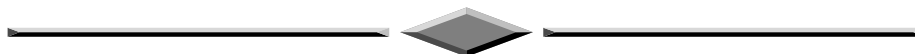


HIGH PLAINS FARM CREDIT, ACA



***2011
FIRST QUARTER
STOCKHOLDERS
REPORT***



HIGH PLAINS FARM CREDIT, ACA

Quarterly Report

March 31, 2011

The shareholders' investment in High Plains Farm Credit, ACA is materially affected by the financial condition and results of operations of U.S. AgBank, FCB, (AgBank). The 2010 U. S. AgBank Annual Report to Shareholders, the 2010 U.S. AgBank District Annual Report to Shareholders, the U.S. AgBank quarterly shareholders' reports and the U.S. AgBank District quarterly shareholders' reports are available free of charge by accessing AgBank's website, www.usagbank.com, or may be obtained at no charge by contacting us at High Plains Farm Credit, ACA, 605 Main, Larned, Kansas 67550-0067 or calling 620-672-1265.

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS**
(Unaudited)

The following discussion summarizes the financial position and results of operations of High Plains Farm Credit, ACA for the three months ended March 31, 2011, with comparisons to prior periods. You should read these comments along with the accompanying financial statements and footnotes, along with other disclosures contained in this report and the 2010 Annual Report to Shareholders. The accompanying financial statements were prepared under the oversight of our Audit Committee.

CURRENT MARKET CONDITIONS

Crop pricing opportunities have provided challenges to producers in the past few months. Escalating crop prices have allowed many farmers the opportunity to lock in next year's sales while continued price volatility has created margin calls in other cases. Many producers have purchased seed, chemical, fertilizer and fuel to minimize rising variable costs.

The winter wheat crop in our territory appears to be in average condition. Dry weather conditions are beginning to affect the entire crop and are also a concern for pasture grazing potential. Although winter wheat pasture grazing is available, limited cattle are being grazed due to price potential for the wheat crop.

Fed cattle prices trended higher in conjunction with the corn market. Short supply and strong demand have resulted in higher cattle prices and earnings despite higher feeding costs. Producers have continued to utilize hedging strategies for existing cattle and new cattle purchased in order to limit risk. The feeder markets have been stronger in relation to the fat cattle prices. Calves have also been higher as limited numbers have pushed the market higher.

The real estate market appears steady to slighter higher. Buyers continue to be traditional farmers and ranchers with some influence from energy producers. Some outside buyers have entered the market on larger tracts.

Rising interest rates are becoming a concern with producers and borrowers. Fixed rates continue to be competitive to variable rates and customers continue to utilize fixed interest rates to fund term debt.

LOAN PORTFOLIO

Loans outstanding at March 31, 2011 totaled \$435.0 million a decrease of \$10.0 million, or 2.26%, from loans of \$445.0 million at December 31, 2010. The decrease was primarily due to seasonal pay down of loans. Many producers held grain over yearend 2010 and have sold commodities in the first quarter of 2011. The Farm Related Business portfolio consists mainly of grain buying facilities; the decrease in this sector is largely due to sell off of inventory. Scheduled pay down on term loans is also heavier during the first quarter each year.

RESULTS OF OPERATIONS

Net income for the three months ended March 31, 2011 was \$3.9 million, an increase of \$1.6 million, or 73.5%, from the same period ended one year ago, primarily due to patronage from U.S. AgBank, FCB (AgBank). Also contributing to this increase is an increase in net interest income partially offset by an increase in noninterest expense.

Net interest income for the three months ended March 31, 2011 was \$2.7 million compared with \$2.2 million from the same period ended one year ago. Net interest income increased due to increased average loan volume and reduced funding costs.

Noninterest income increased \$1.3 million from the same period one year ago, primarily due to patronage received from AgBank of \$2.2 million. Additionally, during the first quarter of 2010, we received \$388 thousand which was our allocated portion of a Farm Credit System Insurance Company (FCSIC) distribution, which offset the increase in noninterest income.

Noninterest expense for the three months ended March 31, 2011 was \$1.2 million compared with \$1.1 million from the same period ended one year ago. Noninterest expense increased primarily due to increases in salary and employee benefits and purchased services from AgVantis.

We had no provision or loan loss reversal for the three months ended March 31, 2011 compared to a \$39 thousand loan loss reversal for the same period ended one year ago.

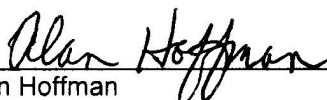
CAPITAL RESOURCES

Our shareholders' equity at March 31, 2011 was \$70.9 million, an increase from \$67.0 million at December 31, 2010. This increase is due to net income and stock issuances offset by stock reductions.

OTHER MATTERS

In November of 2010, the AgBank Board of Directors voted to pursue a merger with CoBank, ACB another Farm Credit System Bank. The proposed merger is targeted to be effective on October 1, 2011. We do not expect there to be any material negative impact to its operations as a result of the merger.

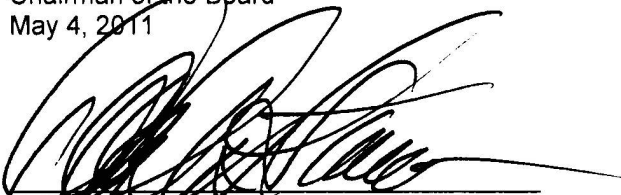
The undersigned certify they have reviewed this report, this report has been prepared in accordance with all applicable statutory or regulatory requirements and the information contained herein is true, accurate, and complete to the best of his or her knowledge and belief.



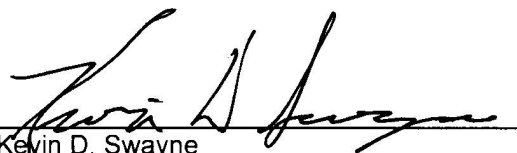
Alan Hoffman
Chairman of the Board
May 4, 2011



Ron Bach
Chairman of the Audit Committee
May 4, 2011



Douglas Thurman
President & CEO
May 4, 2011



Kevin D. Swayne
Chief Financial Officer
May 4, 2011

Consolidated Statement of Condition

(Dollars in Thousands)

	March 31 2011 UNAUDITED	December 31 2010 AUDITED
ASSETS		
Loans	\$ 434,982	\$ 445,018
Less allowance for loan losses	1,330	1,337
Net loans	433,652	443,681
Cash	3,677	2,147
Investment in dealer notes	1,589	1,560
Accrued interest receivable	6,179	6,838
Investment in U.S. AgBank, FCB	12,820	11,767
Premises and equipment, net	1,597	1,659
Prepaid benefit expense	292	374
Deferred tax asset	157	157
Other assets	455	623
Total assets	\$ 460,418	\$ 468,806
LIABILITIES		
Note payable to U.S. AgBank, FCB	\$ 378,752	\$ 389,559
Advance conditional payments	4,297	4,204
Accrued interest payable	2,851	3,960
Patronage distributions payable	1,300	1,300
Accrued benefits liability	139	141
Other liabilities	2,214	2,668
Total liabilities	\$ 389,553	\$ 401,832
Commitments and Contingencies		
SHAREHOLDERS' EQUITY		
Protected borrower stock	17	17
Capital stock	1,064	1,054
Unallocated retained earnings	69,774	65,893
Accumulated other comprehensive income	10	10
Total shareholders' equity	70,865	66,974
Total liabilities and shareholders' equity	\$ 460,418	\$ 468,806

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

Consolidated Statement of Income

(Dollars in Thousands)

UNAUDITED	For the three months ended March 31	
	2011	2010
INTEREST INCOME		
Loans	\$ 5,167	\$ 4,982
Investment in dealer notes	14	14
Total interest income	5,181	4,996
INTEREST EXPENSE		
Note payable to U.S. AgBank, FCB	2,429	2,766
Other	7	1
Total interest expense	2,436	2,767
Net interest income	2,745	2,229
Loan loss reversal	-	(39)
Net interest income after loan loss reversal	2,745	2,268
NONINTEREST INCOME		
Financially related services income	101	32
Loan fees	3	6
Patronage refund from Farm Credit Institutions	2,211	558
Farm Credit Insurance Fund distribution	-	388
Other noninterest income	32	48
Total noninterest income	2,347	1,032
NONINTEREST EXPENSE		
Salaries and employee benefits	643	533
Occupancy and equipment	50	44
Purchased services from AgVantis, Inc.	166	131
Farm Credit Insurance Fund premium	70	105
Supervisory and examination costs	40	35
Other noninterest expense	242	215
Total noninterest expense	1,211	1,063
Net income	\$ 3,881	\$ 2,237

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

Consolidated Statement of Changes in Shareholders' Equity

(Dollars in Thousands)

UNAUDITED	Protected Borrower Stock	Capital Stock	Unallocated Retained Earnings	Accumulated Other Comprehensive Income	Total Shareholders' Equity
Balance at December 31, 2009	\$ 19	\$ 966	\$ 61,371	\$ 14	\$ 62,370
Comprehensive income					
Net income			2,237		
Change in retirement obligation				(1)	
Total comprehensive income					2,236
Stock issued	-	40			40
Stock retired	(2)	(17)			(19)
Balance at March 31, 2010	\$ 17	\$ 989	\$ 63,608	\$ 13	\$ 64,627
Balance at December 31, 2010	\$ 17	\$ 1,054	\$ 65,893	\$ 10	\$ 66,974
Comprehensive income					
Net income			3,881		
Total comprehensive income					3,881
Stock issued	-	36			36
Stock retired	-	(26)			(26)
Balance at March 31, 2011	\$ 17	\$ 1,064	\$ 69,774	\$ 10	\$ 70,865

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

NOTES TO FINANCIAL STATEMENTS (Unaudited)

NOTE 1 - ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

A description of the organization and operations of High Plains Farm Credit, ACA (the Association), the significant accounting policies followed, and the financial condition and results of operations as of and for the year ended December 31, 2010, are contained in the 2010 Annual Report to Shareholders. These unaudited first quarter 2011 financial statements should be read in conjunction with the 2010 Annual Report to Shareholders.

In November of 2010, the U.S. AgBank Board of Directors voted to pursue a merger with CoBank, ACB, (CoBank) another Farm Credit System Bank. The proposed merger is targeted to be effective on October 1, 2011. The Association does not expect there to be any material negative impact to its operations as a result of the merger.

In July 2010, the Financial Accounting Standards Board (FASB) issued guidance on "Disclosures about the Credit Quality of Financing Receivables and the Allowance for Loan Losses," which is intended to provide additional information to assist financial statement users in assessing an entity's credit risk exposures and evaluating the adequacy of the allowance for credit losses. Existing disclosures are amended to include additional disclosures of financing receivables on a disaggregated basis (by portfolio segment and class of financing receivable) including among others, a rollforward schedule of the allowance for credit losses from the beginning of the reporting period to the end of the period on a portfolio segment basis, with the ending balance further disaggregated on the basis of the method of impairment (individually or collectively evaluated). The guidance also calls for new disclosures including but not limited to credit quality indicators at the end of the reporting period by class of financing receivables, the aging of past due financing receivables by class, nature and extent of financing receivables modified as troubled debt restructurings by class and the effect on the allowance for credit losses. For non-public entities, all disclosures are effective for interim and annual reporting periods ending on or after December 15, 2011. The adoption of this Standard will not have an impact on the Association's financial condition or results of operations, but will result in additional disclosures.

Effective January 1, 2010, the Association adopted Financial Accounting Standards Board (FASB) guidance on "Fair Value Measurements and Disclosures," which is to improve disclosures about fair value measurements by increasing transparency in financial reporting. The changes will provide for a greater level of disaggregated information and more robust disclosures of valuation techniques and inputs to fair value measurements. The new disclosures and clarification of existing disclosures were effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures about purchases, sales, issuances and settlements in the rollforward of activity in Level 3 fair value measurements. Those disclosures were effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. The adoption of this standard did not impact the Association's financial condition and results of operations but resulted in additional disclosures.

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. Certain amounts in the 2010 financial statements have been reclassified to conform to current financial statement presentation. The results for the three months ended March 31, 2011, are not necessarily indicative of the results to be expected for the year ended December 31, 2011.

NOTE 2 - ALLOWANCE FOR LOAN LOSSES AND IMPAIRED LOANS

A summary of the allowance for loan losses follows.

	March 31, 2011	March 31, 2010
Balance at beginning of year	\$ 1,337	\$ 1,323
Provision for loan losses/(Loan loss reversal)	-	(39)
Charge-offs	7	5
Recoveries	-	6
Balance at end of period	\$ 1,330	\$ 1,285

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.

Impaired loans including accrued interest totaled \$1.8 million as of March 31, 2011 and \$1.2 million as of March 31, 2010. No impaired loans carried a specific allowance for loan losses at each period end.

The following table summarizes impaired loan information.

	For the three months ended March 31, 2011	March 31, 2010
Average impaired loans	\$ 1,809	\$ 783
Interest income recognized on impaired loans	\$ 2	\$ 4

NOTE 3 - FAIR VALUE MEASUREMENTS

FASB 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. See Note 2 to the 2010 Annual Report to Shareholders for a more complete description.

Assets measured at fair value on a recurring basis are summarized below:

	Fair Value Measurement Using			Total Fair
	Level 1	Level 2	Level 3	Value
Assets:				
Assets held in nonqualified benefits trusts				
March 31, 2011	\$ 106	\$ —	\$ —	\$ 106
December 31, 2010	\$ 100	\$ —	\$ —	\$ 100

During the first three months of 2011, the Association recorded no transfers in or out of Levels 1, 2, or 3.

The Association had no liabilities measured at fair value on a recurring basis at March 31, 2011 or December 31, 2010.

Assets measured at fair value on a non-recurring basis for each of the fair value hierarchy values are summarized below:

Fair Value Measurement Using	Total Fair	Total
------------------------------	------------	-------

	Level 1	Level 2	Level 3	Value	Losses
Assets:					
Loans					
March 31, 2011	\$ —	\$ —	\$ 1,777	\$ 1,777	\$ -
<hr/>					
Loans					
December 31, 2010	\$ —	\$ —	\$ 1,851	\$ 1,851	\$ 2

The Association had no liabilities measured at fair value on a non-recurring basis at March 31, 2011 or December 31, 2010.

Valuation Techniques

As more fully discussed in Note 2 to the 2010 Annual Report to Shareholders, 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. 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 certain loans evaluated for impairment under FASB guidance, the fair value is based upon the underlying collateral since the loans were 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.

NOTE 4 - SUBSEQUENT EVENTS

The Association has evaluated subsequent events through May 4, 2011, which is the date the financial statements were available to be issued, and no material subsequent events were identified