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*Central Kentucky Agricultural Credit Association*

**THIRD QUARTER 2014**

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**CERTIFICATION**

The undersigned certify that we have reviewed the September 30, 2014 quarterly report of Central Kentucky Agricultural Credit Association, that the report has been prepared under the oversight of the Audit Committee of the Board of Directors and 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.



James W. Caldwell  
Chief Executive Officer



Marcus G. Barnett  
Chief Financial Officer



James A. Lyons  
Chairman of the Board

November 7, 2014

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*Central Kentucky Agricultural Credit Association*

# Report on Internal Control Over Financial Reporting

The Association's principal executives and principal financial officers, or persons performing similar functions, are responsible for establishing and maintaining adequate internal control over financial reporting for the Association's Consolidated Financial Statements. For purposes of this report, "internal control over financial reporting" is defined as a process designed by, or under the supervision of the Association's principal executives and principal financial officers, or persons performing similar functions, and effected by its Board of Directors, management and other personnel. This process provides reasonable assurance regarding the reliability of financial reporting information and the preparation of the Consolidated Financial Statements for external purposes in accordance with accounting principles generally accepted in the United States of America.

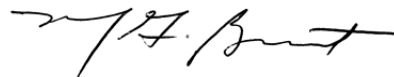
Internal control over financial reporting includes those policies and procedures that: (1) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Association, (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial information in accordance with accounting principles generally accepted in the United States of America, and that receipts and expenditures are being made only in accordance with authorizations of management and directors of the Association, and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Association's assets that could have a material effect on its Consolidated Financial Statements.

The Association's management has completed an assessment of the effectiveness of internal control over financial reporting as of September 30, 2014. In making the assessment, management used the framework in *Internal Control — Integrated Framework*, promulgated by the Committee of Sponsoring Organizations of the Treadway Commission, commonly referred to as the "COSO" criteria.

Based on the assessment performed, the Association concluded that as of September 30, 2014, the internal control over financial reporting was effective based upon the COSO (1992) criteria. Additionally, based on this assessment, the Association determined that there were no material weaknesses in the internal control over financial reporting as of September 30, 2014.



James W. Caldwell  
Chief Executive Officer



Marcus G. Barnett  
Chief Financial Officer

November 7, 2014

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

*(dollars in thousands)*

The following commentary reviews the financial condition and results of operations of Central Kentucky Agricultural Credit Association (the Association) for the period ended September 30, 2014. These comments should be read in conjunction with the accompanying consolidated financial statements, notes to the consolidated financial statements and the 2013 Annual Report of the Association. The accompanying consolidated financial statements were prepared under the oversight of the Audit Committee of the Board of Directors.

## **LOAN PORTFOLIO**

The Association provides funds to farmers, rural homeowners and farm-related businesses for financing of short and intermediate-term loans and long-term real estate mortgage loans. The Association's loan portfolio is diversified over a range of agricultural commodities in our region. The predominate enterprises are beef cattle and thoroughbred horses. Overall, the outlook for the beef cattle industry is positive due in large part to favorable cattle numbers and strong prices. Industry concerns are centered on the impact of high beef prices on consumer demand. The thoroughbred horse industry has shown signs of improvement at recent sales, but the outlook continues to be guarded, mirroring the general economic outlook. Farm size varies and many of the borrowers in the region have diversified farming operations. This factor, along with the numerous opportunities for non-farm employment in the area, significantly reduces the level of dependency on a given commodity.

The gross loan volume of the Association as of September 30, 2014 was \$383,427, an increase of \$32,750 as compared to \$350,677 at December 31, 2013. Net loans outstanding at September 30, 2014 were \$379,719 as compared to \$347,084 at December 31, 2013. Net loans accounted for 95.00 percent of total assets at September 30, 2014, as compared to 91.47 percent of total assets at December 31, 2013.

The increase in gross and net loan volume during the reporting period is primarily due to growth in real estate and production loans.

There is an inherent risk in the extension of any type of credit. However, portfolio credit quality continues to be maintained at an acceptable level and credit administration remains satisfactory. Nonaccrual loans decreased from \$4,334 at December 31, 2013, to \$2,830 at September 30, 2014. This decrease is primarily due

to the liquidation of a few larger loans that were in nonaccrual status.

Association management maintains an allowance for loan losses in an amount considered sufficient to absorb possible losses in the loan portfolio based on current and expected future conditions. The \$3,708 allowance for loan losses at September 30, 2014 reflected a \$115 increase from December 31, 2013, and was considered by management to be adequate to cover possible losses.

## **RESULTS OF OPERATIONS**

### *For the three months ended September 30, 2014*

Net income for the three months ended September 30, 2014 totaled \$1,884, as compared to \$1,617 for the same period in 2013. Net interest income increased \$171 for the three months ended September 30, 2014 as compared to the same period in 2013. The Association recorded no provision for loan losses for the three months ended September 30, 2014, as compared to a provision for loan losses of \$150 for the same period in 2013.

At September 30, 2014, interest income on accruing loans increased \$313 compared to September 30, 2013. The Association recorded nonaccrual income of \$20 for the three months ended September 30, 2014, as compared to \$69 for the same period in 2013. Interest income from tobacco successor-in-interest contract (SIIC) investments was \$0 for the three months ended September 30, 2014, as compared to \$78 for the same period in 2013. Interest expense increased \$64 for the three months ended September 30, 2014 as compared to the comparable period of 2013. Movement in interest income and expense is primarily attributed to an increase in loan volume, and an early-year reduction in the Association's direct note from receipt of patronage from the AgFirst Farm Credit Bank (Bank) and receipt of a final payoff on the tobacco SIIC investments. Noninterest income for the three months ended September 30, 2014 totaled \$757 as compared to \$763 for the same period of 2013, a decrease of \$6. The primary factor in the decrease in Noninterest income was an increase in fee sharing by the Association on certain federally guaranteed loans, offset somewhat by an increase in loan fees associated with mortgage loans sold into the secondary mortgage market and by increased income from equity in earnings of the Bank.

Noninterest expense for the three months ended September 30, 2014 increased \$84 compared to the same period of 2013. The increase is due primarily to an increase in employee salary and

benefits, and an increase in Farm Credit Insurance Fund premiums. The Association recorded a provision for income taxes of \$12 for the three months ended September 30, 2014, as compared to a provision for income taxes of \$48 for the same period in 2013.

#### ***For the nine months ended September 30, 2014***

Net income for the nine months ended September 30, 2014 totaled \$4,984, as compared to \$4,777 for the same period in 2013. Net interest income increased \$501 for the nine months ended September 30, 2014 as compared to the same period in 2013. The Association recorded a provision for loan losses of \$150 for the nine months ended September 30, 2014, as compared to a provision for loan losses of \$350 for the same period in 2013.

At September 30, 2014, interest income on accruing loans increased \$863 compared to September 30, 2013. The Association recorded nonaccrual income of \$24 for the nine months ended September 30, 2014, as compared to \$131 for the same period in 2013. Interest income from tobacco successor-in-interest contract (SIIC) investments was \$12 for the nine months ended September 30, 2014, as compared to \$259 for the same period in 2013. Interest expense increased \$115 for the nine months ended September 30, 2014 as compared to the comparable period of 2013. Movement in interest income and expense is primarily attributed to increases in loan volume, an early-year reduction in the Association's direct note from receipt of Bank patronage, and receipt of a yearly paydown on the tobacco SIIC investments. Noninterest income for the nine months ended September 30, 2014 totaled \$2,086 as compared to \$2,521 for the same period of 2013, a decrease of \$435. The primary factors in the decrease in Noninterest income were decreases in loan fees associated with mortgage loans sold into the secondary mortgage market, increased fee sharing by the Association on certain federally guaranteed loans, and decreased income from equity in earnings of the Bank.

Noninterest expense for the nine months ended September 30, 2014 increased \$114 compared to the same period of 2013. The increase is due primarily to an increase in employee salary and benefits, and an increase in Farm Credit Insurance Fund premiums, offset somewhat by a gain on the sale of other property owned. The Association recorded a provision for income taxes of \$33 for the nine months ended September 30, 2014, as compared to a provision for income taxes of \$88 for the same period in 2013.

The financial results of this interim report are not necessarily indicative of the results expected for the year.

#### **FUNDING SOURCES**

The principal source of funds for the Association is the borrowing relationship established with the Bank through a

General Financing Agreement. The General Financing Agreement utilizes the Association's credit and fiscal performance as criteria for establishing a line of credit on which the Association may draw funds. The funds are advanced by the Bank to the Association in the form of notes payable. The notes payable are segmented into variable rate and fixed rate sections. The variable rate note is utilized by the Association to fund variable rate loan advances and operating funds requirements. The fixed rate note is used specifically to fund fixed rate loan advances made by the Association. The total notes payable to the Bank at September 30, 2014 was \$336,898 as compared to \$317,656 at December 31, 2013. The increase during the period is primarily attributed to an increase in loan volume, offset somewhat by the receipt of patronage from the Bank and a final payoff received on SIIC investments.

#### **CAPITAL RESOURCES**

Total members' equity at September 30, 2014 increased to \$59,656 from the December 31, 2013 total of \$54,510. The increase is primarily attributed to the Association's increase in retained earnings as a result of income recorded for the nine months ended September 30, 2014. Total capital stock and participation certificates were \$6,840 on September 30, 2014, compared to \$6,676 on December 31, 2013. This increase is attributed to member purchases of equities in relation to increases in loan volume.

Farm Credit Administration (FCA) regulations require all Farm Credit institutions to maintain minimum permanent capital, total surplus and core surplus ratios. These ratios are calculated by dividing the Association's permanent capital, total surplus and core surplus as defined in FCA regulations, by a risk-adjusted asset base. As of September 30, 2014, the Association's permanent capital ratio was 16.03 percent and the total surplus ratio and core surplus ratio were 14.70 percent and 14.70 percent, respectively. All three ratios were well above the minimum regulatory ratios of 7.00 percent for permanent capital and total surplus ratios and 3.50 percent for the core surplus ratio.

#### **REGULATORY MATTERS**

On March 31, 2014, the FCA published an interim final rule rescinding all requirements for nonbinding advisory votes on senior officer compensation at System banks and associations. The comment period for the interim rule ended on April 30, 2014 and the final rule became effective on June 18, 2014.

On July 25, 2014, the FCA published a proposed rule in the Federal Register to revise the requirements governing the eligibility of investments for System banks and associations. The public comment period ended on October 23, 2014. The stated objectives of the proposed rule are as follows:

- To strengthen the safety and soundness of System banks and associations.
- To ensure that System banks hold sufficient liquidity to continue operations and pay maturing obligations in the event of market disruption.
- To enhance the ability of the System banks to supply credit to agricultural and aquatic producers.
- To comply with the requirements of section 939A of the Dodd-Frank Act.
- To modernize the investment eligibility criteria for System banks.
- To revise the investment regulation for System associations to improve their investment management practices so they are more resilient to risk.

On September 4, 2014, the FCA published a proposed rule in the Federal Register to modify the regulatory capital requirements for System banks and associations. The public comment period ends on January 2, 2015. The stated objectives of the proposed rule are as follows:

- To modernize capital requirements while ensuring that institutions continue to hold sufficient regulatory capital to fulfill their mission as a government-sponsored enterprise.
- To ensure that the System's capital requirements are comparable to the Basel III framework and the 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.
- To meet the requirements of section 939A of the Dodd-Frank Wall Street Reform and Consumer Protection Act (Dodd-Frank Act).

#### **RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS**

Please refer to Note 1, "*Organization, Significant Accounting Policies, and Recently Issued Accounting Pronouncements*", in the Notes to the Financial Statements, and the 2013 Annual Report to Shareholders for recently issued accounting pronouncements.

**NOTE:** Shareholder investment in the Association is materially affected by the financial condition and results of operations of AgFirst Farm Credit Bank. Copies of AgFirst's annual and quarterly reports are available upon request free of charge by calling 1-800-845-1745, ext. 2832, or by writing Susanne Caughman, AgFirst Farm Credit Bank, P.O. Box 1499, Columbia, SC 29202. Information concerning AgFirst Farm Credit Bank can also be obtained at their website, [www.agfirst.com](http://www.agfirst.com). Copies of the Association's annual and quarterly reports are also available upon request free of charge by calling 1-859-253-3249, or writing Marcus Barnett, Chief Financial Officer, Central Kentucky Agricultural Credit Association, P.O. Box 1290, Lexington, KY 40588-1290, or accessing the website [www.agcreditonline.com](http://www.agcreditonline.com). The Association prepares a quarterly report within 40 days after the end of each fiscal quarter, except that no report need be prepared for the fiscal quarter that coincides with the end of the fiscal year of the institution.

# Central Kentucky Agricultural Credit Association

## Consolidated Balance Sheets

<i>(dollars in thousands)</i>	September 30, 2014 <i>(unaudited)</i>	December 31, 2013 <i>(audited)</i>
<b>Assets</b>		
Cash	\$ 724	\$ 1,223
Loans	383,427	350,677
Allowance for loan losses	(3,708)	(3,593)
Net loans	379,719	347,084
Loans held for sale	615	335
Other investments	—	6,782
Accrued interest receivable	4,840	4,213
Investments in other Farm Credit institutions	6,913	6,913
Premises and equipment, net	3,080	3,086
Other property owned	1,199	1,713
Accounts receivable	1,952	6,859
Other assets	651	1,254
Total assets	<u>\$ 399,693</u>	<u>\$ 379,462</u>
<b>Liabilities</b>		
Notes payable to AgFirst Farm Credit Bank	\$ 336,898	\$ 317,656
Accrued interest payable	668	673
Patronage refunds payable	123	3,069
Accounts payable	347	366
Other liabilities	2,001	3,188
Total liabilities	<u>340,037</u>	<u>324,952</u>
Commitments and contingencies		
<b>Members' Equity</b>		
Capital stock and participation certificates	6,840	6,676
Retained earnings		
Allocated	31,341	31,503
Unallocated	21,475	16,331
Total members' equity	<u>59,656</u>	<u>54,510</u>
Total liabilities and members' equity	<u>\$ 399,693</u>	<u>\$ 379,462</u>

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

# Central Kentucky Agricultural Credit Association

## Consolidated Statements of Comprehensive Income

(unaudited)

<i>(dollars in thousands)</i>	For the three months ended September 30,		For the nine months ended September 30,	
	2014	2013	2014	2013
<b>Interest Income</b>				
Loans	\$ 4,611	\$ 4,298	\$ 13,203	\$ 12,340
Investments	—	78	12	259
Total interest income	4,611	4,376	13,215	12,599
<b>Interest Expense</b>				
Notes payable to AgFirst Farm Credit Bank	2,007	1,943	5,708	5,593
Net interest income	2,604	2,433	7,507	7,006
Provision for loan losses	—	150	150	350
Net interest income after provision for loan losses	2,604	2,283	7,357	6,656
<b>Noninterest Income</b>				
Loan fees	84	97	129	352
Lease income	3	6	7	13
Patronage refunds from other Farm Credit institutions	668	659	1,916	2,124
Gains (losses) on sales of rural home loans, net	2	1	8	5
Gains (losses) on sales of premises and equipment, net	—	—	4	—
Other noninterest income	—	—	22	27
Total noninterest income	757	763	2,086	2,521
<b>Noninterest Expense</b>				
Salaries and employee benefits	1,048	961	3,246	3,011
Occupancy and equipment	77	84	260	247
Insurance Fund premiums	85	69	245	200
(Gains) losses on other property owned, net	12	29	(144)	34
Other operating expenses	243	238	819	820
Total noninterest expense	1,465	1,381	4,426	4,312
Income before income taxes	1,896	1,665	5,017	4,865
Provision for income taxes	12	48	33	88
Net income	1,884	1,617	4,984	4,777
Other comprehensive income	—	—	—	—
Comprehensive income	\$ 1,884	\$ 1,617	\$ 4,984	\$ 4,777

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

**Central Kentucky Agricultural Credit Association**  
**Consolidated Statements of Changes in**  
**Members' Equity**

*(unaudited)*

<i>(dollars in thousands)</i>	<b>Capital Stock and Participation Certificates</b>	<b>Retained Earnings</b>		<b>Total Members' Equity</b>
		<b>Allocated</b>	<b>Unallocated</b>	
Balance at December 31, 2012	\$ 6,590	\$ 24,424	\$ 15,997	\$ 47,011
Comprehensive income			4,777	4,777
Capital stock/participation certificates issued/(retired), net	231			231
Patronage distribution adjustment		152	(222)	(70)
Balance at September 30, 2013	<u>\$ 6,821</u>	<u>\$ 24,576</u>	<u>\$ 20,552</u>	<u>\$ 51,949</u>
Balance at December 31, 2013	\$ 6,676	\$ 31,503	\$ 16,331	\$ 54,510
Comprehensive income			4,984	4,984
Capital stock/participation certificates issued/(retired), net	164			164
Patronage distribution adjustment		(162)	160	(2)
Balance at September 30, 2014	<u>\$ 6,840</u>	<u>\$ 31,341</u>	<u>\$ 21,475</u>	<u>\$ 59,656</u>

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



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*Central Kentucky Agricultural Credit Association*

# Notes to the Consolidated Financial Statements

*(dollars in thousands, except as noted)  
(unaudited)*

## **Note 1 — Organization, Significant Accounting Policies, and Recently Issued Accounting Pronouncements**

### **Organization**

The accompanying financial statements include the accounts of Central Kentucky Agricultural Credit Association, ACA (the Association). A description of the organization and operations, the significant accounting policies followed, and the financial condition and results of operations for the Association as of and for the year ended December 31, 2013, are contained in the 2013 Annual Report to Shareholders. These unaudited interim consolidated financial statements should be read in conjunction with the latest Annual Report to Shareholders.

### **Basis of Presentation**

In the opinion of management, the accompanying consolidated 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 (GAAP) and prevailing practices within the banking industry.

Certain amounts in the prior period's consolidated financial statements may have been reclassified to conform to the current period presentation. Such reclassifications had no effect on the prior period net income or total capital as previously reported.

The results of any interim period are not necessarily indicative of the results to be expected for a full year.

### **Significant Accounting Policies**

The Association maintains an allowance for loan losses at a level considered adequate by management to provide for probable and estimable losses inherent in the loan portfolio as of the report date. The allowance for loan losses is increased through provisions for loan losses and loan recoveries and is decreased through loan charge-offs and allowance reversals. A review of individual loans in each respective portfolio is performed periodically to determine the appropriateness of risk ratings and to ensure loss exposure to the Association has been identified.

### **Recently Issued Accounting Pronouncements**

In August 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2014-15, "Presentation of Financial Statements—Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern." The Update is

intended to define management's responsibility to evaluate whether there is substantial doubt about an organization's ability to continue as a going concern and to provide related footnote disclosures. Under Generally Accepted Accounting Principles (GAAP), financial statements are prepared under the presumption that the reporting organization will continue to operate as a going concern, except in limited circumstances. Financial reporting under this presumption is commonly referred to as the going concern basis of accounting. The going concern basis of accounting is critical to financial reporting because it establishes the fundamental basis for measuring and classifying assets and liabilities. Currently, GAAP lacks guidance about management's responsibility to evaluate whether there is substantial doubt about the organization's ability to continue as a going concern or to provide related footnote disclosures. The Update provides guidance to an organization's management, with principles and definitions that are intended to reduce diversity in the timing and content of disclosures that are commonly provided by organizations today in the financial statement footnotes. The amendments in this Update apply to all companies and not-for-profit organizations and become effective in the annual period ending after December 15, 2016, with early application permitted.

In August 2014, the FASB issued ASU 2014-14, "Receivables—Troubled Debt Restructurings by Creditors (Subtopic 310-40): Classification of Certain Government-Guaranteed Mortgage Loans upon Foreclosure." Currently, there is diversity in practice related to how creditors classify certain government-guaranteed mortgage loans upon foreclosure. The amendments in this Update require that a mortgage loan be derecognized and that a separate other receivable be recognized upon foreclosure if the following conditions are met: 1. The loan has a government guarantee that is not separable from the loan before foreclosure; 2. At the time of foreclosure, the creditor has the intent to convey the real estate property to the guarantor and make a claim on the guarantee, and the creditor has the ability to recover under that claim; 3. At the time of foreclosure, any amount of the claim that is determined on the basis of the fair value of the real estate is fixed. Upon foreclosure, the separate other receivable should be measured based on the amount of the loan balance (principal and interest) expected to be recovered from the guarantor. The amendments in this Update are effective for public business entities for annual periods, and interim periods within those annual periods, beginning after December 15, 2014. For all other entities, the amendments in this Update are effective for annual periods ending after December 15, 2015, and interim periods beginning after December 15, 2015.

In June 2014, the FASB issued ASU 2014-11, “Transfers and Servicing (Topic 860): Repurchase-to-Maturity Transactions, Repurchase Financings, and Disclosures,” which changes the accounting for repurchase-to-maturity transactions and repurchase financing arrangements. It also requires enhanced disclosures about repurchase agreements and other similar transactions. The new guidance aligns the accounting for repurchase-to-maturity transactions and repurchase agreements executed as a repurchase financing with the accounting for other typical repurchase agreements such that, these transactions would all be accounted for as secured borrowings. The accounting changes in this Update are effective for public companies for the first interim or annual period beginning after December 15, 2014. In addition, for public companies, the disclosure for certain transactions accounted for as a sale is effective for the first interim or annual period beginning on or after December 15, 2014, and the disclosure for transactions accounted for as secured borrowings is required to be presented for annual periods beginning after December 15, 2014, and interim periods beginning after March 15, 2015. For all other entities, all changes are effective for annual periods beginning after December 15, 2014, and interim periods beginning after December 15, 2015. Earlier application for a public company is prohibited, but all other companies and organizations may elect to apply the requirements for interim periods beginning after December 15, 2014.

In May 2014, the FASB, responsible for U.S. Generally Accepted Accounting Principles (U.S. GAAP), and the International Accounting Standards Board (IASB), responsible for International Financial Reporting Standards (IFRS), jointly issued converged standards on the recognition of revenue from contracts with customers. ASU 2014-09, “Revenue from Contracts with Customers (Topic 606)” and IFRS 15 “Revenue from Contracts with Customers” are intended to improve the financial reporting of revenue and comparability of the top line in financial statements globally and supersede substantially all previous revenue recognition guidance. The core principle of the new standards is for companies to recognize revenue to depict the transfer of goods or services to customers in amounts that reflect the consideration (that is, payment) to which the company expects to be entitled in exchange for those goods or services. The new standard also will result in enhanced disclosures about revenue, provide guidance for transactions that were not previously addressed comprehensively (for example, service revenue and contract modifications) and improve guidance for multiple-element arrangements. Because of the pervasive nature of the new guidance, the boards have established a joint transition resource group in order to aid transition to the new standard. For public entities reporting under U.S. GAAP, the amendments in the Update are effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. Early application is not permitted. For nonpublic entities, the amendments are effective for annual reporting periods beginning after December 15, 2017, and interim periods within annual periods beginning after December 15, 2018. A nonpublic

entity may elect to adopt this guidance earlier under certain circumstances. The amendments are to be applied retrospectively. The Association has identified ancillary revenues that will be subject to this guidance. However, because financial instruments are not within the scope of the guidance, it is expected that adoption will not have a material impact on the Association’s financial condition or results of operations, but may result in additional disclosures.

In April 2014, the FASB issued ASU 2014-08, “Presentation of Financial Statements (Topic 205) and Property, Plant, and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity.” The amendments in this Update change the requirements for reporting discontinued operations in Subtopic 205-20. A discontinued operation may include a component of an entity or a group of components of an entity, or a business or nonprofit activity. A disposal of a component of an entity or a group of components of an entity is required to be reported in discontinued operations only if the disposal represents a strategic shift that has (or will have) a major effect on an entity’s operations and financial results. A public business entity and a not-for-profit entity that has issued, or is a conduit bond obligor for, securities that are traded, listed, or quoted on an exchange or an over-the-counter market should apply the amendments in this Update prospectively to both of the following: (1) All disposals (or classifications as held for sale) of components of an entity that occur within annual periods beginning on or after December 15, 2014, and interim periods within those years and (2) All businesses or nonprofit activities that, on acquisition, are classified as held for sale that occur within annual periods beginning on or after December 15, 2014, and interim periods within those years.

In March 2014, the FASB issued ASU 2014-06, “Technical Corrections and Improvements Related to Glossary Terms (Master Glossary).” The amendments in this Update relate to glossary terms, cover a wide range of Topics in the Codification and are presented in four sections: Deletion of Master Glossary Terms, Addition of Master Glossary Term Links, Duplicate Master Glossary Terms, and Other Technical Corrections Related to Glossary Terms. These amendments did not have transition guidance and were effective upon issuance for both public entities and nonpublic entities.

In January 2014, the FASB issued ASU 2014-04, “Receivables—Troubled Debt Restructurings by Creditors (Subtopic 310-40) - Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure.” The objective of the amendments in this Update is to reduce diversity by clarifying when an in substance repossession or foreclosure occurs, that is, when a creditor should be considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan such that the loan receivable should be derecognized and the real estate property recognized. The amendments are effective for public business entities for annual periods, and interim periods within

those annual periods, beginning after December 15, 2014. For entities other than public business entities, the amendments in this Update are effective for annual periods beginning after December 15, 2014, and interim periods within annual periods beginning after December 15, 2015. An entity can elect to adopt the amendments in this Update using either a modified retrospective transition method or a prospective transition method. Early adoption is permitted.

Other recently issued accounting pronouncements are discussed in the 2013 Annual Report to Shareholders.

## Note 2 — Loans and Allowance for Loan Losses

For a complete description of the Association's accounting for loans (including impaired loans and the allowance for loan losses) and definitions of loan types, see the 2013 Annual Report to Shareholders.

Credit risk arises from the potential inability of an obligor to meet its repayment obligation. The Association manages credit risk associated with lending activities through an assessment of the credit risk profile of an individual obligor. The Association sets its own underwriting standards and lending policies that provide direction to loan officers and are approved by the board of directors.

A summary of loans outstanding at period end follows:

	September 30, 2014	December 31, 2013
Real estate mortgage	\$ 238,187	\$ 219,455
Production and intermediate-term	134,956	120,608
Loans to cooperatives	4	43
Processing and marketing	311	703
Farm-related business	509	513
Rural residential real estate	9,460	9,355
Total Loans	<u>\$ 383,427</u>	<u>\$ 350,677</u>

A substantial portion of the Association's lending activities is collateralized, and exposure to credit loss associated with lending activities is reduced accordingly.

The Association may purchase or sell participation interests with other parties in order to diversify risk, manage loan volume, and comply with Farm Credit Administration (FCA) regulations. The following tables present participation loan balances at periods ended:

### September 30, 2014

	Within AgFirst District		Within Farm Credit System		Outside Farm Credit System		Total	
	Participations Purchased	Participations Sold	Participations Purchased	Participations Sold	Participations Purchased	Participations Sold	Participations Purchased	Participations Sold
Real estate mortgage	\$ —	\$ 24,867	\$ —	\$ —	\$ —	\$ 1,687	\$ —	\$ 26,554
Production and intermediate-term	—	9,490	—	—	—	803	—	10,293
Processing and marketing	313	—	—	—	—	—	313	—
Farm-related business	—	1,975	—	—	—	—	—	1,975
Total	<u>\$ 313</u>	<u>\$ 36,332</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 2,490</u>	<u>\$ 313</u>	<u>\$ 38,822</u>

### December 31, 2013

	Within AgFirst District		Within Farm Credit System		Outside Farm Credit System		Total	
	Participations Purchased	Participations Sold	Participations Purchased	Participations Sold	Participations Purchased	Participations Sold	Participations Purchased	Participations Sold
Real estate mortgage	\$ —	\$ 26,403	\$ —	\$ —	\$ —	\$ 1,363	\$ —	\$ 27,766
Production and intermediate-term	—	11,024	218	—	—	677	218	11,701
Processing and marketing	753	—	—	—	—	—	753	—
Farm-related business	—	2,031	—	—	—	—	—	2,031
Total	<u>\$ 753</u>	<u>\$ 39,458</u>	<u>\$ 218</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 2,040</u>	<u>\$ 971</u>	<u>\$ 41,498</u>

A significant source of liquidity for the Association is the repayments and maturities of loans. The following table presents the contractual maturity distribution of loans by loan type at the latest period end:

	September 30, 2014			
	Due less than 1 year	Due 1 Through 5 years	Due after 5 years	Total
Real estate mortgage	\$ 13,768	\$ 62,715	\$ 161,704	\$ 238,187
Production and intermediate-term	37,409	63,786	33,761	134,956
Loans to cooperatives	-	4	-	4
Processing and marketing	-	311	-	311
Farm-related business	53	318	138	509
Rural residential real estate	833	1,335	7,292	9,460
Total Loans	<u>\$ 52,063</u>	<u>\$ 128,469</u>	<u>\$ 202,895</u>	<u>\$ 383,427</u>
Percentages	13.58%	33.50%	52.92%	100.00%

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:

	September 30, 2014	December 31, 2013		September 30, 2014	December 31, 2013
<b>Real estate mortgage:</b>			<b>Farm-related business:</b>		
Acceptable	95.70%	94.54%	Acceptable	100.00%	100.00%
OAEM	1.96	2.55	OAEM	-	-
Substandard/doubtful/loss	2.34	2.91	Substandard/doubtful/loss	-	-
	<u>100.00%</u>	<u>100.00%</u>		<u>100.00%</u>	<u>100.00%</u>
<b>Production and intermediate-term:</b>			<b>Rural residential real estate:</b>		
Acceptable	97.76%	96.33%	Acceptable	97.81%	96.85%
OAEM	0.85	1.74	OAEM	-	-
Substandard/doubtful/loss	1.39	1.93	Substandard/doubtful/loss	2.19	3.15
	<u>100.00%</u>	<u>100.00%</u>		<u>100.00%</u>	<u>100.00%</u>
<b>Loans to cooperatives:</b>			<b>Total Loans:</b>		
Acceptable	100.00%	-%	Acceptable	96.49%	95.24%
OAEM	-	-	OAEM	1.51	2.19
Substandard/doubtful/loss	-	-	Substandard/doubtful/loss	2.00	2.57
	<u>100.00%</u>	<u>-%</u>		<u>100.00%</u>	<u>100.00%</u>
<b>Processing and marketing:</b>					
Acceptable	100.00%	100.00%			
OAEM	-	-			
Substandard/doubtful/loss	-	-			
	<u>100.00%</u>	<u>100.00%</u>			

The following tables provide an age analysis of past due loans and related accrued interest as of:

	September 30, 2014					
	30 Through 89 Days Past Due	90 Days or More Past Due	Total Past Due	Not Past Due or Less Than 30 Days Past Due	Total Loans	Recorded Investment 90 Days or More Past Due and Accruing Interest
Real estate mortgage	\$ 432	\$ 883	\$ 1,315	\$ 239,572	\$ 240,887	\$ -
Production and intermediate-term	479	1,391	1,870	135,193	137,063	79
Loans to cooperatives	-	-	-	4	4	-
Processing and marketing	-	-	-	311	311	-
Farm-related business	-	-	-	516	516	-
Rural residential real estate	-	94	94	9,392	9,486	-
Total	<u>\$ 911</u>	<u>\$ 2,368</u>	<u>\$ 3,279</u>	<u>\$ 384,988</u>	<u>\$ 388,267</u>	<u>\$ 79</u>

**December 31, 2013**

	<b>30 Through 89 Days Past Due</b>	<b>90 Days or More Past Due</b>	<b>Total Past Due</b>	<b>Not Past Due or Less Than 30 Days Past Due</b>	<b>Total Loans</b>	<b>Recorded Investment 90 Days or More Past Due and Accruing Interest</b>
Real estate mortgage	\$ 1,127	\$ 2,530	\$ 3,657	\$ 218,068	\$ 221,725	\$ 742
Production and intermediate-term	496	1,464	1,960	120,567	122,527	2
Loans to cooperatives	-	-	-	44	44	-
Processing and marketing	-	-	-	705	705	-
Farm-related business	-	-	-	514	514	-
Rural residential real estate	262	72	334	9,041	9,375	-
Total	<u>\$ 1,885</u>	<u>\$ 4,066</u>	<u>\$ 5,951</u>	<u>\$ 348,939</u>	<u>\$ 354,890</u>	<u>\$ 744</u>

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

Nonperforming assets (including related accrued interest) and related credit quality statistics at period end were as follows:

	<b>September 30, 2014</b>	<b>December 31, 2013</b>
<b>Nonaccrual loans:</b>		
Real estate mortgage	\$ 1,066	\$ 2,305
Production and intermediate-term	1,612	1,859
Rural residential real estate	152	170
Total	<u>\$ 2,830</u>	<u>\$ 4,334</u>
<b>Accruing restructured loans:</b>		
Total	<u>\$ -</u>	<u>\$ -</u>
<b>Accruing loans 90 days or more past due:</b>		
Real estate mortgage	\$ -	\$ 742
Production and intermediate-term	79	2
Total	<u>\$ 79</u>	<u>\$ 744</u>
Total nonperforming loans	\$ 2,909	\$ 5,078
Other property owned	1,199	1,713
Total nonperforming assets	<u>\$ 4,108</u>	<u>\$ 6,791</u>
Nonaccrual loans as a percentage of total loans	0.74%	1.24%
Nonperforming assets as a percentage of total loans and other property owned	1.07%	1.93%
Nonperforming assets as a percentage of capital	6.89%	12.46%

The following table presents information relating to impaired loans (including accrued interest) at period end. Impaired loans are loans for which it is probable that all principal and interest will not be collected according to the contractual terms of the loan.

	<b>September 30, 2014</b>	<b>December 31, 2013</b>
<b>Impaired nonaccrual loans:</b>		
Current as to principal and interest	\$ 523	\$ 870
Past due	2,307	3,464
Total	<u>2,830</u>	<u>4,334</u>
<b>Impaired accrual loans:</b>		
Restructured	-	-
90 days or more past due	79	744
Total	<u>79</u>	<u>744</u>
Total impaired loans	<u>\$ 2,909</u>	<u>\$ 5,078</u>

The following tables present additional impaired loan information at period end. Unpaid principal balance represents the contractual principal balance of the loan.

	September 30, 2014			Quarter Ended September 30, 2014		Nine Months Ended September 30, 2014	
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Impaired Loans	Interest Income Recognized on Impaired Loans	Average Impaired Loans	Interest Income Recognized on Impaired Loans
<b>Impaired loans with a related allowance for credit losses:</b>							
Real estate mortgage	\$ 473	\$ 440	\$ 31	\$ 586	\$ 4	\$ 662	\$ 7
Production and intermediate-term	1,192	1,165	212	1,479	10	1,670	19
Total	<u>\$ 1,665</u>	<u>\$ 1,605</u>	<u>\$ 243</u>	<u>\$ 2,065</u>	<u>\$ 14</u>	<u>\$ 2,332</u>	<u>\$ 26</u>
<b>Impaired loans with no related allowance for credit losses:</b>							
Real estate mortgage	\$ 593	\$ 619	\$ -	\$ 736	\$ 5	\$ 831	\$ 9
Production and intermediate-term	499	518	-	617	5	698	8
Rural residential real estate	152	171	-	189	1	213	2
Total	<u>\$ 1,244</u>	<u>\$ 1,308</u>	<u>\$ -</u>	<u>\$ 1,542</u>	<u>\$ 11</u>	<u>\$ 1,742</u>	<u>\$ 19</u>
<b>Total impaired loans:</b>							
Real estate mortgage	\$ 1,066	\$ 1,059	\$ 31	\$ 1,322	\$ 9	\$ 1,493	\$ 16
Production and intermediate-term	1,691	1,683	212	2,096	15	2,368	27
Rural residential real estate	152	171	-	189	1	213	2
Total	<u>\$ 2,909</u>	<u>\$ 2,913</u>	<u>\$ 243</u>	<u>\$ 3,607</u>	<u>\$ 25</u>	<u>\$ 4,074</u>	<u>\$ 45</u>

	December 31, 2013			Year Ended December 31, 2013	
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Impaired Loans	Interest Income Recognized on Impaired Loans
<b>Impaired loans with a related allowance for credit losses:</b>					
Real estate mortgage	\$ 460	\$ 427	\$ 46	\$ 596	\$ 17
Production and intermediate-term	1,194	1,269	240	1,545	45
Total	<u>\$ 1,654</u>	<u>\$ 1,696</u>	<u>\$ 286</u>	<u>\$ 2,141</u>	<u>\$ 62</u>
<b>Impaired loans with no related allowance for credit losses:</b>					
Real estate mortgage	\$ 2,587	\$ 2,892	\$ -	\$ 3,347	\$ 98
Production and intermediate-term	667	575	-	864	25
Rural residential real estate	170	178	-	220	7
Total	<u>\$ 3,424</u>	<u>\$ 3,645</u>	<u>\$ -</u>	<u>\$ 4,431</u>	<u>\$ 130</u>
<b>Total impaired loans:</b>					
Real estate mortgage	\$ 3,047	\$ 3,319	\$ 46	\$ 3,943	\$ 115
Production and intermediate-term	1,861	1,844	240	2,409	70
Rural residential real estate	170	178	-	220	7
Total	<u>\$ 5,078</u>	<u>\$ 5,341</u>	<u>\$ 286</u>	<u>\$ 6,572</u>	<u>\$ 192</u>

There were no material commitments to lend additional funds to debtors whose loans were classified as impaired at each reporting period.

A summary of changes in the allowance for loan losses and recorded investment in loans for each reporting period follows:

	Real Estate Mortgage	Production and Intermediate- term	Agribusiness*	Rural Residential Real Estate	Total
<b>Activity related to the allowance for credit losses:</b>					
Balance at June 30, 2014	\$ 2,178	\$ 1,478	\$ 6	\$ 78	\$ 3,740
Charge-offs	(1)	(31)	—	—	(32)
Recoveries	—	—	—	—	—
Provision for loan losses	78	(82)	—	4	—
Balance at September 30, 2014	\$ 2,255	\$ 1,365	\$ 6	\$ 82	\$ 3,708
Balance at December 31, 2013	\$ 2,152	\$ 1,350	\$ 12	\$ 79	\$ 3,593
Charge-offs	(6)	(42)	—	—	(48)
Recoveries	13	—	—	—	13
Provision for loan losses	96	57	(6)	3	150
Balance at September 30, 2014	\$ 2,255	\$ 1,365	\$ 6	\$ 82	\$ 3,708
Balance at June 30, 2013	\$ 2,430	\$ 1,320	\$ 3	\$ 69	\$ 3,822
Charge-offs	—	(22)	—	—	(22)
Recoveries	—	—	—	—	—
Provision for loan losses	161	(22)	8	3	150
Balance at September 30, 2013	\$ 2,591	\$ 1,276	\$ 11	\$ 72	\$ 3,950
Balance at December 31, 2012	\$ 1,900	\$ 1,797	\$ 5	\$ 58	\$ 3,760
Charge-offs	—	(192)	—	—	(192)
Recoveries	1	31	—	—	32
Provision for loan losses	690	(360)	6	14	350
Balance at September 30, 2013	\$ 2,591	\$ 1,276	\$ 11	\$ 72	\$ 3,950
<b>Allowance on loans evaluated for impairment:</b>					
Individually	\$ 31	\$ 212	\$ —	\$ —	\$ 243
Collectively	2,224	1,153	6	82	3,465
Balance at September 30, 2014	\$ 2,255	\$ 1,365	\$ 6	\$ 82	\$ 3,708
Individually	\$ 46	\$ 240	\$ —	\$ —	\$ 286
Collectively	2,106	1,110	12	79	3,307
Balance at December 31, 2013	\$ 2,152	\$ 1,350	\$ 12	\$ 79	\$ 3,593
<b>Recorded investment in loans evaluated for impairment:</b>					
Individually	\$ 3,201	\$ 1,709	\$ —	\$ 152	\$ 5,062
Collectively	237,686	135,354	831	9,334	383,205
Balance at September 30, 2014	\$ 240,887	\$ 137,063	\$ 831	\$ 9,486	\$ 388,267
Individually	\$ 4,400	\$ 1,621	\$ —	\$ 170	\$ 6,191
Collectively	217,325	120,906	1,263	9,205	348,699
Balance at December 31, 2013	\$ 221,725	\$ 122,527	\$ 1,263	\$ 9,375	\$ 354,890

\*Includes the loan types; Loans to cooperatives, Processing and marketing, and Farm-related business.

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. There were no TDRs that occurred during the three month periods ended September 30, 2014 or 2013 or during the nine month period ended September 30, 2013.

	Nine months ended September 30, 2014				Charge-offs
	Interest Concessions	Principal Concessions	Other Concessions	Total	
<b>Pre-modification Outstanding Recorded Investment</b>					
Real estate mortgage	\$ —	\$ 405	\$ —	\$ 405	
Total	\$ —	\$ 405	\$ —	\$ 405	
<b>Post-modification Outstanding Recorded Investment</b>					
Real estate mortgage	\$ —	\$ 405	\$ —	\$ 405	\$ —
Total	\$ —	\$ 405	\$ —	\$ 405	\$ —

Interest concessions may include interest forgiveness and interest deferment. Principal concessions may include principal forgiveness, principal deferment, and maturity extension. Other concessions may include additional compensation received which might be in the form of cash or other assets.

There were no TDRs that occurred during the previous twelve months and for which there was a subsequent payment default during the periods presented. Payment default is defined as a payment that was thirty days or more past due.

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

	Total TDRs		Nonaccrual TDRs	
	September 30, 2014	December 31, 2013	September 30, 2014	December 31, 2013
Real estate mortgage	\$ -	\$ 483	\$ -	\$ 483
Production and intermediate-term	-	170	-	170
Total Loans	\$ -	\$ 653	\$ -	\$ 653
Additional commitments to lend	\$ -	\$ -		

### Note 3 — Investments

#### Investments in other Farm Credit Institutions

The Association is required to maintain ownership in the Bank of Class B and Class C stock as determined by the Bank. The Bank may require additional capital contributions to maintain its capital requirements. The Association owns 1.72 percent of the issued stock of the Bank as of September 30, 2014 net of any reciprocal investment. As of that date, the Bank's assets totaled \$29.0 billion and shareholders' equity totaled \$2.4 billion. The Bank's earnings were \$282 million for the first nine months of 2014. In addition, the Association has an investment of \$5 related to other Farm Credit institutions.

### Note 4 — Debt

#### Notes Payable to AgFirst Farm Credit Bank

The Association's indebtedness to AgFirst Farm Credit Bank (AgFirst or the Bank) represents borrowings by the Association primarily to fund its loan portfolio. This indebtedness is collateralized by a pledge of substantially all of the Association's assets. The contractual terms of the revolving line of credit are contained in the General Financing Agreement (GFA). The GFA also defines Association performance criteria for borrowing from the Bank, which includes borrowing base margin, earnings and capital covenants, among others.

### Note 5 — Fair Value Measurement

Fair value is defined 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.

Accounting guidance establishes a hierarchy for disclosure of fair value measurements to maximize the use of observable inputs, that is, inputs that reflect the assumptions market participants would use in pricing an asset or liability based on market data obtained from sources independent of the reporting entity. The hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement

date. A financial instrument's categorization within the hierarchy tiers is based upon the lowest level of input that is significant to the fair value measurement.

Estimating the fair value of the Association's investment in the Bank and Other Farm Credit Institutions is not practicable because the stock is not traded. The net investment is a requirement of borrowing from the Bank and is carried at cost plus allocated equities in the accompanying Consolidated Balance Sheets.

The classifications within the fair value hierarchy are as follows:

Level 1 inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets.

Level 2 inputs include quoted prices for similar assets and liabilities in active markets; quoted prices in markets that are not active; and inputs that are observable, or can be corroborated, for substantially the full term of the asset or liability.

Level 3 inputs are unobservable and supported by little or no market activity. Valuation is determined using pricing models, discounted cash flow methodologies, or similar techniques, and could include significant management judgment or estimation. Level 3 assets and liabilities also could include instruments whose price has been adjusted based on dealer quoted pricing that is different than the third-party valuation or internal model pricing.

For a complete discussion of the inputs and other assumptions considered in assigning various assets and liabilities to the fair value hierarchy levels, see the latest Annual Report to Shareholders.

There were no Level 3 assets and liabilities measured at fair value on a recurring basis for the periods presented. The Association had no transfers of assets or liabilities into or out of Level 1 or Level 2 during the periods presented.



**SENSITIVITY TO CHANGES IN SIGNIFICANT UNOBSERVABLE INPUTS**

Discounted cash flow or similar modeling techniques are generally used to determine the recurring fair value measurements for Level 3 assets and liabilities. Use of these techniques requires determination of relevant inputs and assumptions, some of which represent significant unobservable inputs as indicated in the tables that follow. Accordingly, changes in these unobservable inputs may have a significant impact on fair value.

Certain of these unobservable inputs will (in isolation) have a directionally consistent impact on the fair value of the instrument for a given change in that input. Alternatively, the fair value of the instrument may move in an opposite direction for a given change in another input. Where multiple inputs are used within the valuation technique of an asset or liability, a change in one input in a certain direction may be offset by an opposite change in another input having a potentially muted impact to the overall fair value of that particular instrument. Additionally, a change in one unobservable input may result in a change to another unobservable input (that is, changes in certain

inputs are interrelated with one another), which may counteract or magnify the fair value impact.

**Inputs to Valuation Techniques**

Management determines the Association’s valuation policies and procedures. The Bank performs the majority of the Association’s valuations, and its valuation processes are calibrated annually by an independent consultant. The fair value measurements are analyzed on a quarterly basis. For other valuations, documentation is obtained for third party information, such as pricing, and periodically evaluated alongside internal information and pricing that is available.

Quoted market prices are generally not available for the instruments presented below. Accordingly fair values are based on judgments regarding anticipated cash flows, future expected loss experience, current economic conditions, risk characteristics of various financial instruments, and other factors. These estimates involve uncertainties and matters of judgment, and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

**Quantitative Information about Recurring and Nonrecurring Level 3 Fair Value Measurements**

	<b>Fair Value</b>	<b>Valuation Technique(s)</b>	<b>Unobservable Input</b>	<b>Range</b>
Impaired loans and other property owned	\$ 4,084	Appraisal	Income and expense	*
			Comparable sales	*
			Replacement costs	*
			Comparability adjustments	*

*\* Ranges for this type of input are not useful because each collateral property is unique.*

**Information about Other Financial Instrument Fair Value Measurements**

	<b>Valuation Technique(s)</b>	<b>Input</b>
Cash	Carrying Value	Par/Principal and appropriate interest yield
Loans	Discounted cash flow	Prepayment forecasts Probability of default Loss severity
Other investments	Discounted cash flow	Prepayment rates Risk adjusted discount rate
Notes payable to AgFirst Farm Credit Bank	Discounted cash flow	Prepayment forecasts Probability of default Loss severity

The following tables present the carrying amounts and fair values of assets and liabilities that are measured at fair value on a recurring and nonrecurring basis, as well as those financial instruments not measured at fair value, for each of the hierarchy levels at the period ended:

At or for the Nine Months Ended September 30, 2014						
	Total Carrying Amount	Level 1	Level 2	Level 3	Total Fair Value	Fair Value Effects On Earnings
<b>Recurring Measurements</b>						
<b>Assets:</b>						
Recurring Assets	\$ -	\$ -	\$ -	\$ -	\$ -	
<b>Liabilities:</b>						
Recurring Liabilities	\$ -	\$ -	\$ -	\$ -	\$ -	
<b>Nonrecurring Measurements</b>						
<b>Assets:</b>						
Impaired loans	\$ 2,666	\$ -	\$ -	\$ 2,666	\$ 2,666	\$ 9
Other property owned	1,199	-	-	1,418	1,418	194
Nonrecurring Assets	\$ 3,865	\$ -	\$ -	\$ 4,084	\$ 4,084	\$ 203
<b>Other Financial Instruments</b>						
<b>Assets:</b>						
Cash	\$ 724	\$ 724	\$ -	\$ -	\$ 724	
Loans	377,668	-	-	374,003	374,003	
Other investments	-	-	-	-	-	
Other Financial Assets	\$ 378,392	\$ 724	\$ -	\$ 374,003	\$ 374,727	
<b>Liabilities:</b>						
Notes payable to AgFirst Farm Credit Bank	\$ 336,898	\$ -	\$ -	\$ 333,038	\$ 333,038	
Other Financial Liabilities	\$ 336,898	\$ -	\$ -	\$ 333,038	\$ 333,038	

At or for the Year Ended December 31, 2013						
	Total Carrying Amount	Level 1	Level 2	Level 3	Total Fair Value	Fair Value Effects On Earnings
<b>Recurring Measurements</b>						
<b>Assets:</b>						
Recurring Assets	\$ -	\$ -	\$ -	\$ -	\$ -	
<b>Liabilities:</b>						
Recurring Liabilities	\$ -	\$ -	\$ -	\$ -	\$ -	
<b>Nonrecurring Measurements</b>						
<b>Assets:</b>						
Impaired loans	\$ 4,792	\$ -	\$ -	\$ 4,792	\$ 4,792	\$ (90)
Other property owned	1,713	-	-	1,859	1,859	(105)
Nonrecurring Assets	\$ 6,505	\$ -	\$ -	\$ 6,651	\$ 6,651	\$ (195)
<b>Other Financial Instruments</b>						
<b>Assets:</b>						
Cash	\$ 1,223	\$ 1,223	\$ -	\$ -	\$ 1,223	
Loans	342,627	-	-	338,385	338,385	
Other investments*	6,782	-	-	6,790	6,790	
Other Financial Assets	\$ 350,632	\$ 1,223	\$ -	\$ 345,175	\$ 346,398	
<b>Liabilities:</b>						
Notes payable to AgFirst Farm Credit Bank	\$ 317,656	\$ -	\$ -	\$ 313,017	\$ 313,017	
Other Financial Liabilities	\$ 317,656	\$ -	\$ -	\$ 313,017	\$ 313,017	

\*Final payments to financial institutions under these investment agreements occurred in 2014.

## Note 6 — Employee Benefit Plans

The following is a table of retirement and other postretirement benefit expenses for the Association:

	For the three months ended September 30,		For the nine months ended September 30,	
	2014	2013	2014	2013
Pension	\$ 189	\$ 181	\$ 566	\$ 544
401(k)	37	35	110	104
Other postretirement benefits	28	28	84	83
Total	\$ 254	\$ 244	\$ 760	\$ 731

The following is a table of retirement and other postretirement benefit contributions for the Association:

	Actual YTD Through 9/30/14	Projected Contributions For Remainder of 2014	Projected Total Contributions 2014
Pension	\$ -	\$ 404	\$ 404
Other postretirement benefits	57	17	74
Total	\$ 57	\$ 421	\$ 478

Contributions in the above table include allocated estimates of funding for multi-employer plans in which the Association participates. These amounts may change when a total funding amount and allocation is determined by the respective Plan's Sponsor Committee. Also, market conditions could impact discount rates and return on plan assets which could change contributions necessary before the next plan measurement date of December 31, 2014.

Further details regarding employee benefit plans are contained in the 2013 Annual Report to Shareholders.

In May 2014, the AgFirst Plan Sponsor Committee voted to approve changes to certain employee benefit plans as follows:

- (1) On January 1, 2015, the AgFirst Farm Credit Cash Balance Retirement Plan (Cash Balance Plan) will be frozen, employer contributions will cease, and the Cash Balance Plan will be closed to new entrants.
- (2) In lieu of participation in and contributions to the Cash Balance Plan, additional employer contributions will be made to the Farm Credit Benefits Alliance 401(k) Plan.

The above changes are expected to become officially executed plan amendments in November 2014. The Cash Balance Plan will not be terminated on January 1, 2015, but is expected to be terminated in 2015 or 2016 once all necessary actions have been performed and approvals obtained. Participants in the Cash Balance Plan will continue to receive employer contributions to their hypothetical cash balance accounts through the end of 2014, at which time contributions will cease. Participants will continue receiving interest credits on the same basis as currently being provided until the Cash Balance Plan is terminated. Participants who are not already fully vested in their accounts will automatically become 100 percent vested on December 31, 2014. Following the termination of the Cash Balance Plan, vested benefits will be distributed to participants.

Beginning on January 1, 2015, for participants in the Cash Balance Plan and eligible employees hired on or after this date, an additional employer contribution will be made to the Farm Credit Benefits Alliance 401(k) Plan equal to 3 percent of the participants' eligible compensation.

Accounting related to the curtailment of future benefit service under the Cash Balance Plan, as prescribed in ASC 715 "Compensation – Retirement Benefits", is expected to be triggered in November 2014 when the plan amendments are officially executed. This accounting is not expected to have a material impact on the Association's financial condition or results of operations.

## **Note 7 — Commitments and Contingent Liabilities**

From time to time, legal actions are pending against the Association in which claims for money damages are asserted. On at least a quarterly basis, the Association assesses its liabilities and contingencies in connection with outstanding legal proceedings utilizing the latest information available. While the outcome of legal proceedings is inherently uncertain, on the basis of information presently available, management, after consultation with legal counsel, is of the opinion that the ultimate liability, if any, from these actions, would not be material in relation to the financial position of the Association. Because it is not probable that the Association will incur a loss or the loss is not estimable, no liability has been recorded for any claims that may be pending.

## **Note 8 — Subsequent Events**

The Association has evaluated subsequent events and has determined that, except as described below, there are none requiring disclosure through November 7, 2014, which is the date the financial statements were issued.

On October 20, 2014, AgFirst's Board of Directors declared a special patronage distribution to be paid on January 1, 2015. The Association will receive approximately \$3,823 which will be recorded in October 2014 as patronage refunds from other Farm Credit institutions.