

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following commentary reviews the consolidated financial position and consolidated results of operations of AgStar Financial Services, ACA and its subsidiaries. The accompanying consolidated financial statements and notes also contain important information about our financial position and results of operations. Our 2010 annual report should also be read for a description of our organization, operations and significant accounting policies.

AgriBank, FCB's (AgriBank) financial condition and results of operations materially affect shareholders' investment in AgStar Financial Services, ACA. To request free copies of the AgriBank and combined AgriBank, FCB and Affiliated Associations' financial reports or additional copies of our report contact us at P.O. Box 4249, Mankato, MN 56002-4249, by phone (866-577-1831), by e-mail to AgStarEteam@agstar.com, or at our website, www.agstar.com. You may also contact AgriBank at 375 Jackson Street, St. Paul, Minnesota 55101-1810, (651) 282-8800, or by e-mail to agribankmn@agribank.com. The AgriBank and combined AgriBank, FCB and Affiliated Associations' financial reports are also available through AgriBank's website at www.agribank.com.

Loan Portfolio

Loan volume totaled \$5.0 billion at September 30, 2011, an \$84.9 million increase from December 31, 2010. This increase is due to increases in mortgage loan volume partially offset by nonaccrual loans paying down or off or chargeoffs on selected accounts.

Risk Assets

The following table summarizes risk assets (accruing volume includes accrued interest receivable) and delinquency information (in thousands):

As of:	September 30 2011	December 31 2010
Loans:		
Accruing restructured	\$ --	\$ --
Past due 90 days or more still accruing	2,686	1,570
Nonaccrual	<u>174,802</u>	<u>190,804</u>
Total risk loans	<u>177,488</u>	<u>192,374</u>
Other property owned	<u>8,733</u>	<u>5,851</u>
Total risk assets	<u>\$186,221</u>	<u>\$198,225</u>
Risk loans as a % of total loans	3.5%	3.9%
Total delinquencies as a % of total loans	1.8%	2.4%

Our risk assets have decreased from December 31, 2010, but remain outside our targeted credit standards.

The decrease in nonaccrual loans was due to settling adverse asset volume mainly through payoffs or paydowns and upgrading certain accounts in the renewable fuels and swine segments of our portfolio. Additional reductions resulted from chargeoffs on selected accounts adversely affected by the economic factors in their industries. Nonaccrual loan volume is above our credit standards at September 30, 2011, and represented 3.5% of our total portfolio. We are actively engaged in working with clients to provide individualized servicing plans

and strategies. At September 30, 2011, 64.8% of our nonaccrual loans were current.

We acquired certain properties in 2011 resulting from the continued weakness in the housing and dairy industries.

Portfolio Credit Quality

Our adversely classified assets ratio was 6.8% of the portfolio at September 30, 2011, an improvement of 1.9% over the end of 2010. This continues the improvement in this ratio that began in 2010. This is the result of adverse assets paying off, upgrading certain accounts in the ethanol and swine segments and from chargeoffs on selected accounts. Adversely classified assets are assets we have identified as showing some credit weakness outside our credit standards. These calculations do not include operating leases or investment assets. We have considered portfolio credit quality in assessing the reasonableness of our allowance for loan losses.

In some circumstances, we use various governmental guarantee programs to reduce the risk of loss. At September 30, 2011, \$286 million of our loans were, to some level, guaranteed under these governmental programs.

Agricultural and Economic Conditions

We serve many sectors in agriculture including our primary industries of grain, swine and dairy. Credit quality, delinquencies, and nonaccrual measures have shown improvement year-to-date in 2011 and we anticipate this positive trend to continue. The October 12, 2011 USDA crop report estimates farmers will harvest 83.9 million acres and produce 12.43 billion bushels of corn this year. The same report estimates U.S. corn supplies for the 2011/2012 marketing year at 866 million bushels, compared to 672 million bushels in the September 2011 estimate. The September 30 Agri View report is forecasting an average corn yield of 165 bushels per acre and an average soybean yield of 41 bushels per acre for Minnesota this year.

The profit forecast for the primary segments of our portfolio is favorable for 2011. Corn prices have moderated recently but remain acceptable. This is positive for our crop producers but does impact input costs for livestock producers and ethanol facilities. Profit margins remained positive for swine producers despite increased feed costs in 2011. Dairy prices have moderated from record levels set in August and continue to be well above levels from last year allowing producers to show positive margins. The ethanol sector continues to be profitable, and profit margins are strong in spite of higher corn prices.

Conditions the past 12-18 months have been favorable overall for agricultural producers resulting in positive performance generally for agribusinesses. Ethanol assets are our largest agri-business segment and credit quality in this segment has improved significantly since 2009. Additionally, agricultural related businesses have generally been profitable and fared better during the past two years than companies not closely tied to agriculture.

While the rural housing industry in our service area has had challenges the past four years, our Home Mortgage Services' portfolio has performed well. Overall delinquency percentages and foreclosure numbers stabilized in 2010 and have shown improvement as we've progressed through 2011. The steady recovery of the housing industry is expected to progress into 2012. Indicators such as housing rent levels versus home affordability are now very comparable. Historically, this has resulted in higher levels of home sales. Many home buyers feel values

will still decrease, but with historically low interest rates the time to buy is the next 18 months. Outside factors such as the unemployment rate, energy costs, and the general economy will be monitored as we progress through 2011 and 2012.

Some of our core credit objectives include working with clients to promote risk management, produce quality financial statements and production reports, encourage disciplined marketing plans, and provide individualized servicing plans and strategies. We continue to be involved with and support positive legislative changes for agriculture and rural America.

Land Values

Declining land values following sustained periods of land value increases have historically created conditions of considerable risk for collateral-based lenders. Nominal and real (inflation-adjusted) agricultural land values have increased in proportions similar to other asset classes such as stocks and urban residential and commercial land during the last decade, but agricultural land values escaped the valuation declines that other assets suffered during the recession. This is largely because grain farming remained profitable throughout the economic crisis period.

Our credit risk policies emphasize loan repayment capacity in addition to conservative assessments of collateral values that secure loans. Although Farm Credit Administration regulations allow real estate mortgage loans of up to 85% of appraised value, our underwriting standards generally limit lending to no more than 65% of appraised value at origination for agricultural production land. While underwriting exceptions on loan-to-appraised-value are sometimes granted, in such cases offsetting strengths are generally present in other areas.

We do extensive monitoring of land values in our territory, conducted by licensed real estate appraisers, of a sample of benchmark farms selected to represent our lending footprint. The most recent real estate market survey as of June 30, 2011, indicated that regional agricultural land value ranges in some areas of our territory had increased as much as 18.3% in the previous 12 months. On average, however, our real estate values increased 11.4% over the twelve-month period ending June 30, 2011.

Allowance for Loan Losses

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

Comparative allowance coverage of various loan categories follows:

	September 30	December 31
Allowance as a percentage of:	2011	2010
Loans	0.6%	0.8%
Nonaccrual loans	18.1%	20.6%
Total risk loans	17.8%	20.4%

The decrease in allowance levels reflects the improvement in our credit quality. In our opinion, the allowance for loan losses was reasonable in relation to the risk in our loan portfolio at September 30, 2011.

Results of Operations

Net income for the nine months ended September 30, 2011, totaled \$57.3 million compared to \$45.6 million for the same period of 2010. The following table illustrates profitability information:

As of September 30	2011	2010
Return on average assets	1.4%	1.1%
Return on average members' equity	10.0%	8.6%

The following table summarizes the changes in components of net income for the nine months ended September 30, 2011, compared to the same period of 2010 (in thousands):

Increase (decrease) in net income	2011 vs 2010
Net interest income	\$15,153
Provision for loan losses	13,049
Patronage income	1,704
Net operating lease income	(225)
Other income, net	(10,368)
Operating expenses	(9,958)
Provision for income taxes	2,299
Total change in net income	<u>\$11,654</u>

Net interest income was \$110.4 million for the nine months ended September 30, 2011. The following table quantifies changes in net interest income for the nine months ended September 30, 2011, compared to the same period of 2010 (in thousands):

Change in net interest income	2011 vs 2010
Changes in AgriBank note payable and earning assets	\$5,357
Changes in rates on AgriBank note payable and earning assets	2,847
Changes due to asset securitization	390
Changes in deferred income	(83)
Changes due to capital management	3,243
Changes in nonaccrual income	3,399
Net change	<u>\$15,153</u>

The decrease in the provision for loan losses compared to 2010 reflects the overall improved economics in our portfolio. Many of our adverse accounts have paid down or off, been upgraded, or have taken chargeoffs.

The increase in patronage income is caused primarily by the income from certain loans participated to AgriBank, FCB.

The decrease in other income, net is primarily due to decreased crop insurance income, decreased fee income, increased acquired property expenses of \$789 thousand netted out of other income, a reversal of \$707 thousand in the first nine months of 2010 for an indemnification allowance established in 2009, and to our share of distributions from Allocated Insurance Reserve Accounts of \$5.7 million received in the first quarter of 2010. These reserve accounts were established in previous years by the Farm Credit System Insurance Corporation when premiums collected increased the level of the Insurance Fund beyond the required 2% of insured debt. Crop insurance income declined because of changes in the commission calculations made to the Standard Reinsurance Agreement between Risk Management Association and the insurance companies. This decline in crop insurance income is partially offset by an increase in total acres covered.

The operating expense increases were primarily related to increases in salary, variable compensation, benefits, and advertising/public relations expenses. Improved projected business results resulted in the increased variable compensation expense in 2011. Additionally, as described in Note 18 of our 2010 Annual Report, certain team members have the potential to earn additional compensation awards. To date, \$3.2 million has been expensed.

The change in provision for income taxes is primarily related to a tax provision reversal due to the tax deduction from the redemption of the remainder of the 2001 nonqualified patronage allocations.

We originate rural home loans for resale into the secondary market. We sold loans through the secondary market totaling \$24.7 million through September 30, 2011, compared to \$32.7 million through September 30, 2010. The fee income from this activity totaled \$419 thousand for the nine months ended September 30, 2011, compared to \$626 thousand for the same period of 2010.

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

Funding, Liquidity and Capital

The Farm Credit System is a government-sponsored enterprise that has benefited from broad access to domestic and global capital markets. This access has provided us with a dependable source of competitively priced debt which is critical for supporting our mission of providing credit to agriculture and rural America. The 2011 U.S. Congressional negotiations aimed at raising the government's borrowing limit and addressing long-term budget imbalances have further highlighted the risks to the System relating to the U.S. fiscal situation. These risks include the apparent implied link between the credit rating of the System and the U.S. government given the System's status as a government-sponsored enterprise.

In April, 2011, Standard & Poor's, while affirming its "AAA" rating, revised its outlook for the long-term sovereign credit for the United States and all government-sponsored enterprises, including the Farm Credit System, from "stable" to "negative". After Congress raised the statutory debt limit on August 2, 2011, the bond ratings of the U.S. government and financial institutions directly linked to the U.S. government, including the Farm Credit System, remained AAA, with a rating outlook of negative. On August 5, 2011, Standard & Poor's lowered the U.S. government long-term sovereign credit rating to AA+. On August 8, 2011, Standard & Poor's similarly downgraded the long-term credit rating for Farm Credit System bonds to AA+ while Moody's Investors Service and Fitch confirmed the AAA rating of U.S. government bonds and financial institutions directly linked to the U.S. government. The impact of current and future downgrades may increase our borrowing costs. To date, as a result of the Farm Credit System's strong financial position, we have not experienced any funding disruption and we currently are not expecting any disruption in meeting our funding needs. During the first nine months of 2011, investor demand for Systemwide Debt Securities has remained favorable across all products.

We borrow from AgriBank in the form of a line of credit. Our promissory note matured on March 31, 2011, and was renewed for \$5.75 billion with a maturity date of March 31, 2012. The note will be renegotiated at that time. The repricing attributes of our line of credit generally correspond to the repricing attributes of our loan portfolio which significantly reduces our market interest rate risk. Effective January 1, 2011, we are subject to a 6 basis point risk premium.

Total members' equity increased \$43.9 million from December 31, 2010, due primarily to net income for the period and an increase in capital stock and participation certificates, partially offset by patronage distributions.

Farm Credit Administration regulations require us to maintain a permanent capital ratio of at least 7%, a total surplus ratio of at least 7% and a core surplus ratio of at least 3.5%. Refer to Note 8 in our 2010 annual report for a more complete description of these ratios. As of September 30, 2011, the ratios were as follows:

- The permanent capital ratio was 14.6%.
- The total surplus ratio was 14.4%.
- The core surplus ratio was 11.2%.

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

Certification

The undersigned certify they have reviewed AgStar Financial Services, ACA's September 30, 2011, quarterly report. It has been prepared under the oversight of the audit committee and in accordance with all applicable statutory or regulatory requirements. The information contained herein is true, accurate, and complete to the best of our knowledge and belief.



Lowell Schafer
Chairperson of the Board
AgStar Financial Services, ACA



Paul A. DeBriyn
President and Chief Executive Officer
AgStar Financial Services, ACA



Rodney Hebrink
Senior Vice President and Chief Financial Officer
AgStar Financial Services, ACA

November 8, 2011

CONSOLIDATED STATEMENTS OF CONDITION

AgStar Financial Services, ACA

(Dollars in thousands)

(Unaudited)

	September 30 2011	December 31 2010
ASSETS		
Loans	\$5,000,107	\$4,915,210
Allowance for loan losses	31,647	39,312
Net loans	4,968,460	4,875,898
Investment securities	500,018	467,143
Assets held for lease, net	34,068	35,608
Accrued interest receivable	58,656	43,577
Investment in AgriBank, FCB	128,626	126,160
Premises and equipment, net	17,289	15,285
Other property owned	8,733	5,851
Other assets	42,768	44,069
Total assets	\$5,758,618	\$5,613,591
LIABILITIES		
Note payable to AgriBank, FCB	\$4,786,831	\$4,694,170
Subordinated debt	100,000	100,000
Accrued interest payable	29,371	30,354
Net deferred income tax liability	2,870	3,376
Other liabilities	51,043	41,093
Total liabilities	4,970,115	4,868,993
Contingencies and commitments	--	--
MEMBERS' EQUITY		
Capital stock and participation certificates	14,618	14,125
Allocated surplus	281,141	265,010
Unallocated surplus	492,744	465,463
Total members' equity	788,503	744,598
Total liabilities and members' equity	\$5,758,618	\$5,613,591

CONSOLIDATED STATEMENTS OF INCOME

AgStar Financial Services, ACA

(Dollars in thousands)

(Unaudited)

Period ended September 30	Three Months		Nine Months	
	2011	2010	2011	2010
Interest income	\$64,754	#####	\$193,690	\$193,847
Interest expense	27,708	32,121	83,272	98,582
Net interest income	37,046	31,506	110,418	95,265
Provision for loan losses	3,367	3,000	5,501	18,550
Net interest income after provision for loan losses	33,679	28,506	104,917	76,715
Other income				
Patronage income	3,187	2,483	9,253	7,549
Net operating lease income	504	545	1,518	1,743
Financially related services income	6,525	5,860	17,840	19,610
Fee and miscellaneous income, net	3,072	4,119	9,375	17,973
Total other income	13,288	13,007	37,986	46,875
Operating expenses				
Salaries and employee benefits	17,956	17,283	55,103	48,330
Other operating	9,033	8,133	24,802	21,617
Total operating expenses	26,989	25,416	79,905	69,947
Income before income taxes	19,978	16,097	62,998	53,643
Provision for income taxes	4,701	2,620	5,714	8,013
Net income	\$15,277	#####	\$57,284	\$45,630

CONSOLIDATED STATEMENTS OF CHANGES IN MEMBERS' EQUITY

AgStar Financial Services, ACA

(Dollars in thousands)

(Unaudited)

	Capital Stock and Participation Certificates	Allocated Surplus	Unallocated Surplus	Total Members' Equity
Balance at December 31, 2009	\$13,400	\$229,862	\$433,858	\$677,120
Net income	--	--	45,630	45,630
Cumulative effect of accounting change	--	--	1,311	1,311
Surplus allocated as nonqualified patronage, net	--	24,872	(24,872)	--
Redemption of prior year allocated patronage	--	(413)	--	(413)
Capital stock/participation certificates issued	1,091	--	--	1,091
Capital stock/participation certificates retired	(623)	--	--	(623)
Balance at September 30, 2010	\$13,868	\$254,321	\$455,927	\$724,116
Balance at December 31, 2010	\$14,125	\$265,010	\$465,463	\$744,598
Net income	--	--	57,284	57,284
Surplus allocated as nonqualified patronage, net	--	30,003	(30,003)	--
Redemption of prior year allocated patronage	--	(13,872)	--	(13,872)
Capital stock/participation certificates issued	1,263	--	--	1,263
Capital stock/participation certificates retired	(770)	--	--	(770)
Balance at September 30, 2011	\$14,618	\$281,141	\$492,744	\$788,503

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

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1: Organization and Significant Accounting Policies

Our 2010 annual report contains a description of our organization and operations, significant accounting policies followed, and financial condition and results of operations as of and for the year ended December 31, 2010. These unaudited third quarter 2011 consolidated financial statements should be read in conjunction with the 2010 annual report.

The accompanying consolidated financial statements contain all adjustments necessary for a fair presentation of the interim consolidated financial condition and consolidated results of operations. Our accounting and reporting policies conform to accounting principles generally accepted in the United States of America and the prevailing practices within the financial services industry. The results of the nine months ended September 30, 2011, are not necessarily indicative of the results to be expected for the year ended December 31, 2011.

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

Recent Accounting Developments

In September 2011, the Financial Accounting Standards Board (FASB) issued guidance entitled, "Compensation – Retirement Benefits – Multiemployer Plans." The guidance is intended to provide more information about an employer's financial obligations to multiemployer pension and post-employment benefit plans which should help financial statement users better understand the financial health of significant plans in which the employer participates. For non-public entities, the disclosures are effective for annual reporting periods ending on or after December 15, 2012. The adoption of this guidance is not expected to have an impact on our financial condition or results of operations, but will result in additional disclosures.

In May 2011, FASB issued guidance entitled, "Fair Value Measurement – Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRS." The new guidance results in a consistent definition of fair value and common requirements for measurement of and disclosure about fair value between U.S. GAAP and IFRS. The amendments include the following:

- Application of the highest and best use and valuation premise is only relevant when measuring the fair value of nonfinancial assets.
- An exception to the requirement for measuring fair value when a reporting entity manages its financial instruments on the basis of its net exposure, rather than its gross exposure, to market risks such as interest rate risk and credit risk of counterparties.
- Expansion of the disclosures about fair value measurements. New disclosures are required about the use of a nonfinancial asset measured or disclosed at fair value if its use differs from its highest and best use. In addition, entities must report the level in the fair value hierarchy of assets and liabilities not recorded at fair value but where fair value is disclosed.

The amendments are to be applied prospectively. The amendments are effective during interim and annual periods beginning after December 15, 2011. Early application is not permitted. The adoption of this guidance is not expected to have a significant impact on our financial condition or results of operations, but will result in additional disclosures.

In April 2011, FASB issued guidance entitled "A Creditor's Determination of Whether a Restructuring Is a Troubled Debt Restructuring". This guidance provides additional clarification to creditors for evaluating whether a modification or restructuring of a receivable is a troubled debt restructuring. The guidance is effective for non-public entities for annual periods ending on or after December 15, 2012, including interim periods within those annual periods. The adoption of this guidance is not expected to have a significant impact on our financial condition or results of operations, but will result in additional disclosures.

In July 2010, FASB issued guidance on "Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses." This guidance is intended to provide additional information to assist financial statement users in assessing an entity's credit risk exposures and evaluating the adequacy of its allowance for credit losses. Existing disclosures are amended to include additional disclosures of financing receivables on a disaggregated basis and also calls for new disclosures. For non-public entities, the disclosures are effective for interim and annual reporting periods ending on or after December 15, 2011. The adoption of this guidance is not expected to have an impact on our financial condition or results of operations, but will result in additional disclosures.

NOTE 2: Investment Securities

We held investment securities of \$500 million at September 30, 2011, and \$467 million at December 31, 2010, consisting of investment securities made up of a portion of loans guaranteed by the Small Business Administration (SBA) or the United States Department of Agriculture (USDA) and securities issued by the Federal Agricultural Mortgage Corporation (Farmer Mac). The securities have been classified as held-to-maturity. The investment portfolio is evaluated for other-than-temporary impairment. To date, we have not recognized any impairment on our investment portfolio.

The following table presents the amortized cost, unrealized gains and losses, and fair value of the investment securities (in thousands):

	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value	Weighted Average Yield
As of September 30, 2011					
SBA / USDA	\$145,598	\$564	(\$3,254)	\$142,908	3.8%
Farmer Mac	354,420	7,711	(150)	361,981	5.3%
Total	<u>\$500,018</u>	<u>\$8,275</u>	<u>(\$3,404)</u>	<u>\$504,889</u>	<u>4.8%</u>
As of December 31, 2010					
SBA / USDA	\$80,208	\$77	(\$668)	\$79,617	3.4%
Farmer Mac	386,935	7,136	(1,889)	392,182	5.4%
Total	<u>\$467,143</u>	<u>\$7,213</u>	<u>(\$2,557)</u>	<u>\$471,799</u>	<u>5.1%</u>

Investment income is recorded in "Interest income" on the Consolidated Statements of Income and totaled \$15.1 million for the nine month period ended September 30, 2011, and \$17.0 million for the nine month period ended September 30, 2010.

The contractual maturities of the investment securities at September 30, 2011, are \$5.0 million in one year or less, \$29.5 million in one to five years, \$118.5 million in five to ten years and \$347.0 million in more than ten years.

NOTE 3: Allowance for Loan Losses

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

Nine months ended September 30	2011	2010
Balance at beginning of year	\$39,312	\$60,501
Provision for loan losses	5,501	18,550
Loan recoveries	990	2,173
Loan charge-offs	(14,023)	(37,666)
Other	(133)	(683)
Balance at end of period	\$31,647	\$42,875

The decrease in our allowance and provision levels reflects the significant improvements made in the ethanol, swine and dairy segments of our portfolio from one year ago. Total risk loans have declined 13% from \$204,579 at September 30, 2010 to \$177,488 at September 30, 2011.

The following table presents information concerning risk loans (in thousands):

	September 30	December 31
As of:	2011	2010
Volume with specific reserves	\$72,726	\$84,309
Volume without specific reserves	104,762	108,065
Total risk loans	\$177,488	\$192,374
Total specific reserves	\$13,852	\$16,674

Nine months ended September 30	2011	2010
Income on accrual risk loans	\$77	\$268
Income on nonaccrual loans	5,169	1,770
Total income on risk loans	\$5,246	\$2,038
Average recorded investment	\$182,715	\$213,051

The decrease in risk loans was due to settling adverse asset volume mainly through upgrades, payoffs, and chargeoffs on selected accounts.

NOTE 4: Contingencies and Commitments

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

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

NOTE 5: Fair Value Measurements

The FASB guidance on "Fair Value Measurement" defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The guidance also establishes a fair value hierarchy, with three levels of inputs that may be used to measure fair value. Refer to Notes 2 and 13 in our 2010 annual report for a more complete description.

At September 31, 2011, we had one asset related to servicing rights, valued at \$1.0 million under level 3 as described below, that was measured at fair value on a recurring basis.

We may be required, from time to time, to measure certain assets at fair value on a non-recurring basis. Information on assets measured at fair value on a non-recurring basis is as follows (in thousands):

	Fair Value Measurement Using			Total	Total
	Level 1	Level 2	Level 3	Fair	Gains
				Value	(Losses)
September 30, 2011					
Loans	\$ --	\$4,202	\$57,616	\$61,818	\$2,822
Other property owned	--	--	10,501	10,501	(1,309)
December 31, 2010					
Loans	\$ --	\$11,530	\$59,486	\$71,016	\$16,532
Other property owned	--	--	7,275	7,275	(1,505)

Loans: Represents the carrying amount and related write-downs of loans which were evaluated for individual impairment based on the appraised value of the underlying collateral. The fair value measurement would fall under level 2 of the hierarchy if the process uses independent appraisals and other market-based information. The fair value measurement would fall under level 3 of the hierarchy if the process requires significant input based on management's knowledge of and judgment about current market conditions, specific issues relating to the collateral, and other matters. When the value of the collateral, less estimated costs to sell, is less than the principal balance of the loan, a specific reserve is established.

Other Property Owned: Represents the fair value and related losses of foreclosed assets that were measured at fair value based on the collateral value, which is generally determined using appraisals or other indications based on sales of similar properties. Costs to sell represent transaction costs and are not included as a component of the asset's fair value.

NOTE 6: Subsequent Events

We have evaluated subsequent events through November 8, 2011, which is the date the financial statements were available to be issued. There have been no material subsequent events that would require recognition in our quarterly report or disclosure in the Notes to those financial statements.