



Yankee Farm Credit, ACA

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**CONSOLIDATED FINANCIAL STATEMENTS
THIRD QUARTER ENDED SEPTEMBER 30, 2008**

October 30, 2008

Dear Shareholder:

Enclosed are the Association's consolidated financial statements for the third quarter of 2008. These statements should be read in conjunction with the 2007 Annual Report to Shareholders.

The purpose of these financial statements is to provide timely financial information about your Association's financial condition and results of operations. Should you have any questions about these statements, please call us.

As a shareholder, your investment in the Association is materially affected by the financial condition and results of operations of CoBank, ACB. CoBank's annual and quarterly reports are available at no charge from any of our offices. Our office locations are listed at the end of this report.

The undersigned certify that they have reviewed this report and it has been prepared in accordance with all statutory and regulatory requirements and that the information contained herein is true, accurate, and complete to the best of his or her knowledge and belief. The financial statements, in the opinion of management, fairly present the financial condition of the institution except as noted.

Sincerely,

Handwritten signature of Paul E. Doton in cursive script.

Paul E. Doton
Chairperson

Handwritten signature of George S. Putnam in cursive script.

George S. Putnam
President and CEO

Handwritten signature of Pamela A. Simek in cursive script.

Pamela A. Simek
Controller

YANKEE FARM CREDIT, ACA

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

Third Quarter Ended September 30, 2008

(Dollars in thousands, except as noted)

(Unaudited)

Results of Operations: Third Quarter

Net income for the third quarter of 2008 was \$1.075 million, down \$569 thousand (35%) from net income of \$1.644 million in the third quarter of 2007.

Net interest income before the provision for loan losses was down \$478 thousand (18%) in 2008 as compared to 2007. The following table shows the components of this decrease:

Changes in net interest income due to:

Changes in volumes of accrual loans & debt	\$	46
Changes in interest rates on accrual loans & debt		(495)
Changes in interest income on nonaccrual loans		(131)
Changes in interest rate swap income		115
Other adjustments		(13)
Total change in net interest income	\$	<u>(478)</u>

Changes in accrual volumes and rates are shown in the following table:

	Three Months Ended Sept 30,	
	2008	2007
Average accrual loan volume	\$ 291,591	\$ 287,044
Average interest rate on loans	5.14%	7.78%
Average interest rate spread	2.27%	2.50%

Average loan volume was higher in 2008. The average interest rate spread was lower in 2008, as was the general level of interest rates. A lower level of interest rates generally contributes to lower net interest income, all other factors being equal. As shown in the first table above, the net effect of changes in interest rates on net interest income was a decrease of \$495 thousand. Lower interest income on nonaccrual loans also affected the net interest income with a decrease of \$131 thousand. These decreases were partially offset by the increase of \$115 thousand from interest rate swap income.

There was a provision for loan losses of \$40 thousand in the third quarter of 2008, as compared to a provision for loan losses of \$58 thousand in the third quarter of 2007.

Other income decreased by \$46 thousand (9%) in 2008 as compared to 2007. This was primarily due to a decrease of \$43 thousand (12%) in the accrual for patronage refunds from CoBank in 2008.

Other expense increased by \$63 thousand (5%) in 2008 as compared to 2007. Salaries and employee benefits increased by \$58 thousand (8%). The fees paid to Farm Credit Financial Partners increased by \$20 thousand (9%). These increases were partially offset by a decrease of \$25 thousand (24%) in the Farm Credit Insurance Fund premium.

Results of Operations: Year-to-Date

Net income through the third quarter of 2008 was \$4.005 million, down \$800 thousand (17%) from net income of \$4.805 million through the third quarter of 2007.

Management's Discussion & Analysis (cont.)

Net interest income before the provision for loan losses was down \$615 thousand (8%) in 2008 as compared to 2007. The following table shows the components of this decrease:

<u>Changes in net interest income due to:</u>	
Changes in volumes of accrual loans & debt	\$ 62
Changes in interest rates on accrual loans & debt	(845)
Changes in interest income on nonaccrual loans	(146)
Changes in interest rate swap income	313
Other adjustments	1
Total change in net interest income	<u>\$ (615)</u>

Changes in accrual volumes and rates are shown in the following table:

	Nine Months Ended Sept 30,	
	2008	2007
Average accrual loan volume	\$ 290,303	\$ 291,117
Average interest rate on loans	5.55%	7.78%
Average interest rate spread	2.40%	2.38%

Average loan volume was lower in 2008. The average interest rate spread was higher in 2008, while the general level of interest rates was lower. A lower level of interest rates contributes to lower net interest income, all other factors being equal. As shown in the first table above, the net effect of changes in interest rates on net interest income was a decrease of \$845 thousand. This is partially offset by the increase of \$313 thousand in interest rate swap income.

Worldwide credit markets have been adversely affected since the subprime crisis began in August 2007. These adverse effects increased significantly following the bankruptcy of Lehman Brothers on September 15, 2008. The Association had no direct exposure to either subprime loans or Lehman Brothers, and to our knowledge no part of the Farm Credit System had any material direct exposure to either subprime loans or Lehman Brothers. Nevertheless, the cost of credit to most borrowers worldwide, including the Farm Credit System, has increased since August 2007 and especially since mid-September 2008. It is likely that the Association's interest expense will be adversely affected, but it is not possible to estimate the amount at this time.

There were net reversals to the provision for loan losses of \$164 thousand through the third quarter of 2008, as compared to a provision for loan losses of \$101 thousand for the same period in 2007.

Other income decreased by \$201 thousand (11%) in 2008 as compared to 2007. This was primarily due to a decrease of \$246 thousand (20%) in the accrual for patronage refunds from CoBank in the first three quarters of 2008 as compared to the same period in 2007. Partially offsetting this decrease was an increase of \$25 thousand (5%) in fees for financial services through the third quarter of 2008 as compared to the same period in 2007.

Other expense increased by \$249 thousand (6%) in 2008 as compared to 2007. Salaries and employee benefits expense increased by \$174 thousand (8%). The fees paid to Farm Credit Financial Partners increased by \$61 thousand (9%).

Loan Portfolio and Financial Condition

Loans originated by the Association decreased by \$19.0 million (6%) from year-end. Loans purchased increased by \$1.7 million (13%) from year-end, and participations sold decreased by \$12.4 million (27%). Loans held by the Association decreased by \$4.8 million (2%) from year-end.

The loan portfolio continues to be concentrated in the dairy industry. Farm prices for dairy products increased in the third quarter of 2008. Federal Order 1 prices for the third quarter of 2008 averaged \$19.89/cwt, up \$1.68/cwt (9%) from the second quarter of 2008, but down \$2.40/cwt (11%) from the third quarter of 2007. (Prices quoted do not include the effect of the Milk Income Loss Contract (MILC or MILCX) program, which began December 1, 2001.) The change in prices received for dairy products has been accompanied by an increase in the cost of farm inputs, particularly purchased feed. The composite Feed Index published by the USDA was 205 for the third quarter of

Management's Discussion & Analysis (cont.)

2008, up 6% from the second quarter of 2008, and up 39% from the third quarter of 2007. (Feed Index = 100 for 1990-1992)

Loan quality remained stable through the third quarter of 2008. Loans graded Substandard or lower were 2.3% of total loans at September 30, 2008, 1.0% improved from year-end. High risk assets comprised 0.3% of loans and related assets at September 30, 2008, up 0.1% from year-end. (High risk assets include nonaccrual loans, accrual restructured loans, loans delinquent 90 days or more but not yet classified as nonaccrual, and other property owned.) Repayment performance remained satisfactory. Accrual loans delinquent 30 days or more were 0.2% at September 30, 2008, up 0.1% from year-end. The 12-month rolling average for this statistic was 0.4% at September 30, 2008, up 0.1% from year-end. There were no charge-offs, but there were recoveries of \$16 thousand in the first three quarters of 2008, as compared to no charge-offs and recoveries of \$28 thousand in the first three quarters of 2007.

As discussed in the 2007 Annual Report to Shareholders, the Association declared a patronage distribution of \$3.332 million based on 2007 earnings, 100% in cash. This was paid on March 25, 2008.

Members' equity as a percentage of assets was 21.8% at September 30, 2008 as compared to 20.7% at year-end. The Association's permanent capital ratio was 19.9% at September 30, 2008, up 0.5% from year-end.

These financial statements were prepared under the oversight of the Audit Committee of the Board of Directors.

YANKEE FARM CREDIT, ACA
CONSOLIDATED BALANCE SHEET
(Unaudited)

	September 30, 2008	December 31, 2007
	<u>(in thousands)</u>	
<u>ASSETS</u>		
Loans originated by the Association	\$ 316,220	\$ 335,257
Plus loans purchased	15,169	13,378
Less participations sold	<u>34,168</u>	<u>46,616</u>
Loans held by the Association	297,221	302,019
Less allowance for loan losses	<u>812</u>	<u>960</u>
Net loans	296,409	301,059
Cash	1,509	2,075
Accrued interest receivable	1,000	1,117
Patronage refunds due from CoBank, ACB	966	1,624
Investment in CoBank, ACB	11,779	11,504
Mission related investment	301	360
Premises and equipment, less accumulated depreciation	1,105	1,108
Other assets	<u>2,153</u>	<u>1,950</u>
Total assets	<u>\$ 315,222</u>	<u>\$ 320,797</u>
<u>LIABILITIES</u>		
Note payable to CoBank, ACB	\$ 242,997	\$ 248,997
Patronage distribution payable	1,856	3,332
Other liabilities	<u>1,798</u>	<u>2,085</u>
Total liabilities	<u>246,651</u>	<u>254,414</u>
<u>MEMBERS' EQUITY</u>		
Capital stock and participation certificates	922	906
Unallocated surplus	68,009	65,852
Accumulated other comprehensive income	<u>(360)</u>	<u>(375)</u>
Total members' equity	<u>68,571</u>	<u>66,383</u>
Total liabilities and members' equity	<u>\$ 315,222</u>	<u>\$ 320,797</u>

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

YANKEE FARM CREDIT, ACA
CONSOLIDATED STATEMENT OF INCOME
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2008	2007	2008	2007
	(in thousands)			
<u>INTEREST INCOME</u>				
Loans	\$ 3,756	\$ 5,761	\$ 12,077	\$ 17,081
Total interest income	<u>3,756</u>	<u>5,761</u>	<u>12,077</u>	<u>17,081</u>
<u>INTEREST EXPENSE</u>				
Note payable to CoBank, ACB	1,627	3,154	5,446	9,835
Total interest expense	<u>1,627</u>	<u>3,154</u>	<u>5,446</u>	<u>9,835</u>
Net interest income	2,129	2,607	6,631	7,246
Provision for loan losses	40	58	(164)	101
Net interest income after provision for loan losses	<u>2,089</u>	<u>2,549</u>	<u>6,795</u>	<u>7,145</u>
<u>OTHER INCOME</u>				
Patronage refunds from CoBank, ACB	319	362	966	1,212
Fees for financial services	100	101	511	486
Loan fees and other income	24	26	92	72
Total other income	<u>443</u>	<u>489</u>	<u>1,569</u>	<u>1,770</u>
<u>OTHER EXPENSE</u>				
Salaries and employee benefits	764	706	2,289	2,115
Occupancy and equipment	77	69	225	211
Farm Credit Insurance Fund premium	78	103	299	308
Fees paid to Farm Credit Financial Partners, Inc.	241	221	724	663
Other expenses	294	292	811	802
Total other expense	<u>1,454</u>	<u>1,391</u>	<u>4,348</u>	<u>4,099</u>
Income before income taxes	1,078	1,647	4,016	4,816
Provision for income taxes	3	3	11	11
Net income	<u>\$ 1,075</u>	<u>\$ 1,644</u>	<u>\$ 4,005</u>	<u>\$ 4,805</u>

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

YANKEE FARM CREDIT, ACA
CONSOLIDATED STATEMENT OF CHANGES IN MEMBERS' EQUITY
(Unaudited)

	Capital Stock and Participation Certificates	Surplus		Accumulated Other Comprehensive Income	Total Members' Equity
		Allocated	Unallocated (in thousands)		
Balance at December 31, 2006	\$ 935	\$ -	\$ 62,792	\$ (228)	\$ 63,499
Comprehensive income					
Net income	-	-	4,805	-	4,805
Other comprehensive income					
Net unrealized gains (losses) on interest rate swaps	-	-	-	237	237
Total comprehensive income	-	-	4,805	237	5,042
Capital stock/PCs issued	119	-	-	-	119
Capital stock/PCs retired	(131)	-	-	-	(131)
Patronage distribution accrued					
Cash	-	-	(1,879)	-	(1,879)
Balance at September 30, 2007	<u>\$ 923</u>	<u>\$ -</u>	<u>\$ 65,718</u>	<u>\$ 9</u>	<u>\$ 66,650</u>
Balance at December 31, 2007	\$ 906	\$ -	\$ 65,852	\$ (375)	\$ 66,383
Comprehensive income					
Net income	-	-	4,005	-	4,005
Other comprehensive income	-	-	-	-	-
Net unrealized gains (losses) on interest rate swaps	-	-	-	16	16
Total comprehensive income	-	-	4,005	16	4,021
FAS 158 Implementation	-	-	8	-	8
Capital stock/PCs issued	115	-	-	-	115
Capital stock/PCs retired	(100)	-	-	-	(100)
Patronage distribution accrued					
Cash	-	-	(1,856)	-	(1,856)
Adjustment for rounding	1	-	-	(1)	-
Balance at September 30, 2008	<u>\$ 922</u>	<u>\$ -</u>	<u>\$ 68,009</u>	<u>\$ (360)</u>	<u>\$ 68,571</u>

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

YANKEE FARM CREDIT, ACA

Notes To Consolidated Financial Statements

Third Quarter Ended September 30, 2008

(Dollars in thousands, except as noted)

(Unaudited)

NOTE 1 - ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

Yankee Farm Credit, ACA (the Association) is a member-owned cooperative within the Farm Credit System. A description of the organization and operations of the Association, the significant accounting policies followed, and the financial condition and results of operations as of and for the year ended December 31, 2007 are contained in the 2007 Annual Report to Shareholders. These unaudited third quarter 2008 financial statements should be read in conjunction with the 2007 Annual Report to Shareholders.

In December 2007, the Financial Accounting Standards Board (FASB) issued Statements of Financial Accounting Standards (SFAS) No. 141R, "Business Combinations." SFAS No. 141R requires business combinations to be accounted for under the acquisition method of accounting (previously called the purchase method). The acquisition method requires (a) identifying the acquirer, (b) determining the acquisition date, (c) recognizing and measuring the identifiable assets acquired, the liabilities assumed and any noncontrolling interest in the acquiree, at their acquisition date fair values, and (d) recognizing and measuring goodwill or a gain from a bargain purchase. SFAS No. 141R should be applied prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. Early application is prohibited. The Association is still evaluating the provisions of the Standard, but believes that its adoption will significantly impact its accounting for any acquisitions that may occur in 2009 and beyond.

In March 2008, the FASB issued SFAS No. 161, "Disclosures about Derivative Instruments and Hedging Activities," which amends and expands the disclosure requirements for derivative instruments and for hedging activities previously required by SFAS No. 133.

Effective January 1, 2008, the Association adopted SFAS No. 157, "Fair Value Measurements." This Statement 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 and liabilities include debt and equity securities and derivative contracts that are traded in an active exchange market, as well as certain U.S. Treasury, other U.S. Government and agency mortgage-backed debt securities that are highly liquid and are actively traded in over-the-counter markets.

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. This category generally includes certain U.S. Government and agency mortgage-backed debt securities, corporate debt securities, and derivative contracts.

Level 3 - Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. These unobservable inputs reflect the reporting entity's own assumptions about assumptions that market participants would use in pricing the asset or liability. Level 3 assets and liabilities include financial instruments whose value is 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. This category generally includes certain private equity investments, retained residual

interests in securitizations, asset-backed securities, and highly structured or long-term derivative contracts.

The adoption of the Standard did not have an impact on the consolidated financial statements.

The accompanying financial statements contain all adjustments necessary for a fair presentation of the interim financial condition and results of operations and conform with generally accepted accounting principles and prevailing practices within the banking industry. The results of operations for the nine month period ended September 30, 2008 are not necessarily indicative of the results to be expected for the full year.

NOTE 2 - ALLOWANCE FOR LOAN LOSSES

An analysis of the allowance for loan losses follows:

	<u>Three Months Ended Sept 30,</u>	
	<u>2008</u>	<u>2007</u>
Balance at beginning of quarter	\$ 772	\$ 873
Provision for loan losses	40	58
Charge-offs	-	-
Recoveries	-	-
Balance at end of quarter	<u>\$ 812</u>	<u>\$ 931</u>

The following table presents information concerning impaired loans as of quarter-end. The Association defines impaired loans to be nonaccrual loans plus accrual restructured loans.

	<u>Sept 30,</u>	
	<u>2008</u>	<u>2007</u>
Impaired loans with related allowance	\$ 223	\$ 227
Impaired loans with no related allowance	447	393
Total impaired loans	<u>\$ 670</u>	<u>\$ 620</u>
Allowance on impaired loans	<u>\$ 12</u>	<u>\$ 5</u>

The following table summarizes impaired loan information for the quarter ended September 30:

	<u>Three Months Ended Sept 30,</u>	
	<u>2008</u>	<u>2007</u>
Average impaired loans	\$ 718	\$ 713
Interest income recognized on impaired loans	14	150

NOTE 3 - CAPITAL

Please see the 2007 Annual Report to Shareholders, particularly Note 7 to the Financial Statements, for a description of the Association's capitalization policies. The Association's requirement for purchased equities (stock and participation certificates) is presently the legal minimum of 2.0% of the loan with a cap of \$1 thousand.

The patronage distribution for 2007 was \$3.332 million and was distributed 100% in cash on March 25, 2008. A patronage distribution program is also in effect for 2008. The amount of the patronage distribution for 2008 will depend on financial results for the year as a whole and is therefore not known with certainty at this time. However, management estimates that the patronage distribution attributable to the first three quarters of 2008 is approximately \$1.856 million. Management believes it is probable that the 2008 patronage distribution will be paid 100% in cash. Therefore, the accompanying financial statements show an interim accrual at the end of the first three quarters of 2008 for patronage distribution payable of \$1.856 million. The corresponding interim accrual at the end of the first three quarters of 2007 for patronage distribution payable was \$1.879 million (also 100% cash).

The Association's regulatory capital ratios were:

	Value At		Regulatory Minimum
	Sept 30, 2008	December 31, 2007	
Core surplus ratio	19.4%	18.7%	3.5%
Total surplus ratio	19.6%	19.1%	7.0%
Permanent capital ratio	19.9%	19.4%	7.0%

NOTE 4 - INCOME TAXES

Please see the 2007 Annual Report to Shareholders, particularly Note 8 to the Financial Statements, for a description of the Association's deferred tax assets and liabilities and the corresponding valuation allowance. There were no significant changes in the composition or valuation of tax assets/liabilities during the first three quarters of 2008.

NOTE 5 – EMPLOYEE BENEFIT PLANS

In September 2006, the FASB issued SFAS No. 158, which required the recognition of the overfunded or underfunded status of pension and other postretirement benefit plans on the balance sheet. The balance sheet recognition provisions of SFAS 158 were adopted at December 31, 2007. SFAS 158 also requires that employers measure the benefit obligation and plan assets as of the fiscal year end for fiscal years ending after December 15, 2008. In fiscal 2007 and earlier, we used a September 30 measurement date for pension plans. The Standard provides two approaches for an employer to transition to a fiscal year end measurement date. We have applied the second approach, which allows for the use of the measurements determined for the prior year end.

Under this alternative, pension income measured for the three-month period October 1, 2007 to December 31, 2007 (determined using the September 2007 measurement date) was credited to beginning 2008 retained earnings. As result, the Association increased retained earnings \$8 thousand and increased the pension asset \$8 thousand.

**YANKEE FARM CREDIT, ACA
OFFICE LOCATIONS**

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