 – 5 years	Over 5 years	Total
Commitments to extend credit	$ 82,273	$ 35,904	$ 545	$ 6,270	$ 124,992
Standby letters of credit	35	119	142	–	296
Commercial letters of credit	73	–	–	–	73
Total commitments	$ 82,381	$ 36,023	$ 687	$ 6,270	$ 125,361

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 Statement of Condition until funded or drawn upon. The credit risk associated with issuing commitments and letters of credit is substantially the same as that involved in extending loans to borrowers and we apply the same credit policies to these commitments. The amount of collateral obtained, if deemed necessary upon extension of credit, is based on our credit evaluation of the borrower. We consider potential losses related to unfunded commitments, and a reserve for unfunded commitments is included in the liabilities section of the Consolidated Statement of Condition. The related provision for the reserve for unfunded commitment is included as part of the provision for credit losses on the Consolidated Statement of Comprehensive Income.

High Risk Assets

Nonperforming loan volume is comprised of nonaccrual loans, restructured loans, and loans 90 days past due still accruing interest and are referred to as impaired loans. High risk assets consist of impaired loans and other property owned. Comparative information regarding high risk assets in the portfolio, including accrued interest, follows:

(dollars in thousands)	**2016**	2015	2014
Nonaccrual loans:			
Real estate mortgage	**$ 124**	$ 665	$ 84
Production and intermediate term	**1,017**	–	–
Total nonaccrual loans	**1,141**	665	84
Accruing restructured loans:			
Real estate mortgage	**112**	123	51
Total accruing restructured loans	**112**	123	51
Total high risk assets	**$ 1,253**	$ 788	$ 135
Nonaccrual loans to total loans	**0.15%**	0.09%	0.01%
High risk assets to total loans	**0.16%**	0.11%	0.02%
High risk assets to total shareholders' equity	**0.88%**	0.58%	0.11%

We had no loans classified as 90 days past due still accruing interest, and no other property owned for the years presented.

Total high risk assets increased $465 thousand, or 59.0%, to $1.3 million at December 31, 2016 compared with year-end 2015. The increase in high risk assets is the result of two borrowers classified as nonaccrual during the period. Contributing to the increase in our high risk assets were loans to borrowers adversely impacted by commodity price volatility and higher farm input costs in the current agricultural environment, and borrowers who were adversely impacted due to the deterioration in the general economy.

Nonaccrual loans represent all loans where there is a reasonable doubt as to collection of all principal and/or interest. Nonaccrual volume increased $476 thousand compared with December 31, 2015 due primarily to two borrowers' loans being transferred to nonaccrual due to nonperformance, offset by one borrower who paid their nonaccrual loan off during the period. Nonaccrual volume increased $1.1 million compared with December 31, 2014 due to transfers of loans to nonaccrual status which were primarily impacted by the economic pressures experienced in the cattle industry. Two customers comprise 100% of the nonaccrual volume. The following table provides additional information on nonaccrual loans as of December 31.

(dollars in thousands)	**2016**	2015	2014
Nonaccrual current as to principal and interest	**$ 1,043**	$ –	$ 84
Restructured loans in nonaccrual status	**$ –**	$ –	$ 84

For the years presented, we had no cash basis nonaccrual loans.

Accruing restructured loans including related accrued interest decreased $11 thousand during 2016 primarily as a result of repayments. The accruing restructured loans include only the year-end balances of loans and related accrued interest on which monetary concessions have been granted to borrowers and that are in accrual status. Accruing restructured loans do not include loans on which monetary concessions have been granted but which remain in nonaccrual status.

High risk asset volume is anticipated to increase in the future as a result of the existing minimal amount of these assets compared to the size of the loan portfolio, in addition to the fundamentally cyclical nature of the agriculture industry. Future increases are expected to remain within manageable volumes and are representative of a conventional lending environment.

Credit Quality

We review the credit quality of the loan portfolio on an on-going basis as part of our risk management practices. Each loan is classified according to the Uniform Classification System (UCS), which is used by all System institutions. Following 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 as substandard assets. However, doubtful assets have additional weaknesses in existing facts that make collection in full highly questionable.
- Loss – Assets are not considered collectible.

The following table presents statistics based on UCS related to the credit quality of the loan portfolio, including accrued interest at December 31.

	2016	2015	2014
Acceptable	**95.32%**	97.79%	99.22%
OAEM	**2.07%**	1.88%	0.63%
Substandard	**2.61%**	0.33%	0.15%
Total	**100.00%**	100.00%	100.00%

Recent economic conditions have created challenges for some borrowers and our credit quality has declined. Loans classified as Acceptable and OAEM were 97.39% at December 31, 2016, 99.67% at December 31, 2015 and 99.85% at December 31, 2014. We had no loans classified as Doubtful or Loss for any of the three years presented. The decrease in credit quality is primarily attributed to certain sections of the beef and grain industries which have resulted in an observable increase in OAEM as well as Substandard volume, compared to the same period one year ago. The decline in credit quality has been driven primarily by the economic conditions of the beef and cattle industries and the cyclical nature of the agriculture industry in general. In recent years, the strong credit quality was a result of favorable economic conditions in the agriculture industry as well as the general economy and benefited from the cyclical nature of the agriculture environment. The financial position of most agricultural producers strengthened during the past decade, and most of our borrowers have maintained generally strong financial positions. As such, our credit quality is anticipated to remain sound in the near term. However, agriculture remains a cyclical business that is heavily influenced by production, operating costs and commodity prices. Each of these can be significantly impacted by uncontrollable events. If less favorable economic conditions continue, it will likely lead to weakening in the loan portfolio. Loan delinquencies (accruing loans 30 days or more past due) as a percentage of accruing loans increased, however, remained at a low level of 0.47% at December 31, 2016, compared with 0.22% at December 31, 2015 and 0.02% at December 31, 2014.

Allowance for Loan Losses

We maintain an allowance for loan losses at a level consistent with the probable and estimable losses inherent in the loan portfolio identified by management. The allowance for loan losses at each period end was considered to be adequate to absorb probable losses existing in the loan portfolio. Because the allowance for loan losses considers factors such as current agricultural and economic conditions, loan loss experience, portfolio quality and loan portfolio composition, there will be a direct impact to the allowance for loan losses and our income statement when there is a change in any of those factors. The following table provides relevant information regarding the allowance for loan losses as of December 31.

(dollars in thousands)	**2016**	2015	2014
Balance at beginning of year	**$ 2,263**	$ 2,249	$ 2,247
Charge-offs:			
Production and intermediate-term	**24**	22	21
Total charge-offs	**24**	22	21
Recoveries:			
Production and intermediate-term	**12**	15	15
Total recoveries	**12**	15	15
Net charge-offs	**12**	7	6
Provision for loan losses	**372**	21	8
Balance at December 31	**$ 2,623**	$ 2,263	$ 2,249
Net charge-offs to average net loans	**<0.01%**	<0.01%	<0.01%

The following table presents the allowance for loan losses by loan type as of December 31.

(dollars in thousands)	**2016**	2015	2014
Real estate mortgage	**$ 293**	$ 243	$ 167
Production and intermediate-term	**2,295**	1,975	1,994
Agribusiness	**25**	26	84
Communication	**2**	2	1
Energy	**8**	16	2
Rural residential real estate	**–**	1	1
Total	**$ 2,623**	$ 2,263	$ 2,249

The allowance for loan losses increased $360 thousand from December 31, 2015, to $2.6 million at December 31, 2016. The increase in allowance for loan losses was primarily due to the provision for loan losses totaling $372 thousand that was recorded due to increased risk in the loan portfolio, impacted primarily by increased risks in beef and the cash grain commodities. Net charge-offs of $12 thousand were recorded during 2016. Overall, charge-off activity remains low relative to the size of the loan portfolio. During 2015, our allowance for loan losses increased $14 from 2014 primarily due to increased risk exposure on certain loans and increased loan volume. Comparative allowance for loan losses coverage as a percentage of loans and certain other credit quality indicators as of December 31 are presented in the following table.

	2016	2015	2014
Allowance for loan losses as a percentage of:			
Loans	**0.34%**	0.30%	0.33%
Impaired loans	**209.34%**	287.18%	1,665.93%
Nonaccrual loans	**229.89%**	340.30%	2,677.38%

We maintain a separate reserve for unfunded commitment, which is included in Liabilities on our Consolidated Statement of Condition. The related provision for the reserve for unfunded commitments is included as part of the provision for credit losses on the Consolidated Statement of Comprehensive Income, along with the provision for loan losses.

A summary of changes in the reserve for unfunded commitment follows:

	2016	2015
Balance at beginning of year	**$ 243**	$ –
Provision for unfunded commitments	**131**	243
Total	**$ 374**	$ 243

Young, Beginning and Small Farmers and Ranchers Program

As part of the Farm Credit System, we are committed to providing sound and dependable credit and related services to young, beginning and small (YBS) farmers and ranchers. Our mission statement is to develop business relationships with young, beginning and small farmers and ranchers who exhibit the management skills necessary to build a solid financial position, have viable operations, contribute to the agricultural community and become profitable customers. Following are FCA regulatory definitions for YBS farmers and ranchers.

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

The following table outlines our percentage of YBS loans as a percentage of the number of loans in our loan portfolio while the USDA column represents the percent of farmers and ranchers classified as YBS within our territory per the 2012 USDA Agricultural Census, which is the most current data available. Due to FCA regulatory definitions, a farmer/rancher may be included in multiple categories as they would be included in each category in which the definition was met.

	USDA	**2016**	2015	2014
Young	11.48%	**22.95%**	22.63%	21.19%
Beginning	25.23%	**27.91%**	27.62%	27.27%
Small	92.93%	**61.49%**	62.18%	62.33%

Note that several differences exist in definitions between USDA statistics and our data due to our use of FCA definitions. Young farmers are defined as 34 years old and younger by the USDA, while FCA definitions include farmers 35 years old and younger. Beginning farmers are defined by FCA as those with 10 years or less farming experience; however, the USDA identifies beginning farmers as on their current farm less than 10 years. This may include both beginning farmers and experienced farmers who have recently changed farmsteads. Our percentages are based on the number of loans in our portfolio, while the USDA percentages are based on the number of farmers and ranchers. While these definition differences do exist, the information will be utilized as it is the best comparative information available.

We establish annual marketing goals to increase market share of loans to YBS farmers and ranchers. Our goals are as follows:

- Continue to enhance and expand the use of our YBS Advisory Committee
- Offer related services either directly or in coordination with others that are responsive to the needs of YBS farmers and ranchers in our territory;
- Take full advantage of opportunities for coordinating credit and services offered with other System institutions in the territory and other governmental and private sources of credit who offer credit and services to those who qualify as YBS farmers and ranchers in our territory;
- Implement effective outreach programs to attract YBS farmers and ranchers; and,
- Expand our outreach efforts to include emphasis on women and minorities in agriculture

During 2016, we continued to provide resources and promote our YBS Advisory Committee through individual interaction to discuss topics of importance for the potential of agriculture and Farm Credit's role in the future. The highlight of this educational and career development effort is our annual support of the Washington D.C. initiative for select YBS customers or potential customers. This event provides the opportunity for our area YBS producers to experience and participate in the political process. These individuals are able to meet with representatives of Oklahoma in the United States Congress, leaders of certain agricultural trade organizations, the Farm Credit Administration, the Farm Credit Council and other decision makers specific to the agricultural industry and the Farm Credit System. Our qualitative and quantitative goals to YBS are further reinforced by specific lending and other outreach programs such as our "Take One Off for the Future" program which reduces the interest rate for qualified applicants. Our overall YBS lending campaign continues to leverage USDA loan guarantees and other critical government programs, along with additional progressive strategies to reach our annual quantifiable goals. Our longer term efforts to promote YBS continued in 2016 with noticeable support to the young and diverse agricultural groups in Oklahoma such as the 4H and FFA.

Quarterly reports are provided to our Board of Directors detailing the number, volume and credit quality of our YBS customers. We have developed quantitative targets to monitor our progress.

- Loan volume and loan number goals for YBS farmers and ranchers in our territory;
- Percentage goals representative of the demographics of YBS farmers and ranchers in our territory;
- Percentage goals for loans made to new borrowers qualifying as YBS farmers and ranchers in our territory; and,
- Goals for capital committed to loans made to YBS farmers and ranchers in our territory

	New Lending		Total Portfolio	
(dollars in thousands)	**Goal**	**Actual**	**Goal**	**Actual**
Young	$ 15,000	$ 33,646	$ 100,000	$ 134,597
Beginning	$ 20,000	$ 34,172	$ 120,000	$ 149,031
Small	$ 25,000	$ 71,298	$ 195,000	$ 287,435

To ensure that credit and services offered to our YBS farmers and ranchers are provided in a safe and sound manner and within our risk-bearing capacity, we utilize customized loan underwriting standards, loan guarantee programs, interest rate reduction programs, or other credit enhancement programs. Additionally, we are actively involved in developing and sponsoring educational opportunities, leadership training, business financial training and insurance services for YBS farmers and ranchers.

CREDIT RISK MANAGEMENT

Credit risk arises from the potential failure of a borrower to meet repayment obligations that result in a financial loss to the lender. Credit risk exists in our loan portfolio and also in our unfunded loan commitments and standby letters of credit. Credit risk is actively managed on an individual and portfolio basis through application of sound lending and underwriting standards, policies and procedures.

Underwriting standards are utilized to determine an applicant's operational, financial, and managerial resources available for repaying debt within the terms of the note and loan agreement. 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 – to protect the lender in the event of default and also serve as a secondary source of loan repayment;
- capital – ability of the operation to survive unanticipated risks; and,
- conditions – intended use of the loan funds, terms, restrictions, etc.

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

By regulation, we cannot have loan commitments to one borrower for more than 15% of our permanent capital. Additionally, we set our own lending limits to manage loan concentration risk. Lending limits have been established for individual loan size, commodity type and special lending programs. We have adopted an individual lending limit maximum of 10% of permanent capital for our highest quality borrowers.

We have established internal lending delegations to properly control the loan approval process. Delegations to staff are based on our risk-bearing ability, loan size, complexity, type and risk, as well as the expertise and position of the credit staff member. Larger and more complex loans or loans perceived to have higher risk are typically approved by executive loan committee with the most experienced and knowledgeable credit staff serving as members.

The majority of our lending is first mortgage real estate loans which must be secured by a first lien on real estate. Production and intermediate-term lending accounts for most of the remaining volume and is typically secured by livestock, crops and equipment. Collateral evaluations are completed in compliance with FCA and Uniform Standards of Professional Appraisal Practices requirements. All property is appraised at market value. All collateral evaluations must be performed by a qualified appraiser. Certain appraisals must be performed by individuals with a state certification or license.

We use a two-dimensional risk rating model (Model) based on the Farm Credit System's Combined System Risk Rating Guidance. The Model estimates each loan's probability of default (PD) and loss given default (LGD). PD estimates the probability that a borrower will experience a default within twelve months from the date of determination. LGD provides an estimation of the anticipated loss with respect to a specific financial obligation of a borrower assuming a default has occurred or will occur within the next twelve months. The Model uses objective and subjective criteria to identify inherent strengths, weaknesses, and risks in each loan. PDs and LGDs are utilized in loan and portfolio management processes and are utilized for the allowance for loan losses estimate.

The Model's 14-point probability of default scale provides for nine acceptable categories, one OAEM category, two substandard categories, one doubtful category and one loss category; each carrying a distinct percentage of default probability. The Model's LGD scale provides 6 categories, A through F, that have the following anticipated principal loss and range of economic loss expectations:

- A 0% anticipated principal loss; 0% to 5% range of economic loss
- B 0% to 3% anticipated principal loss; >5% to 15% range of economic loss
- C > 3% to 7% anticipated principal loss; >15% to 20% range of economic loss
- D > 7% to 15% anticipated principal loss; >20% to 25% range of economic loss
- E > 15% to 40% anticipated principal loss; >25% to 50% range of economic loss
- F above 40% anticipated loss; above 50% range of economic loss

RESULTS OF OPERATIONS

Earnings Summary

In 2016, we recorded net income of $8.6 million, compared with $9.7 million in 2015, and $6.9 million in 2014. The decrease in 2016 was primarily due to $1.2 million in accrued severance payments for retirees, further impacted by decreased mineral income, increased technology service costs, and increased FCSIC premiums. The increase in 2015 was largely due to the merger with Farm Credit of Central Oklahoma, ACA. During 2014, income and expenses included 3 months activity for the merged association while 2015 included 12 months of activity. The following table presents the changes in the significant components of net income from the previous year.

(dollars in thousands)	**2016 vs. 2015**	2015 vs. 2014
Net income, prior year	**$ 9,685**	$ 6,897
Increase/(Decrease) from changes in:		
Interest income	**2,565**	7,533
Interest expense	**(1,404)**	(3,008)
Net interest income	**1,161**	4,525
Provision for credit losses	**(239)**	(256)
Noninterest income	**342**	548
Noninterest expense	**(2,321)**	(2,024)
Provision for income tax	**6**	(5)
Total (decrease)/increase in net income	**(1,051)**	2,788
Net income, current year	**$ 8,634**	$ 9,685

Return on average assets decreased to 1.10% from 1.33% in 2015, and return on average shareholders' equity decreased to 6.15% from 7.27% in 2015, as a result of increased salary expenses. Decreased mineral income, increased technology service costs, and increased FCSIC premiums also impacted the return on average assets and return on average shareholders' equity.

Net Interest Income

Net interest income for 2016 was $19.8 million compared with $18.6 million for 2015 and $14.1 million for 2014. Net interest income is our principal source of earnings and is impacted by interest earning asset volume, yields on assets and cost of debt. The increase in net interest income was largely due to increased loan volume. The following table provides an analysis of the individual components of the change in net interest income during 2016 and 2015.

(dollars in thousands)	**2016 vs. 2015**	2015 vs. 2014
Net interest income, prior year	**$ 18,620**	$ 14,095
Increase/(Decrease) in net interest income from changes in:		
Interest rates earned	**148**	(319)
Interest rates paid	**(385)**	(64)
Volume of interest-bearing assets and liabilities	**1,355**	4,908
Interest income on nonaccrual loans	**43**	–
Increase in net interest income	**1,161**	4,525
Net interest income, current year	**$ 19,781**	$ 18,620

Unaudited

The following table illustrates net interest margin and the average interest rates on loans and debt cost and interest rate spread.

	For the Year Ended December 31		
	2016	2015	2014
Net interest margin	**2.66%**	2.70%	2.78%
Interest rate on:			
Average loan volume	**4.32%**	4.30%	4.36%
Average debt	**1.93%**	1.86%	1.85%
Interest rate spread	**2.39%**	2.44%	2.51%

The decrease in interest rate spread resulted from a 7 basis point increase in interest rates on average debt and a 2 basis point increase in interest rates on average loan volume. The decrease in net interest margin in addition to the change in spread was offset by higher earnings on our own capital. Rates have trended upward at a slow pace during 2016.

Provision for Credit Losses/(Credit Loss Reversals)

We monitor our loan portfolio and unfunded commitments on a regular basis to determine if any increase through provision for credit losses or decrease through a credit loss reversal in our allowance for loan losses or reserve for unfunded commitment is warranted based on our assessment of the probable and estimable losses inherent in our loan portfolio and unfunded commitments. We recorded net provision for credit losses of $503 thousand in 2016, compared with net provision for credit losses of $264 thousand in 2015 and $8 thousand in 2014. The provision for loan losses of $372 thousand recorded during 2016 was primarily due to increased risk exposure on certain loans, impacted primarily by increased risks in beef and cash grain commodities. The provision for reserve for unfunded commitments of $131 thousand was recorded during 2016 primarily due to increased risk in the commercial portfolio, impacted primarily by increased risks in cattle and cash grain commodities. The net provision for credit losses of $264 thousand was recorded during 2015 due to increased loan volume and changing risk characteristics in certain loans. The provision for loan losses recorded in 2014 was primarily due to increased loan volume and changing risk characteristics in certain loans.

Noninterest Income

During 2016, we recorded noninterest income of $3.9 million, compared with $3.5 million in 2015 and $3.0 million in 2014. Patronage distributions from CoBank are our primary source of noninterest income. Patronage is accrued in the year earned and then received from CoBank in the following year. CoBank patronage is distributed in cash. Patronage earned from CoBank was $2.9 million in 2016, $2.6 million in 2015 and $1.9 million in 2014.

We received a patronage distribution from AgVantis, based on our services purchased from AgVantis during 2016. We received a Notice of Allocation with our total patronage of $282 thousand, which includes cash patronage of $56 thousand compared with cash patronage of $9 thousand for 2015 and $42 thousand for 2014. The balance of the allocation is recorded in other assets. Additionally, we received a cash patronage of $8 thousand from Farm Credit Foundations, the organization that provides our payroll and human resource services. This compares with $5 thousand recorded in 2015 and 2014. Patronage from these two entities and CoBank is included in patronage distribution from Farm Credit institutions on the Consolidated Statement of Comprehensive Income.

Mineral income of $386 thousand was recognized during 2016, compared with $748 thousand in 2015 and $714 thousand in 2014. Of the $386 thousand in 2016, quarterly payments totaling $384 thousand were received from CoBank. The reduction is primarily attributed to lower mineral prices resulting in reduced production and lease related income.

Noninterest income also includes loan fees, financially related services income and other noninterest income. Loan fees in 2016 were $16 thousand, an increase of $2 thousand from 2015, primarily due to increased conversion fees. Financially related services income was $44 thousand in 2016, an increase of $20 thousand from 2015, primarily due to increased credit life commissions. Other noninterest income was $274 thousand in 2016, an increase of $200 thousand, from 2015 and an increase of $174 thousand from 2014, primarily due to the sale of certain fixed assets.

Noninterest Expense

Noninterest expense for 2016 increased $2.3 million, or 19.0%, to $14.5 million compared with 2015 and $4.3 million, or 42.8% compared with 2014. Noninterest expense for each of the three years ended December 31 is summarized as follows.

(dollars in thousands)	**2016**	2015	2014	**Percent of Change** **2016/2015**	2015/2014
Salaries & employee benefits	**$ 8,038**	$ 6,281	$ 5,673	**27.97%**	10.72%
Occupancy & equipment	**572**	575	462	**(0.52%)**	24.46%
Purchased services from AgVantis	**1,706**	1,231	827	**38.59%**	48.85%
Supervisory & examination costs	**239**	207	175	**15.46%**	18.29%
Merger implementation costs	**26**	12	191	**116.67%**	(93.72%)
Other	**2,950**	3,187	2,382	**(7.44%)**	33.80%
Total operating expense	**13,531**	11,493	9,710	**17.73%**	18.36%
Farm Credit Insurance Fund premium	**977**	694	453	**40.78%**	53.20%
Total noninterest expense	**$ 14,508**	$ 12,187	$ 10,163	**19.04%**	19.92%

For the year ended December 31, 2016, total operating expense increased $2.0 million, or 17.7%, compared with the year ended December 31, 2015, primarily due to increases in salaries and employee benefits and purchased services from AgVantis. The primary reason for the increase in salaries and employee benefits stemmed from the retirement of five employees during 2016 and accounting for their severance payments. This increase was further impacted by seasonal salary increases, bonuses and merit increases for various employees in 2016. The increase in the cost of purchased services from AgVantis was due to a rate increase from our service provider, AgVantis. The increases were partially offset by the decrease in other operating expenses. Insurance Fund premium increased $283 thousand to $977 thousand due to an increase in the premium rate and an increase in volume. Premium rates were 16 basis points for the first six months of 2016 and 18 basis points for the second six months of 2016 compared with 13 basis points in 2015 and 12 basis points in 2014.

Provision for income taxes/Benefit from income taxes

We recorded no provision for income taxes during 2016, compared with $6 thousand in 2015 and $1 thousand in 2014. The decrease was primarily due to less taxable income being earned by the taxable portion of our business. Tax expense was also impacted by our patronage refund program. We operate as a Subchapter T cooperative for tax purposes and thus may deduct from taxable income certain amounts that are distributed from net earnings to borrowers. See Note 9 for additional details.

LIQUIDITY

Liquidity is necessary to meet our financial obligations. Liquidity is needed to pay our note with CoBank, fund loans and other commitments, and fund business operations in a cost-effective manner. Our liquidity policy is intended to manage short-term cash flow, maximize debt reduction and liquidate nonearning assets. Our direct loan with CoBank, cash on hand and borrower loan repayments provide adequate liquidity to fund our on-going operations and other commitments.

Funding Sources

Our primary source of liquidity is the ability to obtain funds for our operations through a borrowing relationship with CoBank. Our note payable to CoBank is collateralized by a pledge to CoBank of substantially all of our assets. Substantially all cash received is applied to the note payable and all cash disbursements are drawn on the note payable. The indebtedness is governed by a General Financing Agreement (GFA) with CoBank which matures on May 31, 2018. The annual average principal balance of the note payable to CoBank was $633.9 million in 2016, $579.6 million in 2015 and $421.6 million in 2014.

We plan to continue to fund lending operations through the utilization of our funding arrangement with CoBank, retained earnings from current and prior years and from borrower stock investments. CoBank's primary source of funds is the ability to issue Systemwide Debt Securities to investors through the Federal Farm Credit Bank Funding Corporation. This access has traditionally provided a dependable source of competitively priced debt that is critical for supporting our mission of providing credit to agriculture and rural America. Although financial markets experienced significant volatility in the last few years, we were able to obtain sufficient funding to meet the needs of our customers.

Interest Rate Risk

The interest rate risk inherent in our loan portfolio is substantially mitigated through our funding relationship with CoBank which allows for loans to be match-funded. Borrowings from CoBank match the pricing, maturity, and option characteristics of our loans to borrowers. CoBank manages interest rate risk through the direct loan pricing and its asset/liability management processes. Although CoBank incurs and manages the primary sources of interest rate risk, we may still be exposed to interest rate risk through the impact of interest rate changes on earnings generated from our loanable funds. To stabilize earnings from loanable funds, we have committed excess loanable funds with CoBank at a fixed rate for a specified term as a part of CoBank's Association Equity Positioning Program (AEPP). This enables us to reduce our overall cost of funds with CoBank without significantly increasing our overall interest rate risk position.

Funds Management

We offer variable, fixed, adjustable, and adjustable prime-based rate loans to borrowers. Our Asset/Liability Committee determines the interest rate charged based on the following factors: 1) the interest rate charged by CoBank; 2) our existing rates and spreads; 3) the competitive rate environment; and 4) our profitability objectives.

CAPITAL RESOURCES

Capital supports asset growth and provides protection for unexpected credit and operating losses. Capital is also needed for investments in new products and services. We believe a sound capital position is critical to our long-term financial success due to the volatility and cycles in agriculture. Over the past several years, we have been able to build capital primarily through net income retained after patronage. Shareholders' equity at December 31, 2016 totaled $142.2 million, compared with $135.6 million at December 31, 2015 and $128.1 million at December 31, 2014. The increase of $6.6 million in shareholders' equity reflects net income partially offset by patronage refunds, net stock retirements and an increase in accumulated other comprehensive loss. Our capital position is reflected in the following ratio comparisons.

	2016	2015	2014
Debt to shareholders' equity	**4.75:1**	4.78:1	4.52:1
Shareholders' equity as a percent of net loans	**18.58%**	18.32%	19.15%
Shareholders' equity as a percent of total assets	**17.40%**	17.31%	18.11%

Debt to shareholders' equity decreased and shareholders' equity as a percent of net loans and of total assets increased from 2015 primarily due to increased loan volume and 2016 net income.

Retained Earnings

Our retained earnings increased $6.6 million to $106.6 million at December 31, 2016 from $100.0 million at December 31, 2015 and increased $14.1 million from $92.5 million at December 31, 2014. The increase in 2016 was a result of net income of $8.6 million, partially offset by $2.0 million of patronage distributions declared.

Patronage Program

We have a Patronage Program that allows us to distribute our available net earnings to our shareholders. This program provides for the application of net earnings in the manner described in our Bylaws. In addition to determining the amount and method of patronage to be distributed, the Bylaws address increasing surplus to meet capital adequacy standards established by Regulations; increasing surplus to a level necessary to support competitive pricing at targeted earnings levels; and increasing surplus for reasonable reserves. Patronage distributions are based on business done with us during the year. We paid cash patronage of $2.2 million in 2016, $2.2 million in 2015 and $1.5 million in 2014. During 2016, we declared patronage distributions of $2.0 million to be paid in February 2017.

Stock

Our total stock decreased $3 thousand to $2,002 thousand at December 31, 2016, from $2,005 thousand at December 31, 2015 and increased $36 thousand from $1,966 thousand at December 31, 2014. The decrease in 2016 was due to $156 thousand of stock retirements, partially offset by $153 thousand of stock issuances. We require a stock investment for each borrower. We have a Borrower Level Stock Program which allows stock to be assigned to each borrower instead of each loan. This reduces the stock requirements for borrowers with multiple loans. The current stock requirement for each borrower is the lesser of one thousand dollars or 2.00% of the collective total balance of each borrower's loan(s).

Accumulated Other Comprehensive Income or Loss

Accumulated other comprehensive loss totaled $65 thousand at December 31, 2016, an increase of $37 thousand compared with year-end 2015 and an increase of $43 thousand compared with year-end 2014. Certain employees participate in a non-qualified Defined Benefit Pension Restoration Plan (Plan). Accounting guidance requires recognition of the Plan's underfunded status and unamortized actuarial gains and losses and prior service costs or credits as a liability with an offsetting adjustment to accumulated other comprehensive income/loss.

Capital Plan and Regulatory Requirements

Our Board of Directors establishes a formal capital adequacy plan that addresses capital goals in relation to risks. The capital adequacy plan assesses the capital level necessary for financial viability and to provide for growth. Our plan is updated annually and approved by our Board of Directors. FCA regulations require the plan consider the following factors in determining optimal capital levels, including:

- Regulatory capital requirements;
- Asset quality;
- Needs of our customer base; and,
- Other risk-oriented activities, such as funding and interest rate risks, contingent and off-balance sheet liabilities and other conditions warranting additional capital.

FCA regulations establish minimum capital standards expressed as a ratio of capital to assets, taking into account relative risk factors for all System institutions. In general, the regulations provide for a relative risk weighting of assets and establish a minimum ratio of permanent capital, total surplus and core surplus to risk-weighted assets. Our capital ratios as of December 31 and the FCA minimum requirements follow.

	Regulatory Minimum	**2016**	2015	2014
Permanent capital ratio	7.00%	**16.30%**	16.35%	17.41%
Total surplus ratio	7.00%	**16.03%**	16.07%	17.10%
Core surplus ratio	3.50%	**16.03%**	16.07%	17.10%

As of December 31, 2016, we exceeded the regulatory minimum capital ratios and are expected to do so throughout 2017. However, the minimum ratios established were not meant to be adopted as the optimum capital level, so we have established goals in excess of the regulatory minimum. As of December 31, 2016, we have exceeded our goals. Due to our strong capital position, we will continue to be able to retire at-risk stock.

Building Projects

We began construction on a branch office in Tuttle, Oklahoma during 2016. Construction is expected to be completed in the first quarter of 2017 and the funding for this project came from unallocated retained earnings.

REGULATORY MATTERS

As of December 31, 2016, we had no enforcement actions in effect and FCA took no enforcement actions on us during the year.

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

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

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

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

- A CET1 capital ratio of 4.5 percent;
- A tier 1 capital ratio (CET1 capital plus additional tier 1 capital) of 6 percent; and

- A total capital ratio (tier 1 plus tier 2) of 8 percent.

The New Capital Regulations also set a minimum tier 1 leverage ratio (tier 1 capital divided by total assets) of 4 percent, of which at least 1.5 percent must consist of unallocated retained earnings (URE) and URE equivalents, which are nonqualified allocated equities with certain characteristics of URE. The New Capital Regulations establish a capital cushion (capital conservation buffer) of 2.5 percent above the risk-based CET1, tier 1 and total capital requirements. In addition, the New Capital Regulations establish a leveraged capital cushion (leverage buffer) of 1 percent above the tier 1 leverage ratio requirement. If capital ratios fall below the regulatory minimum plus buffer amounts, capital distributions (equity redemptions, cash dividend payments, and cash patronage payments) and discretionary senior executive bonuses are restricted or prohibited without prior FCA approval. The New Capital Regulations establish a three-year phase-in of the capital conservation buffer beginning January 1, 2017. There will be no phase-in of the leverage buffer.

We were in compliance with the New Capital Regulations on January 1, 2017.

GOVERNANCE

Board of Directors

We are governed by a fourteen member board that provides direction and oversees our management. Of these directors, twelve are elected by the shareholders and two are appointed by the elected directors. Our Board of Directors represents the interests of our shareholders. The Board of Directors meets regularly to perform the following functions, among others:

- selects, evaluates and compensates the chief executive officer;
- approves the strategic plan, capital plan, financial plan and the annual operating budget;
- oversees the lending operations;
- directs management on significant issues; and,
- oversees the financial reporting process, communications with shareholders and our legal and regulatory compliance.

Director Independence

All directors must exercise sound judgment in deciding matters in our interest. All our directors are independent from the perspective that none of our management or staff serves as Board members. However, we are a financial services cooperative, and the Farm Credit Act and FCA Regulations require our elected directors to have a loan relationship with us.

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

Audit Committee

The Audit Committee reports to the Board of Directors. The Audit Committee is composed of five members of the Board of Directors. During 2016, four meetings were held. The Audit Committee responsibilities generally include, but are not limited to:

- oversight of the financial reporting risk and the accuracy of the quarterly and annual shareholder reports;
- the oversight of the system of internal controls related to the preparation of quarterly and annual shareholder reports;
- the review and assessment of the impact of accounting and auditing developments on the consolidated financial statements; and,
- the establishment and maintenance of procedures for the receipt, retention and treatment of confidential and anonymous submission of concerns, regarding accounting, internal accounting controls or auditing matters.

Risk Committee

The Risk Committee is responsible for the oversight of credit risk, including lending and underwriting standards and assesses the conditions that may materially impact the loan portfolio. The Risk Committee consists of four members of the Board of Directors.

Compensation Committee

The Compensation Committee is responsible for the oversight of employee and director compensation. The Compensation Committee is composed of four members of the Board of Directors. The Committee annually reviews, evaluates and approves the compensation policies, programs and plans for senior officers and employees including benefits programs.

Other Governance

The Board has monitored the requirements of public companies under the Sarbanes-Oxley Act. While we are not subject to the requirements of this law, we are striving to implement steps to strengthen governance and financial reporting. We strive to maintain strong governance and financial reporting through the following actions:

- a system for the receipt and treatment of whistleblower complaints;
- a code of ethics for our President/CEO, Chief Financial Officer and Chief Credit Officer;
- open lines of communication between the independent auditors, management, and the Audit Committee;
- "plain English" disclosures;
- officer certification of accuracy and completeness of the consolidated financial statements; and,
- information disclosure through our website.

FORWARD-LOOKING INFORMATION

Our discussion 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," and "will," or other variations of these terms are intended to identify 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, 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/or the Farm Credit System; and,
- actions taken by the Federal Reserve System in implementing monetary policy.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Our consolidated financial statements are based on 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 we have to make judgments about matters that are inherently uncertain. For a complete discussion of significant accounting policies, see Note 2 of the accompanying consolidated financial statements. The development and selection of critical accounting policies, and the related disclosures, have been reviewed by our Audit Committee. A summary of critical policies relating to the determination of the allowance for loan losses follows.

Allowance for Loan Losses/Reserve for Unfunded Commitment

The allowance for loan losses is our best estimate of the amount of probable loan losses existing in and inherent in our loan portfolio as of the balance sheet date. The allowance for loan losses is increased through provisions for loan losses and loan recoveries and is decreased through loan loss reversals and loan charge-offs. Additionally, we provide line of credit financing to our customers. We have established a reserve for unfunded commitment to cover probable losses. This reserve is reported as a liability in our consolidated balance sheet. The reserve for unfunded commitment is increased through provisions for the reserve for unfunded commitments and is decreased through reversals of the reserve for unfunded commitments. Provision for loan losses and provision for reserve for unfunded commitments are referred to as provision for credit losses on the Consolidated Statement of Comprehensive Income. We determine the allowance for loan losses and the reserve for unfunded commitment based on a regular evaluation of the loan and commitment portfolios, which generally considers recent historical charge-off experience adjusted for relevant factors.

Loans are evaluated based on the borrower's overall financial condition, resources, and payment record; the prospects for support from any financially responsible guarantor; and, if appropriate, the estimated net realizable value of any collateral. The allowance for loan losses attributable to these loans is established by a process that estimates the probable loss inherent in the loans, taking into account various historical factors, internal risk ratings, regulatory oversight, and geographic, industry and other factors.

Changes in the factors we consider in the evaluation of losses in the loan portfolio could occur for various credit related reasons and could result in a change in the allowance for loan losses, which would have a direct impact on the provision for loan losses and results of operations. See Notes 2 and 3 to the accompanying consolidated financial statements for detailed information regarding the allowance for loan losses.

CUSTOMER PRIVACY

FCA regulations require that borrower information be held in confidence by Farm Credit institutions, their directors, officers and employees. FCA regulations and our Standards of Conduct Policies specifically restrict Farm Credit institution directors and employees from disclosing information not normally contained in published reports or press releases about the institution or its borrowers or members. These regulations also provide Farm Credit institutions clear guidelines for protecting their borrowers' nonpublic information.

Farm Credit
OF WESTERN OKLAHOMA

Our roots run deep.

ALVA
219 Oklahoma Blvd.
Alva, OK 73717
580 327-0870
866 903-0870
Fax 580 327-6952

ANADARKO
PO Box 910
513 S. Mission St.
Anadarko, OK 73005
405 247-2421
800 585-2421
Fax 405 247-3582

CLINTON
2600 W. Modelle Ave.
Clinton, OK 73601
580 323-0342
800 722-3004
Fax 580 323-0650

ELK CITY
101 Carter Road
Elk City, OK 73644
580 821-9200
888 821-9202
Fax 580 821-9208

GUYMON
2143 Hwy. 64 N.
Guymon, OK 73942
580 338-3828
866 691-2267
Fax 580 338-5111

TUTTLE
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Tuttle, OK 73089
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Fax 405 381-3007

WOODWARD
3302 Williams Ave.
Woodward, OK 73801
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800 299-3465
Fax 580 256-5982

REPORT OF MANAGEMENT

The consolidated financial statements of Farm Credit of Western Oklahoma, ACA (Association) are prepared by management, who is responsible for their integrity and objectivity, including amounts that must necessarily be based on judgments and estimates. The consolidated financial statements have been prepared in conformity with generally accepted accounting principles appropriate in the circumstances, and in the opinion of management, fairly present the financial condition of the Association. Other financial information included in the 2016 annual report is consistent with that in the financial statements.

To meet its responsibility for reliable financial information, management depends on the Association's accounting and internal control systems, which have been designed to provide reasonable, but not absolute, assurance that assets are safeguarded and transactions are properly authorized and recorded. To monitor compliance, CoBank, ACB's Internal Audit staff to perform audits of the accounting records, reviewed accounting systems and internal controls, and recommended improvements as appropriate. The Association is also examined by the Farm Credit Administration.

The Audit Committee of the Board of Directors has overall responsibility for the Association's system of internal control and financial reporting. The Audit Committee consults regularly with management and reviews the results of the examinations by the various entities named above. The independent auditors have direct access to the Audit Committee.

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

Ricky Carothers
Chairman of the Board

John Grunewald
President and Chief Executive Officer

Jamey B. Mitchell, CPA
Chief Financial Officer

March 16, 2017

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Fax 580 256-5982

AUDIT COMMITTEE REPORT

The Audit Committee (Committee) includes 5 members from the Board of Directors of Farm Credit of Western Oklahoma (Association). In 2016, 4 Committee meetings were held. The Committee oversees the scope of the Association's internal audit program, the independence of the outside auditors, the adequacy of the Association's system of internal controls and procedures, and the adequacy of management's action with respect to recommendations arising from those auditing activities. The Committee's responsibilities are described more fully in the Internal Control Policy and the Audit Committee Charter. The Committee approved the appointment of PricewaterhouseCoopers, LLP (PwC) as the Association's independent auditors for 2016.

The fees for professional services rendered for the Association by its independent auditor, PwC, during 2016 were $40,000 for audit services, $7,800 for tax services.

The Committee reviewed the non-audit services provided by PwC and concluded these services were not incompatible with maintaining the independent auditor's independence.

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

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

Based on the foregoing review and discussions and relying thereon, the Committee recommended that the Board of Directors include the Financial Statements in the Association's Annual Report to Shareholders for the year ended December 31, 2016 and for filing with the Farm Credit Administration.

Stephanie Craighead

Stephanie Craighead, Chairman of the Audit Committee
Audit Committee Members
Jimmie Purvine
Alan Schenk
Tyler Kamp
Mark Graf

March 16, 2017

pwc

Report of Independent Auditors

To the Board of Directors of
Farm Credit of Western Oklahoma, ACA

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

Management's Responsibility for the Consolidated Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on the consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

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

Opinion

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

PricewaterhouseCoopers LLP

March 16, 2017

PricewaterhouseCoopers LLP, 1100 Walnut, Suite 1300, Kansas City, MO 64106
T: (816) 472 7921, F: (816) 218 1890, *www.pwc.com/us*

Consolidated Statement of Condition

(Dollars in Thousands)

	December 31		
	2016	2015	2014
ASSETS			
Loans	**$ 767,955**	$ 742,395	$ 671,351
Less allowance for loan losses	**2,623**	2,263	2,249
Net loans	**765,332**	740,132	669,102
Cash	**4,425**	2,880	5,332
Accrued interest receivable	**12,472**	10,350	7,720
Investment in CoBank, ACB	**25,369**	23,198	19,653
Premises and equipment, net	**3,744**	2,535	1,797
Prepaid benefit expense	**1,141**	392	580
Other assets	**4,367**	3,729	3,235
Total assets	**$ 816,850**	$ 783,216	$ 707,419
LIABILITIES			
Note payable to CoBank, ACB	**$ 658,900**	$ 633,600	$ 566,065
Advance conditional payments	**7,441**	7,349	6,253
Accrued interest payable	**1,045**	1,018	2,341
Patronage distributions payable	**2,000**	2,200	2,200
Accrued benefits liability	**258**	226	220
Reserve for unfunded commitments	**374**	243	-
Other liabilities	**4,666**	3,008	2,242
Total liabilities	**674,684**	647,644	579,321
Commitments and Contingencies (See Note 13)			
SHAREHOLDERS' EQUITY			
Capital stock	**2,002**	2,005	1,966
Additional paid-in capital	**33,619**	33,619	33,619
Unallocated retained earnings	**106,610**	99,976	92,535
Accumulated other comprehensive (loss)/income	**(65)**	(28)	(22)
Total shareholders' equity	**142,166**	135,572	128,098
Total liabilities and shareholders' equity	**$ 816,850**	$ 783,216	$ 707,419

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

Consolidated Statement of Comprehensive Income

(Dollars in Thousands)

	For the Year Ended December 31		
	2016	2015	2014
INTEREST INCOME			
Loans	**$ 32,173**	$ 29,608	$ 22,075
Total interest income	**32,173**	29,608	22,075
INTEREST EXPENSE			
Note payable to CoBank, ACB	**12,285**	10,888	7,896
Other	**107**	100	84
Total interest expense	**12,392**	10,988	7,980
Net interest income	**19,781**	18,620	14,095
Provision for credit losses	**503**	264	8
Net interest income after provision for credit losses	**19,278**	18,356	14,087
NONINTEREST INCOME			
Financially related services income	**44**	24	21
Loan fees	**16**	14	26
Patronage distribution from Farm Credit institutions	**3,144**	2,662	2,113
Mineral income	**386**	748	714
Other noninterest income	**274**	74	100
Total noninterest income	**3,864**	3,522	2,974
NONINTEREST EXPENSE			
Salaries and employee benefits	**8,038**	6,281	5,673
Occupancy and equipment	**572**	575	462
Purchased services from AgVantis, Inc.	**1,706**	1,231	827
Farm Credit Insurance Fund premium	**977**	694	453
Merger-implementation costs	**26**	12	191
Supervisory and examination costs	**239**	207	175
Other noninterest expense	**2,950**	3,187	2,382
Total noninterest expense	**14,508**	12,187	10,163
Income before income taxes	**8,634**	9,691	6,898
Provision for income taxes	**-**	6	1
Net income	**8,634**	9,685	6,897
COMPREHENSIVE INCOME			
Amortization of retirement costs	**$ 5**	$ 4	$ -
Actuarial loss on retirement obligation	**(42)**	(10)	(22)
Total comprehensive income	**$ 8,597**	$ 9,679	$ 6,875

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

Consolidated Statement of Changes in Shareholders' Equity

(Dollars in Thousands)

	Capital Stock	Additional Paid-In Capital	Unallocated Retained Earnings	Accumulated Other Comprehensive Income/(Loss)	Total Shareholders' Equity
Balance at December 31, 2013	$ 1,340	$ -	$ 87,838	$ -	$ 89,178
Net income/Comprehensive income			6,897	(22)	6,875
Stock issued	163				163
Stock retired	(145)				(145)
Equity issued in connection with merger	608	33,619			34,227
Patronage distributions: Cash			(2,200)		(2,200)
Balance at December 31, 2014	1,966	33,619	92,535	(22)	128,098
Comprehensive income			9,685	(6)	9,679
Stock issued	233				233
Stock retired	(194)				(194)
Patronage distributions: Cash			(2,244)		(2,244)
Balance at December 31, 2015	2,005	33,619	99,976	(28)	135,572
Comprehensive income			8,634	(37)	8,597
Stock issued	153				153
Stock retired	(156)				(156)
Patronage distributions: Cash			(2,000)		(2,000)
Balance at December 31, 2016	**$ 2,002**	**$ 33,619**	**$ 106,610**	**$ (65)**	**$ 142,166**

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

Consolidated Statement of Cash Flows

(Dollars in Thousands)

	For the Year Ended December 31		
	2016	2015	2014
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net income	**$ 8,634**	$ 9,685	$ 6,897
Adjustments to reconcile net income to net cash provided by/(used in) operating activities:			
Depreciation	**322**	324	307
Provision for credit losses	**503**	264	8
Allocated patronage from AgVantis	**(226)**	(37)	(270)
Gains on sales of premises and equipment	**(171)**	(13)	(22)
Net accretion of yield related to loans and notes payable acquired in merger	**13**	(126)	(72)
Change in assets and liabilities:			
(Increase)/Decrease in accrued interest receivable	**(2,122)**	(2,630)	210
(Increase)/Decrease in prepaid benefit expense	**(749)**	188	(60)
Increase in other assets	**(412)**	(457)	(123)
Increase/(Decrease) in accrued interest payable	**27**	(1,323)	(1,175)
Decrease in accrued benefits liability	**(5)**	-	(10)
Increase in other liabilities	**1,658**	766	791
Total adjustments	**(1,162)**	(3,044)	(416)
Net cash provided by operating activities	**7,472**	6,641	6,481
CASH FLOWS FROM INVESTING ACTIVITIES:			
Increase in loans, net	**(25,543)**	(70,967)	(78,293)
Net cash acquired in business combination	**-**	-	78
Increase in investment in CoBank	**(2,171)**	(3,545)	(670)
Expenditures for premises and equipment, net	**(1,360)**	(1,049)	(131)
Net cash used in investing activities	**(29,074)**	(75,561)	(79,016)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Net draw on note payable to CoBank	**25,258**	67,577	75,908
Increase/(Decrease) in advance conditional payments	**92**	1,096	(958)
Capital stock retired	**(156)**	(194)	(145)
Capital stock issued	**153**	233	163
Cash patronage distributions paid	**(2,200)**	(2,244)	(1,500)
Net cash provided by financing activities	**23,147**	66,468	73,468
Net increase/(decrease) in cash	**1,545**	(2,452)	933
Cash at beginning of year	**2,880**	5,332	4,399
Cash at end of year	**$ 4,425**	$ 2,880	$ 5,332
SUPPLEMENTAL CASH INFORMATION:			
Cash paid during the year for:			
Interest	**$ 12,365**	$ 12,311	$ 8,446
Income taxes	**$ 7**	$ 1	$ 1
SUPPLEMENTAL SCHEDULE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:			
Allocated patronage from AgVantis	**$ 226**	$ 37	$ 270
Net charge-offs	**$ 12**	$ 7	$ 6
Patronage distributions payable	**$ 2,000**	$ 2,200	$ 2,200
Change in accumulated other comprehensive (loss)/income	**$ (37)**	$ (6)	$ (22)
Impact of merger transaction			
Assets acquired	**$ -**	$ -	$ 131,663
Liabilities assumed	**$ -**	$ -	$ 97,436
Equity issued	**$ -**	$ -	$ 34,227

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

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in Thousands, Except as Noted)

NOTE 1 – ORGANIZATION AND OPERATIONS

A. Organization: Farm Credit of Western Oklahoma, ACA and its subsidiaries, Farm Credit of Western Oklahoma, FLCA, (Federal Land Credit Association) (FLCA)) and Farm Credit of Western Oklahoma, PCA, (Production Credit Association (PCA)), (collectively called "the Association") are member-owned cooperatives which provide credit and credit-related services to or for the benefit of eligible borrowers/shareholders for qualified agricultural purposes in the counties of Beaver, Beckham, Caddo, Cimarron, Cleveland, Comanche, Custer, Dewey, Ellis, Grady, Harper, McClain, Roger Mills, Texas, Washita, Woods and Woodward in the state of Oklahoma.

   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 (the Farm Credit Act). The System is comprised of three Farm Credit Banks, one Agricultural Credit Bank and 73 associations.

   CoBank, ACB (funding bank or the "Bank") its related associations and AgVantis, Inc. (AgVantis) are collectively referred to as the District. CoBank provides the funding to associations within the District and is responsible for supervising certain activities of the District Associations. AgVantis, which is owned by the entities it serves, provides technology and other operational services to certain associations and to CoBank. The CoBank District consists of CoBank, 22 Agricultural Credit Associations (ACA), which each have two wholly owned subsidiaries, (a FLCA and a PCA), one FLCA and AgVantis.

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

   The Farm Credit Administration (FCA) is delegated authority by Congress to regulate the System Banks and Associations. The FCA examines the activities of System institutions to ensure their compliance with the Farm Credit Act, FCA regulations and safe and sound banking practices.

   The Farm Credit Act established the Farm Credit System Insurance Corporation (Insurance Corporation) to administer the Farm Credit Insurance Fund (Insurance Fund). By law, 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 stock at par or stated value, and (3) for other specified purposes. The Insurance Fund is also available for discretionary use by the Insurance Corporation in providing assistance to certain troubled System institutions and to cover the operating expenses of the Insurance Corporation. Each System Bank is required to pay premiums, which may be passed on to the Associations, into the Insurance Fund based on its annual average outstanding insured debt adjusted to reflect the reduced risk on loans or investments guaranteed by federal or state governments until the assets in the Insurance Fund reach the "secure base amount," which is defined in the Farm Credit Act as 2.0 percent of the aggregate Insured Debt or such other percentage of the Insured Debt as the Insurance Corporation, in its sole discretion, determines to be actuarially sound. When the amount in the Insurance Fund exceeds the secure base amount, the Insurance Corporation is required to reduce premiums, as necessary to maintain the Insurance Fund at the 2.0 percent level. As required by the Farm Credit Act, as amended, the Insurance Corporation may return excess funds above the secure base amount to System institutions. The Bank passes this premium expense and the return of excess funds as applicable through to each Association based on the Association's average adjusted note payable with the Bank.

B. Operations: The Farm Credit Act sets forth the types of authorized lending activity, persons eligible to borrow, and financial services which can be provided 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, their cooperatives, rural residents and farm-related businesses.

   The Association also offers credit life insurance and advance conditional payment accounts and provides additional services to borrowers such as fee appraisals and vehicle and equipment leasing.

The Association's financial condition may be impacted by factors affecting CoBank. The CoBank Annual Report is available free of charge on CoBank's website, www.cobank.com; or may be obtained at no charge by contacting the Association at 3302 Williams Avenue, Woodward, Oklahoma 73801-6944 or by calling (580) 256-3465 or (800) 299-3465. Upon request, Association shareholders will be provided with a copy of the CoBank Annual Report. The CoBank Annual Report discusses the material aspects of CoBank's and District's financial condition, changes in financial condition, and results of operations.

C. Merger: Effective October 1, 2014, Farm Credit of Central Oklahoma, ACA (Central Oklahoma) was merged into Farm Credit of Western Oklahoma, ACA, (Western Oklahoma). Western Oklahoma acquired 100% of the assets and liabilities of Central Oklahoma. The merged Association is headquartered in Woodward, Oklahoma. The primary reason for the merger was to ensure long-term viability by increasing the capital base thus allowing the Association to withstand fluctuations in the agriculture markets. The effects of the merger are included in the Association's results of operations, balance sheet, average balances and related metrics beginning in 2014.

The acquisition method of accounting requires the financial statement presentation of combined balances as of the date of merger, but not for previous periods. The Consolidated Balance Sheet reflects the merged balances as of December 31, 2014. The Consolidated Statement of Comprehensive Income, the Consolidated Statement of Changes in Shareholders' Equity and the Consolidated Statement of Cash Flows reflect the results of Western Oklahoma prior to October 1, 2014 and the merged Association after October 1, 2014. Information presented in the Notes to the Consolidated Financial Statement for 2014 reflects balances of the merged Association as of December 31, or in the case of transactional activity, of the merged Association for the period of October 1 to December 31.

As cooperative organizations, Farm Credit associations operate for the mutual benefit of their borrowers and other customers and not for the benefit of equity investors. As such, their capital stock provides no significant interest in corporate earnings or growth. Specifically, due to restrictions in applicable regulations and the bylaws, the Associations can issue stock only at its par value of $5 per share, the stock is not tradable, and the stock can be retired only for the lesser of par value or book value. In these reports and other respects, the shares of Central Oklahoma stock that were converted in the merger and the shares of Western Oklahoma stock to which they were converted had identical rights and attributes. For this reason the conversion of Central Oklahoma stock pursuant to the merger occurred at a one-for-one exchange ratio (i.e., each Central Oklahoma share was converted into one share of Western Oklahoma stock with an equal par value).

Management believes that because the stock in each association is fixed in value (although subject to impairment), the Western Oklahoma stock issued pursuant to the merger provided no basis for estimating the fair value of the consideration transferred pursuant to the merger. In the absence of a purchase price determination, Western Oklahoma undertook a process to identify and estimate the acquisition-date fair value of Central Oklahoma's equity interests instead of the acquisition-date fair value of Western Oklahoma's equity interests transferred as consideration. The fair value of the assets acquired, including specific intangible assets and liabilities assumed from Central Oklahoma, were measured based on various estimates using assumptions that Western Oklahoma management believes are reasonable utilizing information currently available. Use of different estimate and judgments could yield materially different results.

The merger was accounted for under the acquisition method of accounting, as prescribed by Accounting Standards Codification (ASC 8055, Business Combinations (ASC 805)). Pursuant to these rules, Western Oklahoma acquired the assets and assumed the liabilities of Central Oklahoma at their acquisition-date fair value. The fair value of the net identifiable assets acquired ($34.2 million) was substantially equal to the fair value of the equity interest exchanged in the merger. As a result, no goodwill was recorded. In addition, no material amounts of intangible assets were acquired. A net increase of $34.2 million was recorded in shareholder' equity related to the merger.

The following condensed statement of net assets acquired reflects that fair value assigned to Central Oklahoma's net assets as of the acquisition date. There were not subsequent changes to these fair values.

Condensed Statement Of Net Assets Acquired	October 1, 2014
Assets	
Net loans	$ 125,115
Cash	79
Accrued interest receivable	1,822
Other Assets	4,647
Total Assets	$ 131,663
Liabilities	
Notes payable	$ 95,956
Accrued interest payable	709
Other liabilities	771
Total Liabilities	$ 97,436
Fair Value of Net Assets Acquired	$ 34,227

Fair value adjustments to Central Oklahoma's assets and liabilities included a $381 decrease to loans and a $401 decrease to notes payable to reflect changes in interest rates and other market conditions since the time these instruments were issued. These differences will be accreted or amortized into net interest income over the remaining life of the respective loans and debt instruments on an effective yield basis, with the majority being recognized in diminishing amounts in the first five years following the merger. The Association expects to collect the substantial majority of the contractual amounts of the acquired loans, which totaled $127.0 million at October 1, 2014.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting and reporting policies of the Association conform to accounting principles generally accepted in the United States of America (GAAP). The preparation of financial statements in conformity with GAAP requires Association management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results may differ from these estimates. Significant estimates are discussed in these footnotes as applicable. Certain amounts in prior years' consolidated financial statements have been reclassified to conform to the current year's financial statement presentation.

The consolidated financial statements include the accounts of Farm Credit of Western Oklahoma, FLCA and Farm Credit of Western Oklahoma, PCA. All significant inter-company transactions have been eliminated in consolidation. Recently issued accounting pronouncements follow.

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

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

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

In January 2016, the FASB issued guidance entitled "Recognition and Measurement of Financial Assets and Liabilities." The guidance affects, among other things, the presentation and disclosure requirements for financial instruments. For public entities, the guidance eliminates the requirement to disclose the methods and significant assumptions used to estimate the fair value of financial instruments carried at amortized cost. This guidance becomes effective for interim and annual periods beginning after December 15, 2017. The adoption of this guidance is not expected to impact the Association's financial condition or its results of operations.

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

Below is a summary of our significant accounting policies.

A. Loans and Allowance for Loan Losses: Long-term real estate mortgage loans generally have original maturities ranging from five to 40 years. Substantially all short- and intermediate-term loans made for agricultural production or operating purposes have maturities of ten years or less. Loans are carried at their principal amount outstanding adjusted for charge-offs and deferred loan fees or costs. Interest on loans is accrued and credited to interest income based upon the daily principal amount outstanding. Loan origination fees and direct loan origination costs are capitalized and the net fee or cost is amortized over the life of the related loan as an adjustment to yield.

   Loans acquired in a business combination are initially recognized at fair value based on current interest rates and taking into account the borrowers' credit quality, and therefore acquired loans have no related allowance for loan losses at acquisition date. Those loans with evidence of credit quality deterioration at purchase are required to be recorded in accordance with the authoritative accounting guidance on "Accounting for Certain Loans or Debt Securities Acquired in a Transfer." This guidance addresses accounting for differences between contractual cash flows and cash flows expected to be collected from the initial investment in loans if those differences are attributable, at least in part, to credit quality. The initial fair values for these types of loans are determined by discounting both principal and interest cash flows expected to be collected using an observable discount rate for similar instruments with adjustments that management believes a market participant would consider in determining fair value. Subsequent decreases to expected principal cash flows will result in a charge to the provision for loan losses and a corresponding increase to allowance for loan losses. Subsequent increases in expected principal cash flows will result in recovery of any previously recorded allowance for loan losses, to the extent applicable, and a reclassification from nonaccretable difference to accretable yield for any remaining increase. For variable rate loans, expected future cash flows were initially based on the rate in effect at acquisition; expected future cash flows are recalculated as rates change over the lives of the loans.

   Impaired loans are loans for which it is probable that principal and interest will not be collected according to the contractual terms of the loan and are generally considered substandard or doubtful, which is in accordance with the loan rating model, as described below. Impaired loans include nonaccrual loans, restructured loans and loans past due 90 days or more and still accruing interest. A loan is considered contractually past due when any principal repayment or interest payment required by the loan contract 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 is collected in full or otherwise discharged.

   Impaired loans are generally placed in nonaccrual status when principal or interest is delinquent for 90 days or more (unless adequately collateralized and in the process of collection) or when circumstances indicate that collection of principal and/or interest is in doubt. Additionally, all loans over 180 days past due are placed in nonaccrual status. When a loan is placed in nonaccrual status, accrued interest deemed uncollectible is reversed (if accrued in the current year) and/or included in the recorded nonaccrual balance (if accrued in prior years). Loans are charged-off at the time they are determined to be uncollectible.

   A restructured loan constitutes a troubled debt restructuring if for economic or legal reasons related to the debtor's financial difficulties the Association grants a concession to the debtor that it would not otherwise consider.

When loans are in nonaccrual status, loan payments are generally applied against the recorded nonaccrual balance. A nonaccrual loan may, at times, be maintained on a cash basis. As a cash basis nonaccrual loan, the recognition of interest income from cash payments received is allowed when the collectability of the recorded investment in the loan is no longer in doubt and the loan does not have a remaining unrecovered charge-off associated with it. Nonaccrual loans may be returned to accrual status when all contractual principal and interest is current, the borrower has demonstrated payment performance, there are no unrecovered prior charge-offs and collection of future payments is no longer in doubt. If previously unrecognized interest income exists at the time the loan is transferred to accrual status, cash received at the time of or subsequent to the transfer is first recorded as interest income until such time as the recorded balance equals the contractual indebtedness of the borrower.

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

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

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

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

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

The allowance for loan losses includes components for loans individually evaluated for impairment, loans collectively evaluated for impairment and loans acquired with deteriorated credit quality. Generally, for loans individually evaluated, the allowance for loan losses represents the difference between the recorded investment in the loan and the present value of the cash flows expected to be collected discounted at the loan's effective interest rate, or at the fair value of the collateral, if the loan is collateral dependent. For those loans collectively evaluated for impairment, the allowance for loan losses is determined using the risk-rating model as previously discussed.

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

C. Investment in CoBank: The Association's required investment in CoBank is in the form of Class A Stock. The minimum required investment is 4.00 percent of the prior year's average direct loan volume. The investment in CoBank is comprised of patronage based stock and purchased stock.

D. Premises and Equipment: Land is carried at cost. Premises and equipment are carried at cost less accumulated depreciation. Depreciation is provided on the straight-line method over the estimated useful lives of the assets. Estimated useful life for the buildings ranges from 10 to 45 years and ranges from 3 to 5 years for furniture, equipment and automobiles. Gains and losses on dispositions are reflected in current operating results. Maintenance and repairs are expensed and improvements above certain thresholds are capitalized.

E. Other Assets and Other Liabilities: Other assets are comprised primarily of accounts receivable, prepaid expenses, and investment in Farm Credit institutions. Significant components of other liabilities primarily include accounts payable and employee benefits.

F. Advance 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 advance conditional payments are netted against the borrower's related loan balance. Unrestricted advance conditional payments are included in liabilities. Restricted advance conditional payments are primarily associated with mortgage loans, while non-restricted are primarily related to production and intermediate-term loans and insurance proceeds on mortgage loans. Advance conditional payments are not insured. Interest is generally paid by the Association on advance conditional payments.

G. Employee Benefit Plans: Substantially all employees of the Association participate in the Ninth Farm Credit District Pension Plan (Pension Plan) and/or the Farm Credit Foundations Defined Contribution/401(k) Plan (401(k) Plan). The Pension Plan is a non-contributory defined benefit plan. Benefits are based on compensation and years of service. The Association recognizes its proportional share of expense and contributes its proportional share of funding. The Pension Plan was closed to employees beginning January 1, 2007.

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

The Association also participates in the Farm Credit Foundations Retiree Medical Plan. These postretirement benefits (other than pensions) are provided to eligible retired employees of the Association. The anticipated costs of these benefits were accrued during the period of the employee's active service. The authoritative accounting guidance requires the accrual of the expected cost of providing postretirement benefits during the years that the employee renders service necessary to become eligible for these benefits.

The Association also participates in the Ninth District nonqualified defined benefit Pension Restoration Plan. This plan provides retirement benefits above the Internal Revenue Code compensation limit to certain highly compensated eligible employees. Benefits payable under this plan are offset by the benefits payable from the pension plan.

Certain eligible employees may also participate in a nonqualified deferred compensation plan where they are able to defer a portion of their compensation. The Association matches a certain percentage of employee contributions to the plan.

H. Patronage Distribution from CoBank: Patronage distributions from CoBank are accrued by the Association in the year earned.

I. Income Taxes: As previously described, the ACA holding company conducts its business activities through two wholly owned subsidiaries. Long-term mortgage lending activities are operated through a wholly owned

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

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 retained earnings. Provisions for income taxes are made only on those earnings that will not be distributed as qualified patronage distributions. Deferred taxes are recorded on the tax effect of all temporary differences based on the assumption that such temporary differences are retained by the Association and will therefore impact future tax payments. A valuation allowance is provided against deferred tax assets to the extent that it is more likely than not (over 50 percent probability), based on management's estimate, the deferred tax assets will not be realized. The consideration of valuation allowances involves various estimates and assumptions as to future taxable earnings, including the effects of the Association's expected patronage program, which reduces taxable earnings.

Deferred income taxes have not been recorded by the Association on stock patronage distributions received from the Bank prior to January 1, 1993, the adoption date of accounting guidance on income taxes. Association management's intent is to permanently invest these and other undistributed earnings in CoBank, or if converted to cash, to pass through any such earnings to Association borrowers through qualified patronage allocations.

The Association has not provided deferred income taxes on amounts allocated to the Association which relate to the Bank's post-1992 earnings to the extent that such earnings will be passed through to Association borrowers through qualified patronage allocations. Additionally, deferred income taxes have not been provided on the Bank's post-1992 unallocated earnings.

J. Other Comprehensive Income/Loss: Other comprehensive income refers to revenue, expenses, gains and losses that under GAAP are recorded as an element of shareholders' equity and comprehensive income but are excluded from net income. Accumulated other comprehensive income/loss refers to the balance of these transactions. The Association records other comprehensive income/loss associated with the liability under the Pension Restoration Plan.

K. Fair Value Measurement: Accounting guidance defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. It describes three levels of inputs that may be used to measure fair value:

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

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

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

The fair value disclosures are presented in Note 14.

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

NOTE 3 – LOANS AND ALLOWANCE FOR LOAN LOSSES

A summary of loans follows.

	December 31		
	2016	2015	2014
Real estate mortgage	**$ 488,311**	$ 453,286	$ 426,293
Production and intermediate-term	**264,265**	272,071	230,334
Agribusiness:			
Loans to Cooperatives	**11,007**	11,618	2,998
Processing and marketing	**–**	–	4,945
Farm related business	**1,969**	1,797	1,271
Rural infrastructure:			
Communication	**723**	1,648	1,830
Energy	**690**	768	858
Rural residential real estate	**990**	1,207	2,822
Total loans	**$ 767,955**	$ 742,395	$ 671,351

The Association purchases or sells loan participations with other parties in order to diversify risk, manage loan volume and comply with FCA regulations. The following table presents information regarding participations purchased and sold as of December 31, 2016:

	Other Farm Credit Institutions		Non-Farm Credit Institutions		Total	
	Purchased	Sold	Purchased	Sold	Purchased	Sold
Real estate mortgage	$ 31,449	$ 18,246	$ 1,244	$ –	$ 32,693	$ 18,246
Production and intermediate-term	18,356	7,494	–	–	18,356	7,494
Agribusiness	6,831	–	–	–	6,831	–
Rural infrastructure	1,413	–	–	–	1,413	–
Total	$ 58,049	$ 25,740	$ 1,244	$ –	$ 59,293	$ 25,740

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

Credit enhancements with federal government agencies of $47,103 at year-end 2016, $30,386 at year-end 2015 and $23,589 at year-end 2014 were outstanding. Farm Service Agency (FSA) loan guarantees are utilized when appropriate to manage credit risk. Typically, the Association has a 90% guarantee from the FSA which would insure that our loss on a guaranteed loan would not exceed 10% of the original loan balance in the event that we instituted foreclosure and collected the loan after liquidation of all loan collateral secured.

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

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

The following table shows loans and related accrued interest classified under the FCA Uniform Loan Classification system as a percentage of total loans and related accrued interest receivable by loan type as of December 31.

	2016	2015	2014
Real estate mortgage			
Acceptable	**95.87%**	98.31%	99.29%
OAEM	**2.68%**	1.25%	0.48%
Substandard	**1.45%**	0.44%	0.23%
Total	**100.00%**	100.00%	100.00%
Production and intermediate-term			
Acceptable	**94.03%**	97.06%	99.13%
OAEM	**1.08%**	2.77%	0.85%
Substandard	**4.89%**	0.17%	0.02%
Total	**100.00%**	100.00%	100.00%
Agribusiness			
Acceptable	**100.00%**	100.00%	99.67%
OAEM	**–**	–	0.33%
Total	**100.00%**	100.00%	100.00%
Rural infrastructure			
Acceptable	**100.00%**	68.21%	100.00%
OAEM	**–**	31.79%	–
Total	**100.00%**	100.00%	100.00%
Rural residential real estate			
Acceptable	**100.00%**	99.54%	93.47%
OAEM	**–**	0.46%	6.53%
Total	**100.00%**	100.00%	100.00%
Total Loans			
Acceptable	**95.32%**	97.79%	99.22%
OAEM	**2.07%**	1.88%	0.63%
Substandard	**2.61%**	0.33%	0.15%
Total	**100.00%**	100.00%	100.00%

Impaired loans are loans for which it is probable that all principal and interest will not be collected according to the contractual terms. The following presents information relating to impaired loans including accrued interest.

	December 31		
	2016	2015	2014
Nonaccrual loans:			
Current as to principal and interest	**$ 1,043**	$ –	$ 84
Past due	**98**	665	–
Total nonaccrual loans	**1,141**	665	84
Impaired accrual loans:			
Restructured accrual loans	**112**	123	51
Total impaired accrual loans	**112**	123	51
Total impaired loans	**$ 1,253**	$ 788	$ 135

There were no loans classified as accruing loans 90 days or more past due for the years presented.

There were no material commitments to lend additional funds to debtors whose loans were classified impaired for the years presented.

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

	December 31		
(dollars in thousands)	**2016**	2015	2014
Nonaccrual loans:			
Real estate mortgage	**$ 124**	$ 665	$ 84
Production and intermediate term	**1,017**	–	–
Total nonaccrual loans	**1,141**	665	84
Accruing restructured loans:			
Real estate mortgage	**112**	123	51
Total accruing restructured loans	**112**	123	51
Total impaired loans	**$ 1,253**	$ 788	$ 135

There was no other property owned for the years presented.

Additional impaired loan information is as follows:

	Recorded Investment at 12/31/16	Unpaid Principal Balance*	Related Allowance	Average Impaired Loans	Interest Income Recognized
Impaired loans with a related allowance for credit losses:					
Production and intermediate-term	$ 1,017	$ 1,012	$ 47	$ 111	$ –
Total	$ 1,017	$ 1,012	$ 47	$ 111	$ –
Impaired loans with no related allowance for credit losses:					
Real estate mortgage	$ 236	$ 254		$ 379	$ 48
Production and intermediate-term	–	1,349		133	
Total	$ 236	$ 1,603		$ 512	$ 48
Total impaired loans:					
Real estate mortgage	$ 236	$ 254	$ –	$ 379	$ 48
Production and intermediate-term	1,017	2,361	47	244	–
Total	$ 1,253	$ 2,615	$ 47	$ 623	$ 48

	Recorded Investment at 12/31/15	Unpaid Principal Balance*	Related Allowance	Average Impaired Loans	Interest Income Recognized
Impaired loans with no related allowance for credit losses:					
Real estate mortgage	$ 788	$ 792		$ 249	$ 8
Production and intermediate-term	–	1,349		6	–
Total	$ 788	$ 2,141		$ 255	$ 8

	Recorded Investment at 12/31/14	Unpaid Principal Balance*	Related Allowance	Average Impaired Loans	Interest Income Recognized
Impaired loans with no related allowance for credit losses:					
Real estate mortgage	$ 135	$ 150		$ 78	$ –
Production and intermediate-term	–	1,480		–	–
Total	$ 135	$ 1,630		$ 78	$ –

* Unpaid principal balance represents the recorded principal balance of the loan

There were no impaired loans with a related allowance for the years 2015 and 2014.

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

	Year Ended December 31		
	2016	2015	2014
Interest income recognized on:			
Nonaccrual loans	**$ 42**	$ –	$ –
Restructured accrual loans	**4**	5	–
90 days or more past due	**2**	3	–
Interest income recognized on impaired loans	**$ 48**	$ 8	$ –

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

	Year Ended December 31		
	2016	2015	2014
Interest income which would have been recognized under the original loan terms	**$ 112**	$ 102	$ 73
Less: interest income recognized	**46**	5	–
Interest income not recognized	**$ 66**	$ 97	$ 73

The following table provides an age analysis of past due loans (including accrued interest).

December 31, 2016	30-89 Days Past Due	90 Days or More Past Due	Total Past Due	Not Past Due or less than 30 Days Past Due	Recorded Investment in Loans Outstanding	Recorded Investment > 90 Days and Accruing
Real estate mortgage	$ 3,343	$ –	$ 3,343	$ 492,898	$ 496,241	$ –
Production and intermediate-term	295	98	393	268,359	268,752	–
Agribusiness	–	–	–	13,027	13,027	–
Rural infrastructure	–	–	–	1,413	1,413	–
Rural residential real estate	–	–	–	994	994	–
Total	$ 3,638	$ 98	$ 3,736	$ 776,691	$ 780,427	$ –

December 31, 2015	30-89 Days Past Due	90 Days or More Past Due	Total Past Due	Not Past Due or less than 30 Days Past Due	Recorded Investment in Loans Outstanding	Recorded Investment > 90 Days and Accruing
Real estate mortgage	$ 1,143	$ 665	$ 1,808	$ 458,182	$ 459,990	$ –
Production and intermediate-term	521	–	521	275,129	275,650	–
Agribusiness	–	–	–	13,476	13,476	–
Rural infrastructure	–	–	–	2,417	2,417	–
Rural residential real estate	–	–	–	1,212	1,212	–
Total	$ 1,664	$ 665	$ 2,329	$ 750,416	$ 752,745	$ –

December 31, 2014	30-89 Days Past Due	90 Days or More Past Due	Total Past Due	Not Past Due or less than 30 Days Past Due	Recorded Investment in Loans Outstanding	Recorded Investment > 90 Days and Accruing
Real estate mortgage	$ 114	$ –	$ 114	$ 431,395	$ 431,509	$ –
Production and intermediate-term	–	–	–	232,783	232,783	–
Agribusiness	–	–	–	9,256	9,256	–
Rural infrastructure	–	–	–	2,691	2,691	–
Rural residential real estate	–	–	–	2,832	2,832	–
Total	$ 114	$ –	$ 114	$ 678,957	$ 679,071	$ –

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

A restructuring of a debt constitutes a troubled debt restructuring (TDR) if the creditor for economic or legal reasons related to the debtor's financial difficulties grants a concession to the debtor that it would not otherwise consider. The Association had no troubled debt restructurings that occurred in the periods presented. There were no additional commitments to lend to borrowers whose loans have been modified in TDRs at December 31, 2016, 2015 and 2014.

The following table provides information on outstanding loans restructured in troubled debt restructurings at period end. These loans are included as impaired loans in the impaired loan table at December 31.

	Loans Modified as TDRs			TDRs in Nonaccrual Status*		
	2016	2015	2014	**2016**	2015	2014
Real estate mortgage	**$ 124**	$ 136	$ 135	**$ –**	$ –	$ 84
Total	**$ 124**	$ 136	$ 135	**$ –**	$ –	$ 84

*Represents the portion of loans modified as TDRs that are in nonaccrual status.

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

	Balance at December 31, 2015	Charge-offs	Recoveries	Provision for Loan Losses/(Loan Loss Reversals)	Balance at December 31, 2016
Real estate mortgage	$ 243	$ –	$ –	$ 50	$ 293
Production and intermediate-term	1,975	24	12	332	2,295
Agribusiness	26	–	–	(1)	25
Rural infrastructure	18	–	–	(8)	10
Rural residential real estate	1	–	–	(1)	–
Total	$ 2,263	$ 24	$ 12	$ 372	$ 2,623

	Balance at December 31, 2014	Charge-offs	Recoveries	Provision for Loan Losses/(Loan Loss Reversals)	Balance at December 31, 2015
Real estate mortgage	$ 167	$ –	$ –	$ 76	$ 243
Production and intermediate-term	1,994	22	15	(12)	1,975
Agribusiness	84	–	–	(58)	26
Rural infrastructure	3	–	–	15	18
Rural residential real estate	1	–	–	–	1
Total	$ 2,249	$ 22	$ 15	$ 21	$ 2,263

	Balance at December 31, 2013	Charge-offs	Recoveries	Provision for Loan Losses/(Loan Loss Reversals)	Balance at December 31, 2014
Real estate mortgage	$ 167	$ –	$ –	$ –	$ 167
Production and intermediate-term	2,026	21	15	(26)	1,994
Agribusiness	52	–	–	32	84
Rural infrastructure	–	–	–	3	3
Rural residential real estate	2	–	–	(1)	1
Total	$ 2,247	$ 21	$ 15	$ 8	$ 2,249

The Association maintains a separate reserve for unfunded commitments, which is included in Liabilities on our Consolidated Statement of Condition. The related provision for the reserve for unfunded commitments is included as part of the provision for credit losses on the Consolidated Statement of Comprehensive Income, along with the provision for loan losses.

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

	Year Ended December 31	
	2016	2015
Balance at beginning of period	**$ 243**	$ –
Provision for unfunded commitments	**131**	243
Total	**$ 374**	$ 243

Additional information on the allowance for loan losses follows:

	Allowance for Credit Losses Ending Balance at December 31, 2016		Recorded Investment in Loans Outstanding Ending Balance at December 31, 2016	
	Individually evaluated for impairment	Collectively evaluated for impairment	Individually evaluated for impairment	Collectively evaluated for impairment
Real estate mortgage	$ –	$ 293	$ 236	$ 496,005
Production and intermediate-term	47	2,248	1,018	267,734
Agribusiness	–	25	–	13,027
Rural infrastructure	–	10	–	1,413
Rural residential real estate	–	–	–	994
Total	$ 47	$ 2,576	$ 1,254	$ 779,173

	Allowance for Credit Losses Ending Balance at December 31, 2015		Recorded Investment in Loans Outstanding Ending Balance at December 31, 2015	
	Individually evaluated for impairment	Collectively evaluated for impairment	Individually evaluated for impairment	Collectively evaluated for impairment
Real estate mortgage	$ –	$ 243	$ 788	$ 459,202
Production and intermediate-term	–	1,975	–	275,650
Agribusiness	–	26	–	13,476
Rural infrastructure	–	18	–	2,417
Rural residential real estate	–	1	–	1,212
Total	$ –	$ 2,263	$ 788	$ 751,957

	Allowance for Credit Losses Ending Balance at December 31, 2014		Recorded Investment in Loans Outstanding Ending Balance at December 31, 2014	
	Individually evaluated for impairment	Collectively evaluated for impairment	Individually evaluated for impairment	Collectively evaluated for impairment
Real estate mortgage	$ –	$ 167	$ 151	$ 431,358
Production and intermediate-term	–	1,994	–	232,783
Agribusiness	–	84	–	9,256
Rural infrastructure	–	3	–	2,691
Rural residential real estate	–	1	–	2,832
Total	$ –	$ 2,249	$ 151	$ 678,920

NOTE 4 – INVESTMENT IN COBANK

At December 31, 2016, the Association's investment in CoBank is in the form of Class A stock with a par value of $100.00 per share. The Association is required to own stock in CoBank to capitalize its direct loan balance and participation loans sold to CoBank. The current requirement for capitalizing its direct loan from CoBank is 4.00 percent of the Association's prior year average direct loan balance. The capital plan is evaluated annually by CoBank's board of directors and management and is subject to change.

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

The Association owned approximately 0.83 percent of the outstanding common stock of CoBank at December 31, 2016.

NOTE 5 – PREMISES AND EQUIPMENT

Premises and equipment consisted of the following.

	December 31		
	2016	2015	2014
Land	**$ 755**	$ 755	$ 202
Buildings and leasehold improvements	**2,865**	2,581	2,581
Furniture, equipment and automobiles	**1,336**	2,018	1,750
Construction in progress	**1,305**	204	–
	6,261	5,558	4,533
Less: accumulated depreciation	**2,517**	3,023	2,736
Total	**$ 3,744**	$ 2,535	$ 1,797

NOTE 6 – NOTE PAYABLE TO COBANK

The Association's indebtedness to CoBank represents borrowings by the Association to fund its loan portfolio. This indebtedness is collateralized by a pledge of substantially all of the Association's assets and is governed by a

General Financing Agreement (GFA). The GFA and promissory note are subject to periodic renewals in the normal course of business. The GFA matures on May 31, 2018. Management expects renewal of the GFA at that time. The Association was in compliance with the terms and conditions of the GFA as of December 31, 2016. Substantially all borrower loans are match-funded with CoBank. Payments and disbursements are made on the note payable to CoBank on the same basis the Association collects payments from and disburses on borrower loans. The interest rate may periodically be adjusted by CoBank based on the terms and conditions of the borrowing. The weighted average interest rate was 1.94 percent for the year ended December 31, 2016, compared with 1.88 percent at December 31, 2015, and 1.87 percent at December 31, 2014.

The Association has the opportunity to commit loanable funds with CoBank under a variety of programs at either fixed or variable rates for specified timeframes. Participants in the program receive a credit on the committed loanable funds balance classified as a reduction of interest expense. These committed funds are netted against the note payable to the Bank. The average committed funds as of December 31 are as follows:

	2016	2015	2014
Average committed funds	**$ 115,866**	$ 116,555	$ 89,952
Average rates	**0.37%**	0.09%	0.08%

Under the Farm Credit Act, the Association is obligated to borrow only from CoBank, unless CoBank gives approval to borrow elsewhere. CoBank, 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, 2016, the Association's notes payable was within the specified limitations.

NOTE 7 – SHAREHOLDERS' EQUITY

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

A. Protected Borrower Stock

Protection of certain stock is provided under the Farm Credit Act which requires the Association, when retiring protected stock, to retire it at par or stated value regardless of its book value. Protected stock includes stock and allocated equities which were outstanding as of January 6, 1988, or were issued or allocated prior to October 6, 1988.

B. Capital Stock

In accordance with the Farm Credit Act, each borrower is required to invest in the Association as a condition of borrowing. The borrower normally acquires ownership of the stock at the time the loan is made, but usually does not make a cash investment. Generally, the aggregate par value of the stock is added to the principal amount of the related loan obligation. The Association has a first lien on the stock owned by its borrowers. At the discretion of the Board of Directors, retirement of such equities will generally be at the lower of par or book value, and repayment of a loan does not automatically result in retirement of the corresponding stock.

Capitalization bylaws allow stock requirements to range from the lesser of one thousand dollars or 2.00 percent of the amount of the loan to 10.00 percent of the loan. The Board of Directors has the authority to change the minimum required stock level of a shareholder as long as the change is within this range. Currently, the Association has a stock requirement of the lesser of one thousand dollars or 2.00 percent of the amount of the borrower's combined loan volume.

C. Regulatory Capitalization Requirements and Restrictions

The FCA's capital adequacy regulations require the Association to maintain permanent capital of 7.00 percent of average risk-adjusted assets. Failure to meet the requirement can initiate certain mandatory and possibly additional discretionary actions by FCA that, if undertaken, could have a direct material effect on the Association's consolidated financial statements. The Association is prohibited from reducing permanent capital by retiring stock or making certain other distributions to shareholders unless the prescribed capital standard is met. The FCA regulations also require other additional minimum standards for capital be maintained. These standards require all System institutions to achieve and maintain ratios of total surplus as a percentage of average risk-adjusted assets of 7.00 percent and of core surplus (generally unallocated surplus) as a percentage of average risk-adjusted assets of 3.50 percent. At December 31, 2016, the

Association's permanent capital ratio was 16.30 percent, total surplus ratio was 16.03 percent and core surplus ratio was 16.03 percent.

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

D. Description of Equities

The following paragraphs describe the attributes of each class of stock authorized by the Association bylaws and indicate the number of shares outstanding at December 31, 2016. Unless otherwise indicated all classes of stock have a par value of $5.00.

Class A Common Stock (Nonvoting, at-risk, no shares outstanding) - Issued in exchange for Class B Common Stock or Class C Common Stock; as a patronage refund; as a dividend; or in exchange for allocated surplus. Retirement is at the sole discretion of the Board of Directors.

Class B Common Stock (Voting, at-risk, 396,793 shares outstanding) - Issued solely to, and shall be acquired by, borrowers and other applicants who are farmers, ranchers, or producers or harvesters of aquatic products and who are eligible to vote. Class B Common Stock may also be held by those borrowers who exchanged one share of Class F Common Stock for one share of Class B Common Stock. Each Class B Common Stock shareholder shall hold at least one share as long as the holder continues business with the Association. Within two years after the holder terminates its relationship with the Association, any outstanding Class B Common Stock shall be converted to Class A Common Stock. Retirement is at the sole discretion of the Board of Directors.

Class C Common Stock (Nonvoting, at-risk, 3,540 shares outstanding) - Class C Common Stock may be issued to borrowers or applicants who are: (a) rural residents, including persons eligible to hold voting stock, to capitalize rural housing loans; (b) persons or organizations furnishing farm-related services; (c) other persons or organizations who are eligible to borrow from or participate with the Association but who are not eligible to hold voting stock. Class C Common Stock may be issued to any person who is not a shareholder but who is eligible to borrow from the Association for the purpose of qualifying such person for technical assistance, financially related services and leasing services offered by the Association. Within two years after the holder terminates its relationship with the Association, any outstanding Class C Common Stock shall be converted to Class A Common Stock. Retirement is at the sole discretion of the Board of Directors.

Class D Common Stock (Nonvoting, at-risk, no shares outstanding, par value of one thousand dollars) – Issued to CoBank or to any person through direct sale.

Class E Preferred Stock (Nonvoting, at-risk, no shares outstanding, par value as may be determined by any agreement of financial assistance between the Association and CoBank) - Issued only to CoBank in consideration of financial assistance to the Association from CoBank. Retirement is at the sole discretion of the Board of Directors.

Class F Common Stock (Voting, protected, no shares outstanding) - Shall be issued to those individuals and entities who held the same class of stock in a predecessor to the Association. The Association shall not issue any additional Class F Common Stock. Each Class F Common Stock shareholder shall hold at least one share as long as the holder continues business with the Association. Within two years after the holder terminates its relationship with the Association, any outstanding Class F Common Stock shall be converted to Class G Common Stock. Retirement is at the sole discretion of the Board of Directors.

Class G Common Stock (Nonvoting, protected, 61 shares outstanding) - Issued only to those individuals and entities who held the same class of stock in a predecessor to the Association and as necessary for conversions from Class F Common Stock. No further shares of Class G Common Stock will be issued. It must be retired upon repayment of the loan.

The changes in the number of shares of protected and capital stock outstanding during 2016 are summarized in the following table.

Shares in whole numbers	Capital	Protected Capital
Balance outstanding at January 1, 2016	400,950	61
Issuances	30,692	–
Retirements	(31,309)	–
Balance outstanding at December 31, 2016	400,333	61

E. Patronage and/or Dividends

Dividends may be declared or patronage distributions allocated to holders of Class B, C, F and G Stock out of the whole or any part of net earnings which remain at the end of the fiscal year, as the Board of Directors may determine, in accordance with the regulations for banks and associations of the System. However, distributions and retirements are precluded by regulation until the minimum capital adequacy standards have been attained. Amounts not distributed are retained as unallocated retained earnings. The Association made a cash patronage distribution of $2,200 in 2016, $2,244 in 2015 and $1,500 in 2014. In 2016 the Association declared a $2,000 patronage which was distributed in February 2017.

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 retire stock in the following order of priority: First, pro rata to all classes of preferred stock; second, pro rata to all classes of common stock; third, to the holders of allocated surplus evidenced by qualified written notices of allocation, in the order of year of issuance and pro rata by year of issuance; fourth, to the holders of allocated surplus evidenced by non-qualified written notices of allocation, in the order of year of issuance and pro rata by year of issuance. Any remaining assets of the Association after such distributions shall be distributed to present and former Patrons on a patronage basis, to the extent practicable.

At each year end, the Board of Directors evaluates whether to retain the Association's net income to strengthen its capital position or to distribute a portion of the net income to customers by declaring a qualified/cash patronage refund. For 2016, the Association allocated 23.17 percent of its patronage-sourced net income to its patrons.

F. Accumulated Other Comprehensive Income/Loss

The Association reports accumulated other comprehensive income/loss in its Consolidated Statement of Changes in Shareholders' Equity. As more fully described in Note 2, accumulated other comprehensive income/loss results from the recognition of the Pension Restoration Plan's net unamortized gains and losses and prior service costs or credits. The Association has accumulated other comprehensive loss of $65 in 2016, $28 in 2015 and $22 in 2014. There were no other items affecting comprehensive loss.

The following table presents activity in the accumulated other comprehensive loss, net of tax by component:

	2016	2015	2014
Pension and other benefit plans:			
Beginning balance	**$ (28)**	$ (22)	$ –
Other comprehensive loss before reclassifications	**(42)**	(10)	(22)
Amounts reclassified from accumulated other comprehensive loss	**5**	4	–
Net current period other comprehensive loss	**(37)**	(6)	(22)
Year-end balance	**$ (65)**	$ (28)	$ (22)

The following table represents reclassifications out of accumulated other comprehensive income/(loss).

	Amount Reclassified from Accumulated Other Comprehensive Income/(Loss)			Location of Gain/Loss Recognized in Statement of Income
	December 31			
	2016	2015	2014	
Pension and other benefit plans:				
Net actuarial loss	**$ 5**	$ 4	$ –	Salaries and employee benefits
Total reclassifications	**$ 5**	$ 4	$ –	

NOTE 8 – PATRONAGE DISTRIBUTION FROM FARM CREDIT INSTITUTIONS

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

	2016	2015	2014
CoBank	**$ 2,854**	$ 2,610	$ 1,898
AgVantis	**282**	47	210
Farm Credit Foundations	**8**	5	5
Total	**$ 3,144**	$ 2,662	$ 2,113

Patronage distributed from CoBank was in cash. The amount earned in 2016 was accrued and will be paid by CoBank in March 2017. The amount earned and accrued in 2015 and 2014 was paid by CoBank in March of the following year.

Patronage distribution from AgVantis was in the form of a Notice of Allocation; 20 percent was distributed in cash with the balance of the allocation recorded as an investment in AgVantis which is recorded in other assets in the year received.

Patronage distributed by Farm Credit Foundations was in cash and was recorded in the year received. Farm Credit Foundations, a human resource service provider for a number of Farm Credit institutions, provides our payroll and human resource services.

NOTE 9 – INCOME TAXES

The provision for income taxes follows.

	Year Ended December 31		
	2016	2015	2014
Current:			
Federal	**$ –**	$ 4	$ 1
State	**–**	2	–
Provision for income taxes	**$ –**	$ 6	$ 1

The provision 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.

	Year Ended December 31		
	2016	2015	2014
Federal tax at statutory rate	**$ 2,936**	$ 3,295	$ 2,345
State tax, net	**–**	1	–
Effect of non-taxable FLCA subsidiary	**(3,250)**	(3,013)	(1,910)
Change in valuation allowance	**302**	674	(52)
Patronage refunds to borrowers	**–**	(232)	(381)
Return to provision difference	**10**	–	–
NOL acquired in merger	**–**	(714)	–
Other	**2**	(5)	(1)
Provision for income taxes	**$ –**	$ 6	$ 1

Deferred tax assets and liabilities are comprised of the following.

	December 31		
	2016	2015	2014
Deferred income tax assets:			
Allowance for loan losses	**$ 680**	$ 396	$ 329
Nonaccrual loan interest	**12**	–	12
Depreciation	**–**	–	37
Net operating loss carryforwards	**926**	837	40
Book/Tax difference in depreciation	**39**	38	–
Charitable contribution carryforward	**2**	2	2
Gross deferred tax assets	**1,659**	1,273	420
Deferred tax asset valuation allowance	**(1,242)**	(905)	(152)
Deferred income tax liabilities:			
Bank patronage allocation	**(393)**	(344)	(242)
Sale of fixed assets	**(3)**	(3)	(3)
Depletion	**(21)**	(21)	(23)
Gross deferred tax liability	**(417)**	(368)	(268)
Net deferred tax asset	**$ –**	$ –	$ –

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

The Association recorded a valuation allowance of $1,242 in 2016, $905 in 2015 and $152 in 2014. The Association will continue to evaluate the realizability of the deferred tax assets and adjust the valuation allowance accordingly. At December 31, 2016, the Association had federal and state net operating loss carryforwards of $926 that expire from 2024 to 2036.

The Association has no uncertain tax positions as of December 31, 2016, 2015 or 2014. The Association recognizes interest and penalties related to unrecognized tax positions as an adjustment to income tax expense. The tax years that remain open for federal and major state income tax jurisdictions are 2013 and forward.

NOTE 10 – EMPLOYEE BENEFIT PLANS

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

The defined benefit pension plan reflects an unfunded liability totaling $95.0 million at December 31, 2016. The pension benefits funding status reflects the net of the fair value of the plan assets and the projected benefit obligation at the date of these consolidated financial statements. The projected benefit obligation is the actuarial present value of all benefits attributed by the pension benefit formula to employee service rendered prior to the measurement date based on assumed future compensation levels. The projected benefit obligation of the plan was $270.6 million at December 31, 2016, $244.3 million at December 31, 2015 and $242.1 million at December 31, 2014. The fair value of the plan assets was $175.6 million at December 31, 2016, $155.1 million at December 31, 2015 and $152.3 million at December 31, 2014. The amount of the pension benefits funding status is subject to many variables including performance of plan assets and interest rate levels. Therefore, changes in assumptions could significantly affect these estimates.

Costs are determined for each individual employer based on costs directly related to its current employees as well as an allocation of the remaining costs based proportionately on the estimated projected liability of the employer under this plan. The Association recognizes its proportional share of expense and contributes a proportional share of funding. Total plan expense for participating employers was $11.3 million in 2016, $16.1 million in 2015 and $12.9 million in 2014. The Association's allocated share of plan expenses included in salaries and employee benefits was $927 in 2016, $1.2 million in 2015, and $721 in 2014. Participating employers contributed $20.4 million in 2016, $13.6 million in 2015 and $11.1 million in 2014 to the plan. The Association's allocated share of these pension contributions was $1.7 million in 2016, $1.0 million in 2015, and $781 in 2014. While the plan is a governmental plan and is not subject to minimum funding requirements, the employers contribute amounts necessary on an actuarial basis to provide the plan with sufficient assets to meet the benefits to be paid to participants. The amount of the total employer contributions expected to be paid into the pension plans during 2017 is $20.0 million. The Association's allocated share of these pension contributions is expected to be $1.7 million. The amount ultimately to be contributed and the amount ultimately recognized as expense as well as the timing of those contributions and expenses, are subject to many variables including performance of plan assets and interest rate levels. These variables could result in actual contributions and expenses being greater than or less than anticipated.

Postretirement benefits other than pensions are provided through the Farm Credit Foundations Retiree Medical Plan to retired employees of the Association. Benefits provided are determined on a graduated scale based on years of service. The anticipated costs of these benefits were accrued during the period of the employee's active service. Postretirement benefits expense (primarily health care benefits) included in salaries and employee benefits was nominal income in 2016, and expense of $7 in 2015 and $3 in 2014. The Association made cash contributions of $15 in 2016, $15 in 2015 and $15 in 2014.

As part of the merger, the Association acquired nonqualified pension liabilities. The Association participates in a non-qualified defined benefit Pension Restoration Plan that is unfunded. The plan provides retirement benefits above the Internal Revenue Code compensation limit to certain highly compensated eligible employees. Benefits payable under the Pension Restoration Plan are offset by the benefits payable from the Pension Plan. Pension Restoration Plan expenses included in salaries and employee benefits were $10 in 2016, $9 in 2015 and $1 in 2014.

The funding status and the amounts recognized in the Consolidated Statement of Condition for the Association's Pension Restoration Plan follows:

	Nonqualified Pension Restoration Benefits		
	2016	2015	2014
Change in benefit obligation:			
Benefit obligation at the beginning of the period	**$ 78**	$ 63	$ –
Service cost	**3**	2	–
Interest cost	**2**	3	1
Obligation acquired in merger	**–**	–	40
Actuarial loss	**42**	10	22
Benefit obligation at the end of the period	**$ 125**	$ 78	$ 63
Fair value of plan assets at the end of the period	**–**	–	–
Funded status of the plan	**$ (125)**	$ (78)	$ (63)
Amounts recognized in the Consolidated Statement of Condition consist of:			
Liabilities	**$ 125**	$ 78	$ 63
Net amount recognized	**$ 125**	$ 78	$ 63

The following table represents the amounts included in accumulated other comprehensive income/loss for the Pension Restoration Plan at December 31:

	2016	2015	2014
Net actuarial loss	**$ (65)**	$ (28)	$ (22)
Total amount recognized in AOCI/(loss)	**$ (65)**	$ (28)	$ (22)

An estimated net actuarial loss of $13 for the Pension Restoration Plan will be amortized into income over the next year.

The projected and accumulated benefit obligation for the Pension Restoration Plan at December 31 was:

	2016	2015	2014
Projected benefit obligation	**$ 125**	$ 78	$ 63
Accumulated benefit obligation	**$ 78**	$ 49	$ 22

The net periodic pension expense for the Pension Restoration Plan included in the Consolidated Statement of Comprehensive Income is comprised of the following at December 31.

	2016	2015	2014
Components of net periodic benefit cost/(income)			
Service cost	**$ 3**	$ 2	$ –
Interest cost	**2**	3	1
Net amortization and deferral	**5**	4	–
Net periodic benefit cost	**$ 10**	$ 9	$ 1

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

	2016	2015	2014
Current year net actuarial loss	**$ (42)**	$ (10)	$ (22)
Amortization of net actuarial loss	**5**	4	–
Total recognized in other comprehensive loss	**$ (37)**	$ (6)	$ (22)

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

	2016	2015	2014
Discount rate	**3.51%**	3.60%	4.10%
Rate of compensation increase	**5.00%**	5.00%	5.00%

Weighted average assumptions used to determine net periodic benefit cost for the years ended December 31:

	2016	2015	2014
Discount rate		4.10%	4.90%
Projected benefit obligation	**3.60%**		
Service cost	**3.77%**		
Interest cost	**2.86%**		
Rate of compensation increase	**5.00%**	5.00%	5.00%

The Association does not expect to contribute to the Pension Restoration Plan in 2017.

The Association also participates in the Farm Credit Foundations Defined Contribution/401(k) Plan. Employees who do not participate in the Pension Plan may receive benefits through the Employer Contribution portion of the Contribution Plan. In this plan, the Association provides a monthly contribution based on a defined percentage of the employee's salary. Employees may also participate in a Salary Deferral Plan governed by Section 401(k) of the Internal Revenue Code. The Association matches a certain percentage of employee contributions to the plan. Employer contributions to the Contribution Plan were $403 in 2016, $347 in 2015 and $259 in 2014.

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 schedules and collateral, as those prevailing at the time for comparable transactions with unrelated borrowers.

The Association has a policy that loans to directors and senior officers must be maintained at an Acceptable or Other Assets Especially Mentioned (OAEM) credit classification. If the loan falls below the OAEM credit classification, corrective action must be taken and the loan brought back to either Acceptable or OAEM within a year. If not, the director or senior officer must resign from the Board of Directors or employment.

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

	2016	2015	2014
New loans	**$ 8,685**	$ 9,783	$ 12,032
Repayments	**$ 9,545**	$ 9,141	$ 11,587
Ending balance	**$ 11,921**	$ 10,806	$ 10,584

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

The Association also has business relationships with certain other System entities. The Association paid $1,706 in 2016, $1,231 in 2015 and $827 in 2014 to AgVantis for technology services and $203 in 2016, $94 in 2015 and $95 in 2014 to CoBank for operational services. One Association officer, elected by AgVantis' owners, serves as an AgVantis' director. The Association paid $109 in 2016, $108 in 2015, and $90 in 2014 to Foundations for human resource services.

NOTE 12 – REGULATORY ENFORCEMENT MATTERS

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

NOTE 13 – COMMITMENTS AND CONTINGENCIES

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

The Association may participate in financial instruments with off-balance sheet risk to satisfy the financing needs of its borrowers and to manage their exposure to interest-rate risk. These financial instruments include commitments to extend credit and commercial letters of credit. The instruments involve, to varying degrees, elements of credit risk in excess of the amount recognized in the consolidated financial statements. Commitments to extend credit are agreements to lend to a borrower as long as there is not a violation of any condition established in the contract. 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 by the borrower. At December 31, 2016, $125.0 million of commitments to extend credit and $73 of commercial letters of credit were outstanding.

Since many of these commitments are expected to expire without being drawn upon, the total commitments do not necessarily represent future cash requirements. However, these credit-related financial instruments have off-balance-sheet credit risk because their amounts are not reflected on the Consolidated Statement of Condition until funded or drawn upon. The credit risk associated with issuing commitments and letters of credit is substantially the same as that involved in extending loans to borrowers and 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 credits to satisfy the financing needs of its borrowers. These letters of credit are irrevocable agreements to guarantee payments of specified financial obligations. At December 31, 2016, $296 of standby letters of credit were outstanding with a nominal fair value. Outstanding standby letters of credit have expiration dates ranging from 2017 to 2021. The maximum potential amount of future payments the Association is required to make under the guarantees is $296.

NOTE 14 – FAIR VALUE MEASUREMENTS

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

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

	Fair Value Measurement Using			Total Fair
	Level 1	Level 2	Level 3	Value
Assets held in nonqualified benefits trusts				
2016	**$ 242**	**$ –**	**$ –**	**$ 242**
2015	$ 148	$ –	$ –	$ 148
2014	$ 88	$ –	$ –	$ 88

The Association has no liabilities measured at fair value on a recurring basis for the periods presented. During the three years presented, the Association recorded no transfers in or out of Levels 1, 2, or 3. Assets measured at fair value on a non-recurring basis at December 31 for each of the fair value hierarchy values are summarized as follows:

	Fair Value Measurement Using			Total Fair	Total
	Level 1	Level 2	Level 3	Value	Gains
Loan Assets					
2016	**$ –**	**$ –**	**$ 970**	**$ 970**	**$ 47**
2015	$ –	$ –	$ –	$ –	$ –
2014	$ –	$ –	$ –	$ –	$ 1

The Association has no liabilities measured at fair value on a non-recurring basis for any of the periods presented.

Valuation Techniques

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

Assets Held in Non-Qualified Benefits Trusts

Assets held in trust funds related to deferred compensation and supplemental retirement plans are classified within Level 1. The trust funds include investments that are actively traded and have quoted net asset values that are observable in the marketplace.

Loans

For impaired loans measured on a non-recurring basis, the fair value is based upon the underlying collateral since the loans are collateral-dependent loans for which real estate is the collateral. 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 real estate, less estimated costs to sell, is less than the principal balance of the loan, a specific reserve is established and the net loan is reported at its fair value.

NOTE 15 – QUARTERLY FINANCIAL INFORMATION (UNAUDITED)

Quarterly results of operations for the years ended December 31, 2016, 2015 and 2014, follow.

	2016				
	First	Second	Third	Fourth	Total
Net interest income	**$ 4,870**	**$ 4,942**	**$ 4,937**	**$ 5,032**	**$19,781**
(Credit loss reversal)/Provision for credit losses	**(10)**	**115**	**200**	**198**	**503**
Noninterest expenses, net	**2,496**	**2,536**	**2,236**	**3,376**	**10,644**
Net income	**$ 2,384**	**$ 2,291**	**$ 2,501**	**$ 1,458**	**$ 8,634**

	2015				
	First	Second	Third	Fourth	Total
Net interest income	$ 4,566	$ 4,633	$ 4,600	$ 4,821	$18,620
Provision for credit losses/(Credit loss reversal)	159	(84)	41	148	264
Noninterest expenses, net	1,900	1,963	1,942	2,866	8,671
Net income	$ 2,507	$ 2,754	$ 2,617	$ 1,807	$ 9,685

	2014				
	First	Second	Third	Fourth	Total
Net interest income	$ 3,161	$ 3,161	$ 3,264	$ 4,509	$14,095
(Loan loss reversal)/Provision for loan losses	(72)	(9)	49	40	8
Noninterest expenses, net	1,889	1,341	1,729	2,231	7,190
Net income	$ 1,344	$ 1,829	$ 1,486	$ 2,238	$ 6,897

NOTE 16 – SUBSEQUENT EVENTS

The Association has evaluated subsequent events through March 16, 2017 which is the date the financial statements were issued, and no material subsequent events were identified.

Disclosure Information Required By Farm Credit Administration Regulations

(Amounts in Whole Dollars)

Description of Business

The description of the territory served, persons eligible to borrow, types of lending activities engaged in and financial services offered, and related Farm Credit organizations required to be disclosed in this section is incorporated herein by reference from Note 1 to the 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, required to be disclosed in this section, is incorporated herein by reference from “Management’s Discussion and Analysis” (MD&A) included in this annual report to shareholders.

Description of Property

The following table sets forth certain information regarding the properties of the Association:

Location	Description	Form of Ownership
3302 Williams Avenue Woodward, Oklahoma	Headquarters Office	Owned
2600 Modelle Avenue Clinton, Oklahoma	Branch Office	Owned
2143 Highway 64 North Guymon, Oklahoma	Branch Office	Owned
219 Oklahoma Blvd Alva, Oklahoma	Branch Office	Owned
101 Carter Road Elk City, Oklahoma	Branch Office	Rented
513 South Mission St. Anadarko, Oklahoma	Branch Office	Owned
4709 East Highway 37 Tuttle, Oklahoma	Branch Office	Rented
430 North Broadway Taloga, Oklahoma	Satellite Office	Owned
819 Douglas Avenue Beaver, Oklahoma	Satellite Office	Rented
204 West Main, Suite 1 Boise City, Oklahoma	Satellite Office	Rented

Legal Proceedings and Enforcement Actions

Information required to be disclosed in this section is incorporated herein by reference from Note 12 to the financial statements, “Regulatory Enforcement Matters,” and Note 13 to the financial statements, “Commitments and Contingencies,” included in this annual report to shareholders.

Description of Capital Structure

Information required to be disclosed in this section is incorporated herein by reference from Note 7 to the financial statements, “Shareholders’ Equity,” included in this annual report to shareholders.

Unaudited

DESCRIPTION OF LIABILITIES

The description of debt outstanding required to be disclosed in this section is incorporated herein by reference from Note 6 to the financial statements, "Note Payable to CoBank," included in this annual report to shareholders.

The description of advance conditional payments is incorporated herein by reference to Note 2 to the financial statements, "Summary of Significant Accounting Policies," included in this annual report to shareholders.

The description of contingent liabilities required to be disclosed in this section is incorporated herein by reference from Note 13 included in this annual report to shareholders.

SELECTED FINANCIAL DATA

The selected financial data for the five years ended December 31, 2016, required to be disclosed in this section is incorporated herein by reference from the "Five-Year Summary of Selected Consolidated Financial Data," included in this annual report to shareholders.

MANAGEMENT'S DISCUSSION AND ANALYSIS

"Management's Discussion and Analysis," which appears within this annual report to shareholders and is required to be disclosed in this section, is incorporated herein by reference.

DIRECTORS AND SENIOR OFFICERS

The following represents certain information regarding the directors and senior officers of the Association.

DIRECTORS

Ricky Carothers - Chairman. Mr. Carothers became Chairman of the Farm Credit of Western Oklahoma Board in May 2016 and has been an elected director since 2003, having served on the Farm Credit of Central Oklahoma Board of Directors prior to the merger with Farm Credit of Western Oklahoma. For the past five years he has been engaged in production agriculture in Southwestern Oklahoma with principal enterprises consisting of wheat, cow/calf, and stocker cattle production. He is Manager of Carothers Farms, a family farming operation. Mr. Carothers was elected to a three year term expiring in 2018.

Alan Schenk - Vice-Chairman. Mr. Schenk joined the Farm Credit of Western Oklahoma Board in October 2014 and has been an elected director since 2004, having served on the Farm Credit of Central Oklahoma Board of Directors prior to the merger with Farm Credit of Western Oklahoma. For the past five years he has been engaged in production agriculture in Central Oklahoma with principal enterprises consisting of cow/calf, stocker cattle, wheat, and alfalfa. He is former President and currently Vice-President of DO-BE Holstein Farms, Inc., a family farming corporation. Mr. Schenk was elected to a three year term expiring in 2019.

Steve Calhoun - Director. Mr. Calhoun joined the Farm Credit of Western Oklahoma Board in October 2014 and has been an elected director since 2012, having served on the Farm Credit of Central Oklahoma Board of Directors prior to the merger with Farm Credit of Western Oklahoma. For the past five years he has been involved in production agriculture in Central Oklahoma with principal enterprises consisting of cow/calf, wheat, and hay production. Mr. Calhoun is an employee and manager of Ross Seed Company, a farm supply store in Chickasha, Oklahoma. He is President of Bar-K Inc., a family farming corporation and owner of Steve Calhoun Farms, a family farming operation. Mr. Calhoun serves as a director for the Grady County Farm Bureau Board, a volunteer organization of farm and ranch families and serves as Treasurer for the Grady County Alfalfa Board, an organization to promote the Grady County alfalfa industry. He is a member of the Special Young Adults Program Board, an organization supporting young adults with special needs. Mr. Calhoun previously served as board member, Vice-President and President of the Oklahoma Crop Improvement Foundation and previously as board member, Vice-President and President of the Grady County FSA Committee. Mr. Calhoun was elected to a three year term expiring in 2018.

Stephanie Craighead - Appointed Director. Ms. Craighead was first appointed to the board in July 2015. For the past 5 years she has been engaged in production agriculture in Northwest Oklahoma with a principal enterprise of beef cattle. For the past 37 years Ms. Craighead has been involved with public accounting and business. In 1979 Ms. Craighead became the founding owner/partner in Craighead & Dersch PLLC, a Woodward, Oklahoma accounting firm. She retired from the practice in 2012 and accepted a position as Vice President of Celadon Companies PLLC, an Oklahoma accounting and financial solution company. Shortly after, in October 2014, Ms. Craighead accepted the Chief Financial Officer position with Road Runner Trucking LLC and Road Runner Crane LLC, a Woodward, Oklahoma trucking and crane service company, and held that position until November 2016. Ms. Craighead is a member of Craighead Ranch LLC and member-Secretary of C & S Cattle Company, both of which are family ranching operations. She is a member of Twin Hills LLC, a residential development company and a member of Craighead-ILIFF LLC, a commercial property business. Ms. Craighead is a Plains Indians and Pioneer Museum Board member, an organization to collect and preserve the history of northwest Oklahoma. Ms. Craighead is a CPA, a member of the Oklahoma Society of Certified Public Accountants, and a Seminar Instructor for various areas of taxation. She is a past board member of Craighead & Dersch and a past board member of the Miss N.W. Passage Pageants. Ms. Craighead was appointed to a three year term expiring in 2018.

David Dolch - Director. Mr. Dolch joined the Farm Credit of Western Oklahoma Board in October 2014 and has been an elected director since 2012, having served on the Farm Credit of Central Oklahoma Board of Directors prior to the merger with Farm Credit of Western Oklahoma. For the past five years he has been engaged in production agriculture in Central Oklahoma with principal enterprises consisting of cow/calf, club calves, and cattle semen sales. Mr. Dolch is an employee and assistant manager of Clinton Livestock Auction, a livestock auction service. He also serves as President of Verden Ag Boosters, an organization supporting local youth. Mr. Dolch was elected to a three year term expiring in 2017.

Mark Graf Director. Mr. Graf was first elected to the Board in 2016. For the past five years he has been involved in production agriculture in Western Oklahoma with principal enterprises consisting of wheat, cow/calf, cotton, milo, sesame, black eyed peas, soybeans and sunflowers. Mr. Graf is also involved in fertilizer sales, commercial spraying, commercial planting, custom harvesting, custom swathing, custom baling, oil and gas, and the selling and installation of vinyl fencing. He is the owner of M Ag, a family commercial spraying and fertilizer business and managing member of 4 MV Farms LLC, a family business involved in the transportation of raised products. Mr. Graf is Chairman of the Board for Corn Bible Academy, a Christian school located in Corn, Oklahoma. Mr. Graf formerly served as Chairman of the Senate at Tabor College where he earned a bachelor's degree in computer science. Mr. Graf was elected to a three year term expiring in 2019.

James E. Hardy - Director. Mr. Hardy was first elected to the Board in 1986. For the past five years he has participated in production agriculture through lease agreements in Northwest Oklahoma with principal enterprises consisting of wheat, hay, cow/calf, registered Angus cattle, stocker cattle, grass rental income and grass pasture management. He retired in April 2011 as the Activities Officer II at the William S. Key Correctional Facility, a minimum security prison. Mr. Hardy was elected to a three year term expiring in 2017.

Kenton Javorsky - Director. Mr. Javorsky was first elected to the Board in 2009. For the past five years he has been engaged in production agriculture in Western Oklahoma with principal enterprises consisting of wheat, cotton, milo, sesame, hay, canola, and cow/calf production, together with custom planting and cotton harvesting. Mr. Javorsky is President of Welderson Farms Inc., a family farming operation and Board Chairman of the Western Oklahoma Christian School, a private elementary school in Clinton, Oklahoma. He is a member of the Corn Bible Academy Relocation Committee and a member of Friends of Christian Education Board, both educational groups in Western Oklahoma. He was formerly on the Board of Directors of Midwest Farmer's Coop, a cotton gin, feed, fertilizer and fuel coop. Mr. Javorsky was elected to a three year term expiring in 2018.

Dennie Jenkins - Director. Mr. Jenkins was first elected to the Board in 2013. For the past five years he has been involved in production agriculture in Western Oklahoma with principal enterprises consisting of registered Angus cattle and wheat, together with custom seed cleaning, custom farming and custom hay swathing-baling. He is Secretary-Treasurer of OK&T Angus Breeders Association Board, an association to merchandise registered Angus cattle and serves as Secretary for the Ellis County Farm Bureau Board, a volunteer organization of farm and ranch families. Mr. Jenkins is Secretary-Treasurer of the

Catesby, Oklahoma Volunteer Fire Department and serves on the Northwest Cattlemen's Association Board (former chairman), an organization to advance the beef industry. Mr. Jenkins was elected to a three year term expiring in 2019.

Tyler Kamp - Director. Mr. Kamp was first elected to the board in 2014. For the past five years he has been involved in production agriculture in Northwestern Oklahoma with principal enterprises consisting of cow/calf, stocker cattle, wheat, sudan, milo, and silage together with custom hay swathing-baling. He is Vice President of the Lavern Coop Board, a feed, fertilizer, and fuel cooperative and a volunteer of the Slapout, Oklahoma Fire Department. Mr. Kamp is also a member of the Harper County Stock Show Committee. Mr. Kamp was elected to a three year term expiring in 2017.

Jimmie Purvine - Director. Mr. Purvine was first elected to the board in 2005. For the past five years he has been involved in production agriculture in Western Oklahoma with principal enterprises consisting of wheat, milo, hay, soybeans, corn, silage, beans, cow/calf, and stocker cattle. He is President of Purvine Farms, Inc., a family farming business and a member of the Dewey County Conservation District Board, a State of Oklahoma organization to improve conservation practices. Mr. Purvine was elected to a three year term expiring in 2017.

Steve Semmel - Director. Mr. Semmel was first elected to the board in 2003. For the past five years he has been involved in production agriculture in Northwestern Oklahoma with principal enterprises consisting of wheat, cow/calf, stocker cattle, hay, and improved grasses. He is a partner with his son in S & S Farm & Ranch, a cattle-wheat business and a partner and Secretary of NAPA, an auto parts store in Woodward, Oklahoma. Mr. Semmel is a partner and Vice-President of OK Rental Equipment, an oilfield equipment rental business and serves as Chairman on the Woodward Elks Rodeo Committee, a local organization to promote the annual rodeo. Mr. Semmel was elected to a three year term expiring in 2018.

Bobby Tarp - Appointed Director. Mr. Tarp joined the Farm Credit of Western Oklahoma Board in October 2014 and has been an appointed director since 1993, having served on the Farm Credit of Central Oklahoma Board of Directors prior to the merger with Farm Credit of Western Oklahoma. For the past five years he has been engaged in production agriculture in Central Oklahoma with principal enterprises consisting of cow/calf, stocker cattle, corn, wheat and hay. He is a member of the Farm Service Agency County Committee, a U.S. Department of Agriculture farm community organization. Mr. Tarp was appointed to a three year term expiring in 2017.

Ronald W. White - Director. Mr. White was first elected to the Board in 1988. For the past five years he has been involved in production agriculture in the Oklahoma Panhandle with principal enterprises consisting of corn and wheat production. Mr. White is President of the Tri-County Electric Cooperative Board, a provider of electric power for the Oklahoma Panhandle and surrounding states. He is a member of the Oklahoma Association of Electric Cooperatives Board, a statewide association of electric cooperatives, and serves as a board member of the Oklahoma Living Magazine. Mr. White was elected to a three year term expiring in 2018.

Jimmie Musick - Director. Mr. Musick was first elected to the board in 1988. Mr. Musick was elected to a three year term which expired in 2016.

SENIOR OFFICERS

John Grunewald - President and Chief Executive Officer. Mr. Grunewald has served the Farm Credit System since June 2, 1980. Mr. Grunewald was appointed President and Chief Executive Officer of Farm Credit of Western Oklahoma effective July 2001. Prior to joining Farm Credit of Western Oklahoma, he was President and Chief Executive Officer of the Clinton Production Credit Association. Mr. Grunewald has 36 years banking experience with the Farm Credit System and has served in a variety of positions including 24 years as Chief Executive Officer. He is a member of the Farm Bureau Foundation Board, an organization to promote Oklahoma agriculture and serves on the Advisory Board for the Oklahoma Agricultural Enhancement Program, an organization to develop agriculture programs in the state of Oklahoma. Mr. Grunewald also serves on the Oklahoma City Sirloin Club Board, an organization supporting the Oklahoma Youth Expo livestock show. He is a past member of the National Young Farmers Education Association Board, an organization to promote young farmers and ranchers and a past member of the Oklahoma Grain & Stocker Producers Board, an organization to promote grain and stocker producers in Oklahoma. Mr. Grunewald is also a past member of the Panhandle Regional Economic Development Board, an organization to promote economic growth in the Oklahoma Panhandle.

Blake Byrd - Senior Executive Vice President and Chief Banking Officer. Mr. Byrd has served the Farm Credit System since June 6, 1988 and was appointed Senior Executive Vice President and Chief Banking Officer of Farm Credit of Western Oklahoma effective October 2014 following the merger with Farm Credit of Central Oklahoma. Prior to joining Farm Credit of Western Oklahoma, Mr. Byrd served in a range of management positions with Farm Credit of Central Oklahoma including Chief Executive Officer, Chief Financial Officer and Chief Credit Officer. Mr. Byrd has 28 years banking experience with the Farm Credit System.

Mike McDonald - Executive Vice President and Chief Credit Officer. Mr. McDonald has served the Farm Credit System since January 31, 1996. He was appointed Chief Credit Officer effective December 2003. Mr. McDonald has 25 years of banking experience and has served in a variety of roles with Farm Credit as well as the commercial banking industry. Mr. McDonald runs a part-time family farming-ranching operation and is engaged in oil, gas and wind production. He is involved in residential rental properties and is a Director/Manager for Northwest Travelers, Inc., a summer baseball program.

Greg Livingston - Executive Vice President and Chief Lending Officer. Mr. Livingston has served the Farm Credit System since January 2, 1992. He was appointed Chief Lending Officer effective January 2008. Mr. Livingston has 24 years banking experience with the Farm Credit System and has served in a variety of management positions including Chief Operating Officer and Vice President of Business Development-Marketing. He runs a part-time family farming-ranching operation and serves on the Dewey County FSA Board, a U.S. Department of Agriculture farm community organization. Mr. Livingston serves on the Dewey County Fair Board, an advisory group for the county fair association and serves on the Seiling Round-Up Club Board, a local organization to promote the Seiling, Oklahoma rodeo. Mr. Livingston also serves on the Seiling Cemetery Board, an organization for the preservation and upkeep of the local cemetery.

Curtis Constien - Executive Vice President and Chief Development Officer. Mr. Constien has served the Farm Credit System since May 19, 1980 and was appointed Executive Vice President and Chief Development Officer in October 2014. Mr. Constien has 36 years banking experience with the Farm Credit System and has served in a range of management positions including Chief Credit Officer, Chief Operating Officer and Chief Marketing Officer. He is a board member for the Midwestern Oklahoma Industrial Foundation, a public trust organized in 1969 for the purpose of administration and development of the Clinton-Sherman Airport in Burns Flat, Oklahoma. Mr. Constien retired December 31, 2016.

Jamey Mitchell - Vice President and Chief Financial Officer. Mr. Mitchell has served Farm Credit of Western Oklahoma since April 21, 2003. He was appointed Vice President and Chief Financial Officer effective May 2015. Mr. Mitchell has over 13 years banking experience with Farm Credit of Western Oklahoma and has served in various roles including Loan Officer and Vice President-Branch Manager. Prior to joining Farm Credit of Western Oklahoma, Mr. Mitchell began his career with PricewaterhouseCoopers LLP as a staff accountant. He is a CPA and a member of the Oklahoma Society of Certified Public Accountants. Mr. Mitchell runs a part time family ranching operation and serves as Mayor of Texhoma, Oklahoma; a small community in the Oklahoma Panhandle.

Jamie Shirkey - Vice President and Chief Administrative Officer. Ms. Shirkey has served the Farm Credit System since February 16, 1979 and was appointed Senior Vice President and Chief Administrative Officer effective May 2015. Ms. Shirkey has over 37 years banking experience with the Farm Credit System and has served in a variety of roles including Chief Financial Officer and Vice President-Branch Manager. Ms. Shirkey retired December 31, 2016.

Russell Strecker - Vice President and Chief Risk Officer. Mr. Strecker has served the Farm Credit System since June 14, 1993 and was appointed Vice President and Chief Risk Officer of Farm Credit of Western Oklahoma effective October 2014 following the merger with Farm Credit of Central Oklahoma. Prior to joining Farm Credit of Western Oklahoma, Mr. Strecker has served in a range of positions with Farm Credit of Central Oklahoma including Chief Credit Officer. Mr. Strecker has over 23 years banking experience with the Farm Credit System. He serves as Treasurer on the Caddo County 4-H Foundation Board, an organization promoting local youth and serves as Vice President on the Caddo County Sirloin Club Board, an organization supporting the Caddo County Free Fair. Mr. Strecker serves on the Anadarko Farmers Market Board, an organization promoting small-local agriculture in Anadarko, Oklahoma and serves on the Caddo County Cattlemen's Association Board, an organization to advance the beef industry. He also serves on the Anadarko Municipal Airport Board, an organization to promote and advance the airport in Anadarko. Mr. Strecker operates a small, part time ranching operation, owns a rental property and operates a part time concession trailer.

COMPENSATION OF DIRECTORS AND SENIOR OFFICERS

The Directors of the Association are paid a monthly stipend of $1,200 per month. The Board Chairman, the Audit Committee Chairwoman, the Risk Committee Chairman, and the Compensation Committee Chairman are each paid a monthly stipend of $1,400, while the Vice Chairman of the Board is paid a monthly stipend of $1,300. Audit Committee, Compensation Committee and Risk Committee meetings are normally held in conjunction with regularly scheduled board meetings. If for some reason a meeting is not held in conjunction with a regularly scheduled board meeting, no additional compensation is paid to the directors other than the mileage reimbursement. Association directors and employees were reimbursed for actual, necessary, and usual travel and subsistence expenses and mileage at the rate of $0.54 per mile.

Additional information for each director is provided below:

	Number of Days Served at				
Name	Board Meetings	Other Official Activities	Compensation for Board Meetings and Other Official Duties	Total Compensation Paid During 2016	Non-cash Compensation
Ricky Carothers	9	12	$ 16,853	$ 16,853	$ –
Alan Schenk	9	15	16,897	16,897	–
Steve Calhoun	8	9	14,376	14,376	–
Stephanie Craighead	9	19	15,701	15,701	–
David Dolch	10	4	14,300	14,300	–
Mark Graf	6	3	8,476	8,476	–
James E. Hardy	9	1	16,600	16,600	–
Kenton Javorsky	8	10	15,046	15,046	–
Dennie Jenkins	9	8	14,220	14,220	–
Tyler Kamp	8	6	15,091	15,091	–
Jimmie Purvine	9	11	15,102	15,102	–
Steve Semmel	9	12	15,213	15,213	–
Bobby Tarp	9	4	15,140	15,140	–
Ronald W. White	9	12	17,581	17,581	–
Jimmie Musick	3	3	5,986	5,986	243
Total Compensation			$ 216,582	$ 216,582	$ 243

Directors and senior officers are reimbursed for travel, subsistence and other expenses related to Association business according to Association policy. A copy of this policy is available to shareholders upon request. Aggregate reimbursements to directors for travel, subsistence and other related expenses were $72,695 in 2016, $77,645 in 2015 and $69,032 in 2014.

		Annual					
President and CEO	Year	Salary	Incentive Plan	Change in Pension Value	Deferred/ Perquisites/ Other	Other	Total
John Grunewald	2016	$285,090	$ 31,928	$ 218,011	$ 20,335	$ 18,284	$ 573,648
John Grunewald	2015	$280,441	$ 49,805	$ 292,520	$ 40,082	$ –	$ 662,848
John Grunewald	2014	$256,390	$ 49,703	$ 309,595	$ 32,944	$ –	$ 648,632

		Annual					
Aggregate Number of Senior Officers/Highly compensated Individuals (excluding CEO)	Year	Salary	Incentive Compensation	Change in Pension Value	Deferred/ Perquisites/ Other	Other	Total
9	2016	$ 1,701,015	$ 184,531	$1,072,375	$ 73,516	$ 1,282,595	$ 4,314,032
7	2015	$ 1,239,170	$ 229,414	$ 856,647	$ 234,636	$ –	$ 2,559,867
5	2014	$ 921,827	$ 212,366	$ 987,699	$ 171,376	$ –	$ 2,293,268

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

Deferred/Perq/Other represents reimbursements for unused annual leave, Christmas bonus, vehicle expense, spouse travel expense, life insurance and long-term disability premiums, employee service awards and employer match on a defined contribution plan available to all employees. The change in value of the pension benefits is defined as the vested portion of the present value of the accumulated benefit obligation from December 31 of the previous year, disclosed in Note 10 of the Financial Statements. No tax reimbursements are made to senior officers/highly compensated individuals.

Other also represents severance not paid in 2016, but will be paid in 2017 and 2018 to retirees

In addition to base salary, senior officers can earn additional compensation under either an annual bonus or an incentive plan, which relates to the overall business performance and the individual's rating. These plans are designed to motivate employees to exceed financial and credit quality performance targets approved by the Board of Directors. These targets typically include return on assets, credit quality, credit administration, new loan volume, nonaccrual loan volume, cost of operations, permanent capital and other key ratios. Bonus payments are paid in the first quarter of each year based on the performance of January 1 through December 31 of the previous year.

As of December 31, 2016 President/CEO	Plan	Years of Credited Service	Present Value of Accumulated Benefits	Payments Made During the Reporting Period
John Grunewald	Ninth Pension Plan	38.48	$ 2,286,583	$ –
	Nonqualified Pension Restoration Plan	38.48	$ 456,435	$ –

Unaudited

Aggregate Number of Senior Officers/ Highly Compensated Individuals	Plan	Average Years of Credited Service	Present Value of Accumulated Benefits	Payments Made During the Reporting Period
7	Ninth Pension Plan	33.66	$ 9,813,696	$ –
1	Nonqualified Pension Restoration Plan	30.03	$ 79,494	$ –

For the Pension and Retirement Plan and the Ninth District Pension Restoration Plan, the average years of service represents an average for the aggregate senior officers and highly compensated employee group.

Retirement Plan Overview – The CEO participates in two defined benefit retirement plans: (a) the Ninth Farm Credit District Pension Plan (the Pension Plan), which is a qualified defined benefit plan and (b) the Ninth District Pension Restoration Plan, which is a nonqualified retirement plan. The senior officers participate in the Pension Plan. Additionally, substantially all employees participate in the 401(k) Plan, which has an employer matching contribution. Certain eligible employees participate in the Nonqualified Deferred Compensation Plan, which allows individuals to defer compensation and which restores the benefits limited in the 401(k) Plan by restrictions in the Internal Revenue Code.

Qualified Pension Plan – In general, the Pension Plan provides participants with a 50% joint-and-survivor annuity benefit at normal retirement that is equal to 1.50% of average monthly compensation during the 60 consecutive months in which an individual receives his highest compensation (High 60) multiplied by his years of benefit service, plus 0.25% of the amount by which the High 60 exceeds covered compensation multiplied by years of benefit service. The benefit is actuarially adjusted if the individual chooses a different form of distribution than a 50% joint-and-survivor annuity, such as a lump sum distribution. The pension valuation was determined using a blended approach assuming half of the benefits would be paid as a lump sum and half as an annuity at the participants earliest unreduced retirement age. The Pension Plan pays benefits up to the applicable limits under the Internal Revenue Code.

Nonqualified Pension Restoration Plan – The Pension Restoration Plan is unfunded and not qualified for tax purposes. Benefits payable under this plan are equal to the excess of the amount that would be payable under the terms of the Qualified Pension Plan disregarding the limitations imposed under Internal Revenue Code Sections 401(a)(17) and 415, over the pension actually payable under the Qualified Pension Plan. The plan also restores any benefits attributable to non-qualified deferred compensation excluded from the benefit determined under the Qualified Pension Plan. The non-qualified pension restoration valuation was determined using an assumption that benefits would be paid as a lump sum at the participants earliest unreduced retirement age.

TRANSACTIONS WITH SENIOR OFFICERS AND DIRECTORS

The Association's policies on loans to and transactions with its officers and directors, required to be disclosed in this section are incorporated herein by reference from Note 11 to the financial statements, "Related Party Transactions," included in this annual report to shareholders.

INVOLVEMENT OF SENIOR OFFICERS AND DIRECTORS IN CERTAIN LEGAL PROCEEDINGS

There were no matters which came to the attention of management or the Board of Directors regarding involvement of senior officers or current directors in specified legal proceedings which are required to be disclosed in this section.

BORROWER PRIVACY STATEMENT

Since 1972, Farm Credit Administration (FCA) regulations have forbidden the directors and employees of Farm Credit institutions from disclosing personal borrower information to others without borrower consent. The Association does not sell or trade customers' personal information to marketing companies or information brokers. Additional information regarding FCA rules governing the disclosure of customer information can be obtained by contacting the Association.

RELATIONSHIP WITH INDEPENDENT AUDITORS

There were no changes in independent auditors since the prior annual report to shareholders and there were no material disagreements with our independent auditors on any matter of accounting principles or financial statement disclosure during this period.

RELATIONSHIP WITH COBANK, ACB (COBANK)

The Association is materially affected by CoBank's financial condition and results of operations.

The Association's statutory obligation to borrow from CoBank is discussed in Note 6. Financial assistance agreements between the Association and CoBank are discussed in Note 7. Association requirement to invest in CoBank and CoBank's ability to access capital of the Association is discussed in Note 4 to the financial statements, "Investment in CoBank," included in this annual report to shareholders. CoBank's role in mitigating the Association's exposure to interest rate risk is discussed in the MD&A section – Liquidity.

CoBank is required to distribute its Annual Report to shareholders of the Association if the bank experiences a significant event that has a material effect on the Association as defined by FCA regulations.

FINANCIAL STATEMENTS

The financial statements, together with the report thereon of PricewaterhouseCoopers LLP dated March 16, 2017, and the Report of Management, appearing as part of this annual report to shareholders, are incorporated herein by reference.

COBANK ANNUAL AND QUARTERLY REPORTS TO SHAREHOLDERS

The shareholders' investment in the Association is materially affected by the financial condition and results of operations of CoBank. Consequently, the Association's annual and quarterly reports should be read in conjunction with CoBank's 2016 Annual and Quarterly Reports to Shareholders. Quarterly reports are available approximately 40 days after the calendar quarter end and annual reports are available approximately 75 days after the calendar year end. A copy of these reports may be obtained free upon request from the Association. The Association is located at 3302 Williams Avenue, Woodward, Oklahoma 73801-6944, or may be contacted by calling (580) 256-3465 or (800) 299-3465. The reports may also be obtained free of charge by visiting CoBank's website at www.cobank.com.