

ALABAMA FARM CREDIT, ACA

2014 Quarterly Report Second Quarter



For the Quarter Ended June 30, 2014

REPORT OF MANAGEMENT

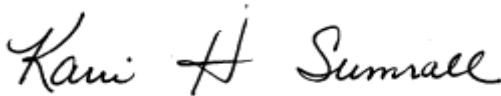
The undersigned certify that we have reviewed this report, that it has been prepared in accordance with all applicable statutory or regulatory requirements, and that the information contained herein is true, accurate and complete to the best of his or her knowledge and belief.



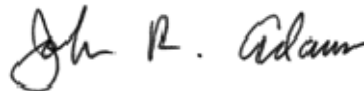
K. Ben Gore, Chief Executive Officer/President
August 8, 2014



Loyd Rutherford, Chairman, Board of Directors
August 8, 2014



Karri H. Sumrall, Chief Financial Officer/Ex. Vice President
August 8, 2014



John R. Adams, CPA, Chairman, Audit Committee
August 8, 2014

**ALABAMA FARM CREDIT, ACA
MANAGEMENT'S DISCUSSION AND ANALYSIS**

The following commentary reviews the financial performance of the Alabama Farm Credit, ACA (Agricultural Credit Association), referred to as the Association, for the quarter ended June 30, 2014. These comments should be read in conjunction with the accompanying financial statements and the December 31, 2013 Annual Report to Stockholders.

The Association is a member of the Farm Credit System (System), a nationwide network of cooperatively owned financial institutions established by and subject to the provisions of the Farm Credit Act of 1971, as amended, and the regulations of the Farm Credit Administration (FCA) promulgated thereunder.

The consolidated financial statements comprise the operations of the ACA and its wholly-owned subsidiaries. The consolidated financial statements were prepared under the oversight of the Association's audit committee.

Significant Events:

In January 2014, the Association approved a resolution for a \$6,275,367 patronage distribution to its stockholders. The distribution was paid in March 2014. The Association was able to return these funds to its members due to strong earnings over the past three years.

Loan Portfolio:

Total loans outstanding at June 30, 2014, including nonaccrual loans and sales contracts, were \$523,227,520 compared to \$487,032,576 at December 31, 2013, reflecting an increase of 7.4 percent. Nonaccrual loans as a percentage of total loans outstanding were 0.8 percent at June 30, 2014, compared to 0.4 percent at December 31, 2013.

| | June 30, 2014 | December 31, 2013 |
|-----------------|----------------------|-------------------|
| Acceptable | 95.7% | 97.3% |
| Special Mention | 2.6% | 1.5% |
| Substandard | 1.7% | 1.2% |
| | 100.0% | 100.0% |

The Association's largest commodity concentration in its loan portfolio continues to be poultry, which is approximately 49.6 percent. The slight deterioration in credit quality during the second quarter is primarily the result of isolated individual credits and borrower management issues within this sector of the portfolio. The overall industry is presently stable to improving with markets both in the states and overseas showing signs of improvement. This improvement has resulted in normal egg and chick placements. Several integrators are offering new grower contracts in order to meet their market demands, with egg and chick placements in Alabama increasing weekly. Producers are slowly recovering from dealing with higher prices for utilities, gas, electricity and water that put downward pressure on the growers' net income during the colder months in the first and second quarters. Most all of the integrators have plans in place to continue expanding their operations during 2014. One integrator, Koch Foods, expanded their bird square footage on the eastern side of the Association's territory during 2013, with further plans of expanding in 2014. Wayne has also expanded year to date and plans additional expansion in the Western section of the Association's territory. Layout times continue to have normal ranges and stocking densities have stabilized. Feed costs to the integrators should continue to improve based on projected futures for feed (due to projected lower costs for corn). Poultry projections for 2014 remain relatively stable to improving in the coming year. This is due primarily to improvement with export markets along with higher prices for pork and beef causing more global demand for less expensive poultry. Recently, Russia placed a year-long embargo on food imports from the European Union and the United States. We do not anticipate a serious concern about an oversupply of poultry as a result of the sanction due to other global demands for poultry.

Overall land values have remained fairly stable and exhibited only slight declines in some areas of the Association's territory (recreational and cut-over tracts) based on the current economic climate. The agricultural economy, in general for the area has remained stable to improving. Extremely favorable weather conditions and acceptable commodity prices have had a positive effect on the farm economy during the second quarter of 2014.

With a favorable lending package, we are prepared to experience steady growth in the years ahead. The probability of higher input costs, questions about future commodity supplies and prices, the implications of the new Farm Bill, uncertainties of the export markets and unfolding world events increase the level of financial risk in the farming sector and, likewise, the level of credit risk to those financial institutions providing credit to that sector. Given the conditions outlined herein, the quality of the loan portfolio is expected to remain constant or slightly improve throughout 2014.

Risk Exposure:

High-risk assets include nonaccrual loans, loans that are past due 90 days or more and still accruing interest, formally restructured loans and other property owned. The following table illustrates the Association's components and trends of high-risk assets.

| | June 30, 2014 | | December 31, 2013 | |
|----------------------------------------------|---------------------|---------------|---------------------|---------------|
| | Amount | % | Amount | % |
| Nonaccrual | \$ 4,320,983 | 54.1% | \$ 1,901,977 | 27.9% |
| 90 days past due and still accruing interest | 137,281 | 1.7% | - | 0.0% |
| Formally restructured | 1,008,286 | 12.6% | 1,913,965 | 28.1% |
| Other property owned, net | 2,520,845 | 31.6% | 2,998,355 | 44.0% |
| Total | <u>\$ 7,987,395</u> | <u>100.0%</u> | <u>\$ 6,814,297</u> | <u>100.0%</u> |

High-risk assets increased by \$1,173,098 or 17.2 percent primarily due to the increase in nonaccrual volume. Since December 31, 2013, the Association has moved 18 loans totaling \$3,543,708 to nonaccrual status due to delinquency and cashflow issues. Nonaccrual loans as a percentage of total loans outstanding were 0.8 percent at June 30, 2014, compared to 0.4 percent at December 31, 2013. During 2014, the Association acquired three properties totaling \$943,294 and disposed of eight properties totaling \$1,261,670. At June 30, 2014, the Association held six properties totaling \$2,520,845, net of an allowance of \$159,133, which consisted of approximately 1,694 acres of land and an industrial ethanol facility. Management continues to be alert to portfolio trends and has attempted to identify and report problem loans as quickly as possible. Management strives to implement proactive steps and allocate resources to work with distressed borrowers to either work through temporary repayment problems or to orderly liquidate collateral to repay the loan when the borrower's operation is no longer viable.

The Association recorded no recoveries or charge-offs for the quarter ended June 30, 2014, and no recoveries and \$399,568 in charge-offs for the same period in 2013. The Association's allowance for loan losses was 0.5 percent and 0.6 percent of total loans outstanding as of June 30, 2014, and December 31, 2013, respectively.

The Association, in the normal course of business, has participation loans with other Farm Credit associations and Farm Credit Banks. The Association holds interests in loans with geographic or industry related risks that have warranted risk rating reclassifications to nonaccrual status. Performance of these loans remains uncertain even though management constantly monitors these accounts.

Counterparty risk is continually monitored by management of the Association. The Association's primary counterparty risk comes from the poultry integrators to which its borrowers are associated. Because the Association's portfolio has approximately a 49.6 percent concentration in poultry, it mitigates its inherent risks with poultry and the integrators by heavy utilization of government guarantees. Also, the Association's lending territory has multiple integrators which would minimize the risk of counterparty failure or lack of performance. Management analyzes the financial position and performance of these integrators by regularly gathering updated financials and other reports that are made available to the public.

As disclosed in the Association's 2013 Annual Report, it is management's assertion that the allowance coverage is adequate based on historical losses, portfolio stress testing, risk analysis, mitigation of losses due to having first lien real estate with minimal to no price appreciation and having approximately \$81.2 million or 17.6 percent of its portfolio government guaranteed at June 30, 2014. Management continuously monitors high-risk assets in an effort to reduce their impact on the Association and will continue to work with all of the Association's high-risk borrowers to receive full payment on the debt. Except for the relationship between installment due date and seasonal cash-flow capabilities of the borrower, the Association is not affected by any seasonal characteristics. The factors affecting the operations of the Association are the same factors that would affect any agricultural lender.

Results of Operations:

The Association had net income of \$3,183,913 and \$6,296,379 for the three and six months ended June 30, 2014, as compared to net income of \$3,007,411 and \$5,576,276 for the same period in 2013, reflecting an increase of 5.9 and 12.9 percent, respectively. Net interest income was \$4,285,726 and \$8,570,124 for the three and six months ended June 30, 2014, compared to \$3,957,918 and \$7,930,742 for the same period in 2013.

| | June 30, 2014 | | June 30, 2013 | |
|-------------------------------|----------------------------|----------------------|----------------------|---------------------|
| | Average Balance | Interest | Average Balance | Interest |
| Loans | \$ 502,971,778 | \$ 12,622,698 | \$ 451,260,645 | \$ 11,658,024 |
| Investments | - | - | - | - |
| Total interest-earning assets | 502,971,778 | 12,622,698 | 451,260,645 | 11,658,024 |
| Interest-bearing liabilities | 426,091,065 | 4,052,574 | 378,949,369 | 3,727,282 |
| Impact of capital | \$ 76,880,713 | | \$ 72,311,276 | |
| Net interest income | | \$ 8,570,124 | | \$ 7,930,742 |

| | 2014 Average Yield | 2013 Average Yield |
|---------------------------------------------------------------|-------------------------------|-----------------------|
| Yield on loans | 5.1% | 5.2% |
| Yield on investments | 0.0% | 0.0% |
| Total yield on interest-earning assets | 5.1% | 5.2% |
| Cost of interest-bearing liabilities | 1.9% | 2.0% |
| Interest rate spread | 3.1% | 3.2% |
| Net interest income as a percentage of average earning assets | 3.4% | 3.5% |

| | June 30, 2014 vs. June 30, 2013 | | |
|-------------------------|----------------------------------------|---------------------|-------------------|
| | Increase (decrease) due to | | |
| | Volume | Rate | Total |
| Interest income - loans | \$ 1,335,926 | \$ (371,252) | \$ 964,674 |
| Interest expense | 463,685 | (138,393) | 325,292 |
| Net interest income | \$ 872,241 | \$ (232,859) | \$ 639,382 |

Interest income for the three and six months ended June 30, 2014, increased by \$565,354 and \$964,674, or 9.7 and 8.3 percent, respectively, from the same period in 2013, primarily due to an increase in average loan volume, offset by a slight decrease in average yields. Interest expense for the three and six months ended June 30, 2014, increased by \$237,546 and \$325,292, or 12.8 and 8.7 percent, respectively, from the same period in 2013 due to an increase in average debt volume, offset by a slight decrease in interest rates. Average loan volume for the second quarter of 2014 was \$512,854,842, compared to \$454,565,424 in the second quarter of 2013. The average net interest rate spread on the loan portfolio for the second quarter of 2014 was 3.1 percent, compared to 3.2 percent in the second quarter of 2013.

Noninterest income for the three months ended June 30, 2014, decreased by \$17,013 or 4.0 percent due to not receiving a refund from Farm Credit System Insurance Corporation that was received in the same period in 2013. The decrease is slightly offset by an increase in patronage income from the Farm Credit Bank of Texas. Noninterest income for the six months ended June 30, 2014 increased by \$44,131 or 5.4 percent. This is due primarily due to the increase in patronage income resulting from an increase in the average note balance over the same period in 2013. The increase in noninterest income was offset slightly by a decrease in loan fees. The decrease in loan fees is a result of the calculated estimated time to originate loans, percent of loans closed and number of employees involved in the loan origination process.

Noninterest expenses for the three months and six months ended June 30, 2014 increased by \$193,816 and \$21,447, or 13.9 and 0.7 percent, respectively, as compared to the same periods in 2013. The increase is due to primarily to the Association recording a loss on other property owned for the six months ended June 30, 2014 compared to a gain on other property owned recognized during the same period in 2013. The increase is also attributable to an increase in Farm Credit System Insurance Corporation (FCSIC) Insurance Fund premiums, occupancy and equipment and business insurance premiums. FCSIC increased its premium rate in January 2014 from the 2013 premium rate. Increase in occupancy and equipment is the result of budgeted repairs and equipment purchases for 2014 that were not incurred during 2013. The increase is offset by decreases in salaries and employee benefits, travel and purchased services. The decrease in salaries and employee benefits was due to the Association having fewer employees, along with salary adjustments for 2014 compared to the same period in 2013 and the calculated estimated time to originate loans, percent of loans closed and number of employees involved in the loan origination process. The decrease in travel was due to timing of

travel required for the six months ended June 30, 2014 as compared to the same period in 2013. The decrease in purchased services is due to professional services rendered in 2013 that were not incurred during 2014.

The Association’s annualized return on average assets was 2.4 percent for both the six months ended June 30, 2014 and June 30, 2013. The Association’s annualized return on average equity for the six months ended June 30, 2014, was 14.5 percent, compared to 13.1 percent for the same period in 2013.

Liquidity and Funding Sources:

The Association secures the majority of its lendable funds from the Farm Credit Bank of Texas (the bank), which obtains its funds through the issuance of Systemwide obligations and with lendable equity. The following schedule summarizes the Association’s borrowings.

| | June 30, 2014 | December 31, 2013 |
|----------------------------------|--------------------------|-----------------------|
| Note payable to the bank | \$ 444,191,189 | \$ 409,070,529 |
| Accrued interest on note payable | 699,461 | 663,450 |
| Total | <u>\$ 444,890,650</u> | <u>\$ 409,733,979</u> |

The Association operates under a general financing agreement (GFA) with the bank. The current GFA is effective through September 30, 2015. The primary source of liquidity and funding for the Association is a direct loan from the bank. The outstanding balance of \$444,191,189 as of June 30, 2014, is recorded as a liability on the Association’s balance sheet. The note carried a weighted average interest rate of 1.8 percent at June 30, 2014. The indebtedness is collateralized by a pledge of substantially all of the Association’s assets to the bank and is governed by the general financing agreement. The increase in note payable to the bank and related accrued interest payable since December 31, 2013, is due to the Association’s loan portfolio growth. The Association’s own funds, which represent the amount of the Association’s loan portfolio funded by the Association’s equity, were \$76,032,329 at June 30, 2014. The maximum amount the Association may borrow from the bank as of June 30, 2014, was \$522,934,267 as defined by the general financing agreement. The indebtedness continues in effect until the expiration date of the general financing agreement, which is September 30, 2015 unless sooner terminated by the bank upon the occurrence of an event of default, or by the Association, in the event of a breach of this agreement by the bank, upon giving the bank 30 calendar days’ prior written notice, or in all other circumstances, upon giving the bank 120 days’ prior written notice.

Capital Resources:

The Association’s capital position increased by \$6,380,546 at June 30, 2014, compared to December 31, 2013. The Association’s debt as a percentage of members’ equity was 4.97:1 as of June 30, 2014, compared to 4.96:1 as of December 31, 2013.

Under regulations governing minimum permanent capital adequacy and other capitalization issues, the Association is required to maintain a minimum adjusted permanent capital of 7.0 percent of risk-adjusted assets as defined by the FCA. The Association’s permanent capital ratio at June 30, 2014, was 17.6 percent, which is in compliance with the FCA’s minimum permanent capital standard. The Association’s core surplus ratio and total surplus ratio at June 30, 2014, were 17.2 and 17.2 percent, respectively, which is in compliance with the FCA’s minimum surplus standard.

Significant Recent Accounting Pronouncements:

In February 2013, the FASB issued guidance, “Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income.” The guidance requires entities to present either parenthetically on the face of the financial statements or in the notes to the financial statements, significant amounts reclassified from each component of accumulated other comprehensive income and the income statement line items affected by the reclassification. The guidance is effective for public entities for annual periods beginning after December 15, 2012, and for nonpublic entities for annual periods beginning after December 15, 2013. The Association has adopted this guidance, which did not impact the financial condition or results of operations, but resulted in additional disclosures which are included in Note 7 – Employee Benefit Plans.

Relationship With the Farm Credit Bank of Texas:

The Association’s financial condition may be impacted by factors that affect the bank. The financial condition and results of operations of the bank may materially affect the stockholder’s investment in the Association. The Management’s Discussion and Analysis and Notes to Financial Statements contained in the 2013 Annual Report of Alabama Farm Credit, ACA more fully describe the Association’s relationship with the bank.

The Texas Farm Credit District's (district) annual and quarterly stockholder reports, as well as those of the bank, are available free of charge, upon request. These reports can be obtained by writing to Farm Credit Bank of Texas, The Ag Agency, P.O. Box 202590, Austin, Texas 78720, or by calling (512) 483-9204. Copies of the district's quarterly and annual stockholder reports also can be requested by e-mail at fcf@farmcreditbank.com. The annual and quarterly stockholder reports for the bank and the district are also available on its website at www.farmcreditbank.com.

The Association's quarterly stockholder reports are also available free of charge, upon request. These reports can be obtained by writing to Alabama Farm Credit, ACA, P.O. Box 639, Cullman, Alabama 35056 or calling (256) 737-7128. Copies of the Association's quarterly stockholder reports can also be requested by emailing karri.sumrall@alabamafarmcredit.com or can be obtained on its website at www.alabamafarmcredit.com 40 days after quarter end. The Association's annual stockholder report is available on its website at www.alabamafarmcredit.com 75 days after the fiscal year end. Copies of the Association's annual stockholder report can also be requested 90 days after the fiscal year end.

ALABAMA FARM CREDIT, ACA

CONSOLIDATED BALANCE SHEET

| | June 30, 2014 (unaudited) | December 31, 2013 |
|-----------------------------------------------|------------------------------------------|------------------------------|
| <u>ASSETS</u> | | |
| Cash | \$ 130,591 | \$ 17,899 |
| Loans | 523,227,520 | 487,032,576 |
| Less: allowance for loan losses | <u>2,620,967</u> | <u>2,697,084</u> |
| Net loans | 520,606,553 | 484,335,492 |
| Accrued interest receivable | 5,908,054 | 4,762,024 |
| Investment in and receivable from the Farm | | |
| Credit Bank of Texas: | | |
| Capital stock | 7,734,035 | 7,734,035 |
| Other | 2,361,119 | 436,848 |
| Other property owned, net | 2,520,845 | 2,998,355 |
| Premises and equipment, net | 3,450,939 | 3,549,737 |
| Other assets | <u>709,806</u> | <u>442,622</u> |
| Total assets | <u><u>\$ 543,421,942</u></u> | <u><u>\$ 504,277,012</u></u> |
| <u>LIABILITIES</u> | | |
| Note payable to the Farm Credit Bank of Texas | \$ 444,191,189 | \$ 409,070,529 |
| Advance conditional payments | 347 | - |
| Accrued interest payable | 699,462 | 663,449 |
| Drafts outstanding | 5,447,899 | 798,535 |
| Patronage payable | 230 | 6,275,551 |
| Other liabilities | <u>2,123,950</u> | <u>2,890,628</u> |
| Total liabilities | <u><u>452,463,077</u></u> | <u><u>419,698,692</u></u> |
| <u>MEMBERS' EQUITY</u> | | |
| Capital stock and participation certificates | 2,188,880 | 2,088,100 |
| Unallocated retained earnings | 88,875,880 | 82,579,501 |
| Accumulated other comprehensive loss | <u>(105,895)</u> | <u>(89,281)</u> |
| Total members' equity | 90,958,865 | 84,578,320 |
| Total liabilities and members' equity | <u><u>\$ 543,421,942</u></u> | <u><u>\$ 504,277,012</u></u> |

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

ALABAMA FARM CREDIT, ACA

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(unaudited)

| | Quarter Ended | | Six Months Ended | |
|-----------------------------------------------------|---------------------|---------------------|---------------------|---------------------|
| | June 30, | | June 30, | |
| | 2014 | 2013 | 2014 | 2013 |
| <u>INTEREST INCOME</u> | | | | |
| Loans | \$ 6,383,780 | \$ 5,818,426 | \$ 12,622,698 | \$ 11,658,024 |
| <u>INTEREST EXPENSE</u> | | | | |
| Note payable to the Farm Credit Bank of Texas | 2,098,054 | 1,860,508 | 4,052,574 | 3,727,282 |
| Net interest income | 4,285,726 | 3,957,918 | 8,570,124 | 7,930,742 |
| <u>(LOAN LOSS REVERSAL) OR</u> | | | | |
| <u>PROVISION FOR LOAN LOSSES</u> | | | | |
| | (74,538) | (15,010) | (17,043) | 40,994 |
| Net interest income after provision for loan losses | 4,360,264 | 3,972,928 | 8,587,167 | 7,889,748 |
| <u>NONINTEREST INCOME</u> | | | | |
| Income from the Farm Credit Bank of Texas: | | | | |
| Patronage income | 358,965 | 316,642 | 700,868 | 629,212 |
| Loan fees | 50,334 | 46,857 | 86,043 | 101,827 |
| Financially related services income | 5,805 | 6,086 | 11,274 | 11,383 |
| Other noninterest income | - | 62,532 | 50,900 | 62,532 |
| Total noninterest income | 415,104 | 432,117 | 849,085 | 804,954 |
| <u>NONINTEREST EXPENSES</u> | | | | |
| Salaries and employee benefits | 741,777 | 881,874 | 1,764,115 | 1,955,763 |
| Directors' expense | 54,862 | 48,977 | 112,839 | 111,282 |
| Purchased services | 49,201 | 92,807 | 154,832 | 196,659 |
| Travel | 83,700 | 108,734 | 141,980 | 178,676 |
| Occupancy and equipment | 85,375 | 98,383 | 176,367 | 168,986 |
| Communications | 26,070 | 30,357 | 55,675 | 58,524 |
| Advertising | 81,268 | 64,106 | 121,546 | 132,412 |
| Public and member relations | 47,096 | 46,198 | 92,277 | 86,820 |
| Supervisory and exam expense | 34,555 | 33,799 | 69,108 | 67,597 |
| Insurance Fund premiums | 99,258 | 72,785 | 193,017 | 144,089 |
| Business insurance | 12,102 | 27,027 | 75,933 | 72,006 |
| Loss on other property owned, net | 213,357 | (168,234) | 84,105 | (137,446) |
| Loss (gain) on sale of premises and equipment, net | - | - | 4 | (9,496) |
| Other noninterest expense | 62,829 | 60,821 | 98,075 | 92,554 |
| Total noninterest expenses | 1,591,450 | 1,397,634 | 3,139,873 | 3,118,426 |
| NET INCOME | 3,183,918 | 3,007,411 | 6,296,379 | 5,576,276 |
| Other comprehensive income: | | | | |
| Change in postretirement benefit plans | (8,307) | (1,668) | (16,614) | (3,336) |
| COMPREHENSIVE INCOME | \$ 3,175,611 | \$ 3,005,743 | \$ 6,279,765 | \$ 5,572,940 |

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

ALABAMA FARM CREDIT, ACA

CONSOLIDATED STATEMENT OF CHANGES IN MEMBERS' EQUITY

(unaudited)

| | <u>Capital Stock/ Participation Certificates</u> | <u>Retained Earnings Unallocated</u> | <u>Accumulated Other Comprehensive Loss</u> | <u>Total Members' Equity</u> |
|--------------------------------------------------|----------------------------------------------------------|------------------------------------------|---------------------------------------------------------|--------------------------------------|
| Balance at December 31, 2012 | \$ 2,670,725 | \$ 78,066,477 | \$ (355,772) | \$ 80,381,430 |
| Comprehensive income (loss) | - | 5,576,276 | (3,336) | 5,572,940 |
| Capital stock/participation certificates issued | 269,970 | - | - | 269,970 |
| Capital stock/participation certificates retired | (181,580) | - | - | (181,580) |
| Balance at June 30, 2013 | <u>\$ 2,759,115</u> | <u>\$ 83,642,753</u> | <u>\$ (359,108)</u> | <u>\$ 86,042,760</u> |
| | | | | |
| Balance at December 31, 2013 | \$ 2,088,100 | \$ 82,579,501 | \$ (89,281) | \$ 84,578,320 |
| Comprehensive income (loss) | - | 6,296,379 | (16,614) | 6,279,765 |
| Capital stock/participation certificates issued | 182,020 | - | - | 182,020 |
| Capital stock/participation certificates retired | (81,240) | - | - | (81,240) |
| Balance at June 30, 2014 | <u>\$ 2,188,880</u> | <u>\$ 88,875,880</u> | <u>\$ (105,895)</u> | <u>\$ 90,958,865</u> |

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

ALABAMA FARM CREDIT, ACA
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

NOTE 1 — ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES:

The Alabama Farm Credit, ACA (Agricultural Credit Association), referred to as the Association, is a member-owned cooperative that provides credit and credit-related services to or for the benefit of eligible borrowers/stockholders for qualified agricultural purposes. The Association serves the counties of Blount, Calhoun, Cherokee, Clay, Cleburne, Colbert, Cullman, DeKalb, Etowah, Fayette, Franklin, Jackson, Jefferson, Lamar, Lauderdale, Lawrence, Limestone, Madison, Marion, Marshall, Morgan, Randolph, Shelby, St. Clair, Talladega, Walker and Winston in the state of Alabama. The Association is a lending institution of the Farm Credit System (the System), which was established by Acts of Congress to meet the needs of American agriculture.

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), except for the inclusion of a statement of cash flows. GAAP require a business enterprise that provides a set of financial statements reporting both financial position and results of operations to also provide a statement of cash flows for each period for which results of operations are provided. In regulations issued by FCA, associations have the option to exclude statements of cash flows in interim financial statements. Therefore, the Association has elected not to include a statement of cash flows in these consolidated financial statements. These interim financial statements should be read in conjunction with the audited financial statements as of and for the year ended December 31, 2013, as contained in the 2013 Annual Report to Stockholders. The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates. The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year ending December 31, 2014. Descriptions of the significant accounting policies are included in the 2013 Annual Report to Stockholders. In the opinion of management, these policies and the presentation of the interim financial condition and results of operations conform with GAAP and prevailing practices within the banking industry.

In February 2013, the Financial Accounting Standards Board (FASB) issued guidance, “Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income.” The guidance requires entities to present either parenthetically on the face of the financial statements or in the notes to the financial statements, significant amounts reclassified from each component of accumulated other comprehensive income and the income statement line items affected by the reclassification. The guidance is effective for public entities for annual periods beginning after December 15, 2012, and for nonpublic entities for annual periods beginning after December 15, 2013. The adoption of this guidance did not impact the financial condition or results of operations, but resulted in additional disclosures (See Note 3 – Capital).

The consolidated financial statements comprise the operations of the ACA and its wholly-owned subsidiaries. The preparation of these consolidated financial statements requires the use of management’s estimates. The results for the quarter ended June 30, 2014, are not necessarily indicative of the results to be expected for the year ended December 31, 2014. Certain amounts in the prior period’s financial statements have been reclassified to conform to current financial statement presentation.

NOTE 2 — LOANS AND ALLOWANCE FOR LOAN LOSSES:

A summary of loans follows:

| Loan Type | June 30, 2014 | December 31, 2013 |
|----------------------------------|--------------------------|-----------------------|
| | Amount | Amount |
| Production agriculture: | | |
| Real estate mortgage | \$ 479,978,404 | \$ 451,233,815 |
| Production and intermediate term | 26,235,079 | 21,692,856 |
| Agribusiness: | | |
| Processing and marketing | 6,326,042 | 5,896,475 |
| Farm-related business | 298,063 | 303,038 |
| Communication | 363,044 | - |
| Energy | 854,345 | - |
| Water and waste water | 302,365 | 357,114 |
| Rural residential real estate | 8,870,178 | 7,550,278 |
| Total | \$ 523,227,520 | \$ 487,033,576 |

The Association purchases or sells participation interests with other parties in order to diversify risk, manage loan volume and comply with Farm Credit Administration regulations. The following table presents information regarding the balances of participations purchased and sold at June 30, 2014:

| | Other Farm Credit Institutions | | Non-Farm Credit Institutions | | Total | |
|----------------------------------|--------------------------------|------------------------|------------------------------|------------------------|-----------------------------|------------------------|
| | Participations Purchased | Participations Sold | Participations Purchased | Participations Sold | Participations Purchased | Participations Sold |
| | Real estate mortgage | \$ 918,756 | \$ - | \$ - | \$ - | \$ 918,756 |
| Production and intermediate term | 2,929,616 | - | - | - | 2,929,616 | - |
| Agribusiness | 6,326,042 | - | - | - | 6,326,042 | - |
| Communication | 363,044 | - | - | - | 363,044 | - |
| Energy | 854,345 | - | - | - | 854,345 | - |
| Water and waste water | 302,365 | - | - | - | 302,365 | - |
| Total | \$ 11,694,168 | \$ - | \$ - | \$ - | \$ 11,694,168 | \$ - |

The Association is authorized under the Farm Credit Act to accept “advance conditional payments” (ACPs) from borrowers. To the extent the borrower’s access to such ACPs is restricted and the legal right of setoff exists, the ACPs are netted against the borrower’s related loan balance. Unrestricted advance conditional payments are included in other liabilities. ACPs are not insured, and interest is generally paid by the Association on such balances. Balances of ACPs were \$24,290,760 and \$16,119,612 at June 30, 2014, and December 31, 2013, respectively.

Nonperforming assets (including related accrued interest) and related credit quality statistics are as follows:

| | June 30, 2014 | December 31, 2013 |
|--------------------------------------------------|----------------------------|----------------------------|
| Nonaccrual loans: | | |
| Real estate mortgage | \$ 4,281,749 | \$ 1,901,947 |
| Production and intermediate term | <u>39,234</u> | <u>-</u> |
| Total nonaccrual loans | <u>4,320,983</u> | 1,901,947 |
| Accruing restructured loans: | | |
| Real estate mortgage | <u>1,008,286</u> | <u>1,913,965</u> |
| Total accruing restructured loans | <u>1,008,286</u> | 1,913,965 |
| Accruing loans 90 days or more past due: | | |
| Real estate mortgage | <u>137,281</u> | <u>-</u> |
| Total accruing loans 90 days or more past due | <u>137,281</u> | <u>-</u> |
| Total nonperforming loans | 5,466,550 | 3,815,912 |
| Other property owned | <u>2,520,845</u> | <u>2,998,355</u> |
| Total nonperforming assets | <u><u>\$ 7,987,395</u></u> | <u><u>\$ 6,814,267</u></u> |

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

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

The following table shows loans and related accrued interest as a percentage of total loans and related accrued interest receivable by loan type as of:

| | June 30, 2014 | December 31, 2013 |
|----------------------------------|--------------------------|----------------------|
| Real estate mortgage | | |
| Acceptable | 95.5 % | 97.1 % |
| OAEM | 2.7 | 1.6 |
| Substandard/doubtful | 1.8 | 1.3 |
| | 100.0 | 100.0 |
| Production and intermediate term | | |
| Acceptable | 97.0 | 99.1 |
| OAEM | 2.4 | 0.9 |
| Substandard/doubtful | 0.6 | - |
| | 100.0 | 100.0 |
| Agribusiness | | |
| Acceptable | 100.0 | 100.0 |
| OAEM | - | - |
| Substandard/doubtful | - | - |
| | 100.0 | 100.0 |
| Energy and water/waste water | | |
| Acceptable | 100.0 | 100.0 |
| OAEM | - | - |
| Substandard/doubtful | - | - |
| | 100.0 | 100.0 |
| Communication | | |
| Acceptable | 100.0 | - |
| OAEM | - | - |
| Substandard/doubtful | - | - |
| | 100.0 | - |
| Rural residential real estate | | |
| Acceptable | 100.0 | 100.0 |
| OAEM | - | - |
| Substandard/doubtful | - | - |
| | 100.0 | 100.0 |
| Total loans | | |
| Acceptable | 95.7 | 97.3 |
| OAEM | 2.6 | 1.5 |
| Substandard/doubtful | 1.7 | 1.2 |
| | 100.0 % | 100.0 % |

The following tables provide an age analysis of past due loans (including accrued interest) as of:

| <u>June 30, 2014</u> | <u>30-89 Days Past Due</u> | <u>90 Days or More Past Due</u> | <u>Total Past Due</u> | <u>Not Past Due or Less Than 30 Days Past Due</u> | <u>Total Loans</u> | <u>Recorded Investment >90 Days and Accruing</u> |
|----------------------------------|------------------------------------|-----------------------------------------|-------------------------------|-----------------------------------------------------------|------------------------|---------------------------------------------------------|
| Real estate mortgage | \$ 3,220,211 | \$ 1,120,527 | \$ 4,340,738 | \$ 481,107,327 | \$ 485,448,065 | \$ 137,281 |
| Production and intermediate term | 28,682 | - | 28,682 | 26,603,761 | 26,632,443 | - |
| Processing and marketing | - | - | - | 6,330,453 | 6,330,453 | - |
| Farm-related business | - | - | - | 304,240 | 304,240 | - |
| Communication | - | - | - | 363,178 | 363,178 | - |
| Energy | - | - | - | 856,162 | 856,162 | - |
| Water and waste water | - | - | - | 302,456 | 302,456 | - |
| Rural residential real estate | - | - | - | 8,898,577 | 8,898,577 | - |
| Total | \$ 3,248,893 | \$ 1,120,527 | \$ 4,369,420 | \$ 524,766,154 | \$ 529,135,574 | \$ 137,281 |

| <u>December 31, 2013</u> | <u>30-89 Days Past Due</u> | <u>90 Days or More Past Due</u> | <u>Total Past Due</u> | <u>Not Past Due or Less Than 30 Days Past Due</u> | <u>Total Loans</u> | <u>Recorded Investment >90 Days and Accruing</u> |
|----------------------------------|------------------------------------|-----------------------------------------|-------------------------------|-----------------------------------------------------------|------------------------|---------------------------------------------------------|
| Real estate mortgage | \$ 1,825,079 | \$ 1,154,779 | \$ 2,979,858 | \$ 452,690,747 | \$ 455,670,605 | \$ - |
| Production and intermediate term | - | - | - | 21,996,111 | 21,996,111 | - |
| Processing and marketing | - | - | - | 5,899,977 | 5,899,977 | - |
| Farm-related business | - | - | - | 303,038 | 303,038 | - |
| Water and waste water | - | - | - | 357,292 | 357,292 | - |
| Rural residential real estate | - | - | - | 7,567,577 | 7,567,577 | - |
| Total | \$ 1,825,079 | \$ 1,154,779 | \$ 2,979,858 | \$ 488,814,742 | \$ 491,794,600 | \$ - |

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

A restructuring of a debt constitutes a troubled debt restructuring 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. Troubled debt restructurings are undertaken in order to improve the likelihood of recovery on the loan and may include, but are not limited to, forgiveness of principal or interest, interest rate reductions that are lower than the current market rate for new debt with similar risk, or significant term or payment extensions.

As of June 30, 2014, the total recorded investment (including interest) of troubled debt restructured loans was \$1,008,286, which were all classified as accrual and none classified as nonaccrual. There were no troubled debt restructured loans that held a specific allowance for loan losses as of June 30, 2014. There were no commitments to lend funds to borrowers whose loan terms have been modified in a troubled debt restructuring for the periods ended June 30, 2014 and December 31, 2013.

There were no troubled debt restructurings during the three months or for the year ended June 30, 2014. Loans formally restructured prior to January 1, 2014, were \$1,008,286.

In restructurings where principal is forgiven, the amount of the forgiveness is immediately charged off. In restructurings where accrued interest is forgiven, the interest is reversed (if current year interest) or charged off (if prior year interest). There were no charge-offs recorded at the modification date for the quarter ending June 30, 2014.

The predominant form of concession granted for troubled debt restructuring included the extension of terms due to cashflow constrictions preventing the borrower to fund the original payment due. At times, these terms might be offset with incremental payments, collateral or new borrower guarantees, in which case we assess all of the modified terms to determine if the overall modification qualifies as a troubled debt restructuring.

The Association did not have any loans that met the accounting criteria as a troubled debt restructuring that occurred within the previous 12 months and for which there was a subsequent payment default during the period. A payment default is defined as a payment that is 30 days past due after the date the loan was restructured.

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

| | Loans Modified as TDRs | | TDRs in Nonaccrual Status* | |
|----------------------|------------------------|---------------------|----------------------------|-------------|
| | December 31, | | December 31, | |
| | June 30, 2014 | 2013 | June 30, 2014 | 2013 |
| Real estate mortgage | <u>\$ 1,008,286</u> | <u>\$ 1,913,965</u> | <u>\$ -</u> | <u>\$ -</u> |

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

Additional impaired loan information is as follows:

| | June 30, 2014 | | | December 31, 2013 | | |
|-------------------------------------------------------------|---------------------|---------------------------------------|-------------------|---------------------|---------------------------------------|-------------------|
| | Recorded Investment | Unpaid Principal Balance ^a | Related Allowance | Recorded Investment | Unpaid Principal Balance ^a | Related Allowance |
| Impaired loans with a related allowance for credit losses: | | | | | | |
| Real estate mortgage | \$ 565,685 | \$ 1,012,982 | \$ 261,620 | \$ 291,177 | \$ 305,972 | \$ 221,730 |
| Production and intermediate term | 23,003 | 23,003 | 3,770 | - | - | - |
| Total | <u>\$ 588,688</u> | <u>\$ 1,035,985</u> | <u>\$ 265,390</u> | <u>\$ 291,177</u> | <u>\$ 305,972</u> | <u>\$ 221,730</u> |
| Impaired loans with no related allowance for credit losses: | | | | | | |
| Real estate mortgage | \$ 4,861,630 | \$ 5,316,183 | \$ - | \$ 3,524,765 | \$ 3,956,831 | \$ - |
| Production and intermediate term | 16,231 | 16,231 | - | - | - | - |
| Farm-related business | - | 13,096 | - | - | - | - |
| Total | <u>\$ 4,877,861</u> | <u>\$ 5,345,510</u> | <u>\$ -</u> | <u>\$ 3,524,765</u> | <u>\$ 3,956,831</u> | <u>\$ -</u> |
| Total impaired loans: | | | | | | |
| Real estate mortgage | \$ 5,427,315 | \$ 6,329,165 | \$ 261,620 | \$ 3,815,942 | \$ 4,262,803 | \$ 221,730 |
| Production and intermediate term | 39,234 | 39,234 | 3,770 | - | - | - |
| Farm-related business | - | 13,096 | - | - | - | - |
| Total | <u>\$ 5,466,549</u> | <u>\$ 6,381,495</u> | <u>\$ 265,390</u> | <u>\$ 3,815,942</u> | <u>\$ 4,262,803</u> | <u>\$ 221,730</u> |

^a Unpaid principal balance represents the recorded legal principal balance of the loan.

Additional impaired loan information is as follows:

| | For the Three Months Ended | | | |
|-------------------------------------------------------------|----------------------------|----------------------------|------------------------|----------------------------|
| | June 30, 2014 | | June 30, 2013 | |
| | Average Impaired Loans | Interest Income Recognized | Average Impaired Loans | Interest Income Recognized |
| Impaired loans with a related allowance for credit losses: | | | | |
| Real estate mortgage | \$ 440,226 | \$ 1,931 | \$ 2,465,053 | \$ - |
| Production and intermediate term | 15,945 | 108 | - | - |
| Processing and marketing | - | - | 743,781 | - |
| Farm-related business | - | - | 13,096 | - |
| Total | <u>\$ 456,171</u> | <u>\$ 2,039</u> | <u>\$ 3,221,930</u> | <u>\$ -</u> |
| Impaired loans with no related allowance for credit losses: | | | | |
| Real estate mortgage | \$ 3,433,001 | \$ 46,435 | \$ 4,181,921 | \$ 30,098 |
| Production and intermediate term | 11,058 | 75 | - | - |
| Processing and marketing | - | - | 677,340 | - |
| Rural residential real estate | - | - | 5,806 | - |
| Total | <u>\$ 3,444,059</u> | <u>\$ 46,510</u> | <u>\$ 4,865,067</u> | <u>\$ 30,098</u> |
| Total impaired loans: | | | | |
| Real estate mortgage | \$ 3,873,227 | \$ 48,366 | \$ 6,646,974 | \$ 30,098 |
| Production and intermediate term | 27,003 | 183 | - | - |
| Processing and marketing | - | - | 1,421,121 | - |
| Farm-related business | - | - | 13,096 | - |
| Rural residential real estate | - | - | 5,806 | - |
| Total | <u>\$ 3,900,230</u> | <u>\$ 48,549</u> | <u>\$ 8,086,997</u> | <u>\$ 30,098</u> |

| | For the Six Months Ended | | | |
|-------------------------------------------------------------|--------------------------|----------------------------|------------------------|----------------------------|
| | June 30, 2014 | | June 30, 2013 | |
| | Average Impaired Loans | Interest Income Recognized | Average Impaired Loans | Interest Income Recognized |
| Impaired loans with a related allowance for credit losses: | | | | |
| Real estate mortgage | \$ 297,037 | \$ 1,931 | \$ 1,578,389 | \$ - |
| Production and intermediate term | 5,315 | 108 | - | - |
| Processing and marketing | - | - | 755,075 | - |
| Farm-related business | - | - | 13,096 | - |
| Total | <u>\$ 302,352</u> | <u>\$ 2,039</u> | <u>\$ 2,346,560</u> | <u>\$ -</u> |
| Impaired loans with no related allowance for credit losses: | | | | |
| Real estate mortgage | \$ 3,182,965 | \$ 89,141 | \$ 4,472,771 | \$ 84,385 |
| Production and intermediate term | 3,686 | 75 | - | - |
| Processing and marketing | - | - | 677,340 | - |
| Rural residential real estate | - | - | 5,806 | - |
| Total | <u>\$ 3,186,651</u> | <u>\$ 89,216</u> | <u>\$ 5,155,917</u> | <u>\$ 84,385</u> |
| Total impaired loans: | | | | |
| Real estate mortgage | \$ 3,480,002 | \$ 91,072 | \$ 6,051,160 | \$ 84,385 |
| Production and intermediate term | 9,001 | 183 | - | - |
| Processing and marketing | - | - | 1,432,415 | - |
| Farm-related business | - | - | 13,096 | - |
| Rural residential real estate | - | - | 5,806 | - |
| Total | <u>\$ 3,489,003</u> | <u>\$ 91,255</u> | <u>\$ 7,502,477</u> | <u>\$ 84,385</u> |

A summary of changes in the allowance for loan losses is as follows:

| | Real Estate Mortgage | Production and Intermediate Term | Agribusiness | Communications | Energy and Water/Waste Water | Rural Residential Real Estate | Total |
|------------------------------------------------------|-------------------------|----------------------------------------|-------------------|----------------|------------------------------------|-------------------------------------|---------------------|
| Allowance for Credit Losses: | | | | | | | |
| Balance at | | | | | | | |
| March 31, 2014 | \$ 2,558,746 | \$ 1,155 | \$ 10,649 | \$ 174 | \$ 116,440 | \$ 628 | \$ 2,687,792 |
| (Loan loss reversal) or provision for loan losses | 19,979 | 23,238 | (332) | (87) | (114,349) | 4,726 | (66,825) |
| Balance at | | | | | | | |
| June 30, 2014 | <u>\$ 2,578,725</u> | <u>\$ 24,393</u> | <u>\$ 10,317</u> | <u>\$ 87</u> | <u>\$ 2,091</u> | <u>\$ 5,354</u> | <u>\$ 2,620,967</u> |
| Balance at | | | | | | | |
| December 31, 2013 | \$ 2,657,650 | \$ 19,224 | \$ 12,497 | \$ - | \$ 650 | \$ 7,063 | \$ 2,697,084 |
| Charge-offs | (59,074) | - | - | - | - | - | (59,074) |
| (Loan loss reversal) or provision for loan losses | (19,851) | 5,169 | (2,180) | 87 | 1,441 | (1,709) | (17,043) |
| Balance at | | | | | | | |
| June 30, 2014 | <u>\$ 2,578,725</u> | <u>\$ 24,393</u> | <u>\$ 10,317</u> | <u>\$ 87</u> | <u>\$ 2,091</u> | <u>\$ 5,354</u> | <u>\$ 2,620,967</u> |
| Ending Balance: | | | | | | | |
| Individually evaluated for impairment | \$ 265,390 | \$ - | \$ - | \$ - | \$ - | \$ - | \$ 265,390 |
| Collectively evaluated for impairment | 2,313,335 | 24,393 | 10,317 | 87 | 2,091 | 5,354 | 2,355,577 |
| Balance at | | | | | | | |
| June 30, 2014 | <u>\$ 2,578,725</u> | <u>\$ 24,393</u> | <u>\$ 10,317</u> | <u>\$ 87</u> | <u>\$ 2,091</u> | <u>\$ 5,354</u> | <u>\$ 2,620,967</u> |
| Balance at | | | | | | | |
| March 31, 2013 | \$ 2,849,512 | \$ 27,852 | \$ 467,717 | \$ - | \$ - | \$ 6,758 | \$ 3,351,839 |
| Charge-offs | (60,913) | - | (308,326) | - | - | - | (369,239) |
| (Loan loss reversal) or provision for loan losses | (107,557) | 4,538 | 86,430 | - | - | 1,579 | (15,010) |
| Balance at | | | | | | | |
| June 30, 2013 | <u>\$ 2,681,042</u> | <u>\$ 32,390</u> | <u>\$ 245,821</u> | <u>\$ -</u> | <u>\$ -</u> | <u>\$ 8,337</u> | <u>\$ 2,967,590</u> |
| Balance at | | | | | | | |
| December 31, 2012 | \$ 2,830,928 | \$ 22,138 | \$ 467,703 | \$ - | \$ - | \$ 5,395 | \$ 3,326,164 |
| Charge-offs | (83,676) | - | (308,326) | - | - | (7,566) | (399,568) |
| (Loan loss reversal) or provision for loan losses | (66,210) | 10,252 | 86,444 | - | - | 10,508 | 40,994 |
| Balance at | | | | | | | |
| June 30, 2013 | <u>\$ 2,681,042</u> | <u>\$ 32,390</u> | <u>\$ 245,821</u> | <u>\$ -</u> | <u>\$ -</u> | <u>\$ 8,337</u> | <u>\$ 2,967,590</u> |
| Ending Balance: | | | | | | | |
| Individually evaluated for impairment | \$ 1,062,915 | \$ - | \$ 239,543 | \$ - | \$ - | \$ - | \$ 1,302,458 |
| Collectively evaluated for impairment | 1,618,127 | 32,390 | 6,278 | - | - | 8,337 | 1,665,132 |
| Balance at | | | | | | | |
| June 30, 2013 | <u>\$ 2,681,042</u> | <u>\$ 32,390</u> | <u>\$ 245,821</u> | <u>\$ -</u> | <u>\$ -</u> | <u>\$ 8,337</u> | <u>\$ 2,967,590</u> |

A summary of changes in the period end recorded investment in loans (including accrued interest) is as follows:

| | Real Estate Mortgage | Production and Intermediate Term | Agribusiness | Communications | Energy and Water/Waste Water | Rural Residential Real Estate | Total |
|-------------------------------------------------------|-------------------------|----------------------------------------|--------------|----------------|------------------------------------|-------------------------------------|----------------|
| Recorded Investments in Loans Outstanding: | | | | | | | |
| Ending Balance at | | | | | | | |
| June 30, 2014 | \$ 485,447,718 | \$ 26,632,442 | \$ 6,634,693 | \$ 363,178 | \$ 1,158,618 | \$ 8,898,577 | \$ 529,135,226 |
| Individually evaluated for impairment | \$ 5,427,315 | \$ 39,234 | \$ - | \$ - | \$ - | \$ - | \$ 5,466,549 |
| Collectively evaluated for impairment | \$ 480,020,403 | \$ 26,593,208 | \$ 6,634,693 | \$ 363,178 | \$ 1,158,618 | \$ 8,898,577 | \$ 523,668,677 |
| Ending Balance at | | | | | | | |
| June 30, 2013 | \$ 436,875,850 | \$ 16,244,741 | \$ 6,495,890 | \$ - | \$ - | \$ 6,627,782 | \$ 466,244,263 |
| Individually evaluated for impairment | \$ 6,823,414 | \$ - | \$ 1,142,832 | \$ - | \$ - | \$ - | \$ 7,966,246 |
| Collectively evaluated for impairment | \$ 430,052,436 | \$ 16,244,741 | \$ 5,353,058 | \$ - | \$ - | \$ 6,627,782 | \$ 458,278,017 |

NOTE 3 — CAPITAL:

The Association's board of directors has established a Capital Adequacy Plan (Plan) that includes the capital targets that are necessary to achieve the institution's capital adequacy goals as well as the minimum permanent capital standards. The Plan monitors projected patronage payments, equity retirements and other actions that may decrease the Association's permanent capital. In addition to factors that must be considered in meeting the minimum standards, the board of directors also monitors the following factors: capability of management; quality of operating policies, procedures and internal controls; quality and quantity of earnings; asset quality and the adequacy of the allowance for losses to absorb potential loss within the loan and lease portfolios; sufficiency of liquid funds; needs of an institution's customer base; and any other risk-oriented activities, such as funding and interest rate risk, potential obligations under joint and several liability, contingent and off-balance-sheet liabilities or other conditions warranting additional capital. At least quarterly, management reviews the Association's goals and objectives with the board.

An additional component of equity is accumulated other comprehensive income, which is reported net of taxes as follows:

| Accum Other Comp Income (Loss) | | | |
|---------------------------------------|---------------------|---------------------|---------------------|
| | Before Tax | Deferred Tax | Net of Tax |
| June 30, 2014 | | | |
| Nonpension postretirement benefits | \$ (105,895) | \$ - | \$ (105,895) |
| Total | \$ (105,895) | \$ - | \$ (105,895) |
| June 30, 2013 | | | |
| Nonpension postretirement benefits | \$ (359,108) | \$ - | \$ (359,108) |
| Total | \$ (359,108) | \$ - | \$ (359,108) |

In January 2014, the Association approved a resolution for a \$6,275,367 patronage distribution to its stockholders. The distribution was paid in March 2014. The Association was able to return these funds to its members due to strong earnings during 2013.

NOTE 4 — CAPITAL MARKETS:

Until the second quarter of 2007, the Association participated in the Capital Markets of the South (CMS), a joint venture created in 2003 for the purpose of expanding the participants' lending opportunities. The CMS group was comprised of the Association, Alabama Ag Credit, ACA, Mississippi Land Bank, ACA, Southern Ag Credit, ACA, and Louisiana Land Bank, ACA. During the second quarter of 2007, the CMS members decided to discontinue and dissolve the joint venture. The associations will continue to service the existing CMS loan portfolio, with revenue and expenses continuing to be shared accordingly as noted below, until such time as all of the loans are fully matured or paid off.

Pursuant to the terms of the alliance, each of the five CMS participating associations generally shares equally in the costs of operating the venture. The Association's pro-rata share of income from CMS operations is recorded in the statement of income in their respective line items. The Association's pro-rata share of expenses from CMS operations is recorded in the statement of income in the line item "Purchased services."

As of June 30, 2014 and December 31, 2013, the Association had CMS related loan volume outstanding in the amount of \$160,000. The Association had no unfunded commitments on CMS loans as of June 30, 2014 and for the year ended December 31, 2013.

NOTE 5 — INCOME TAXES:

Alabama Farm Credit, ACA and its subsidiary are subject to federal and certain other income taxes. The Associations are eligible to operate as cooperatives that qualify for tax treatment under Subchapter T of the Internal Revenue code. Under specified conditions, the Associations can exclude from taxable income amounts distributed as qualified patronage refunds in the form of cash, stock or allocated surplus. Provisions for income taxes are made only on those earnings that will not be distributed as qualified patronage refunds. During the six months ended June 30, 2014, the Association did participate in a patronage program. Deferred taxes are recorded at the tax effect of all temporary differences based on the assumption that such temporary differences are retained by the institution and will therefore impact future tax payments. A valuation allowance is provided against deferred tax assets to the extent that it is more likely than not (more than 50 percent probability), based on management's estimate, that they will not be realized. The Association had no taxable income for the six months ended June 30, 2014, and 2013.

The subsidiary, Alabama Farm Credit, FLCA, is exempt from federal and other income tax as provided in the Farm Credit Act of 1971.

NOTE 6 — 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 the principal or most advantageous market for the asset or liability. See Note 14 to the 2013 Annual Report to Stockholders for a more complete description.

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

| <u>June 30, 2014</u> | <u>Fair Value Measurement Using</u> | | | <u>Total Fair Value</u> |
|--------------------------------------------|-------------------------------------|----------------|----------------|-------------------------|
| | <u>Level 1</u> | <u>Level 2</u> | <u>Level 3</u> | |
| Assets: | | | | |
| Assets held in nonqualified benefit trusts | \$ 2,511 | \$ - | \$ - | \$ 2,511 |
| Total assets | 2,511 | - | - | 2,511 |
| | | | | |
| <u>December 31, 2013</u> | <u>Fair Value Measurement Using</u> | | | <u>Total Fair Value</u> |
| | <u>Level 1</u> | <u>Level 2</u> | <u>Level 3</u> | |
| Assets: | | | | |
| Assets held in nonqualified benefit trusts | \$ - | \$ - | \$ - | \$ - |
| Total assets | - | - | - | - |

Assets and liabilities measured at fair value on a nonrecurring basis for each of the fair value hierarchy values are summarized below:

| <u>June 30, 2014</u> | <u>Fair Value Measurement Using</u> | | | <u>Total Fair Value</u> | <u>Total Gains (Losses)</u> |
|--------------------------|-------------------------------------|----------------|----------------|-------------------------|-----------------------------|
| | <u>Level 1</u> | <u>Level 2</u> | <u>Level 3</u> | | |
| Assets: | | | | | |
| Loans* | \$ - | \$ - | \$ 4,192,874 | \$ 4,192,874 | \$ - |
| Other property owned | - | - | 2,637,345 | 2,637,345 | (84,105) |
| | | | | | |
| <u>December 31, 2013</u> | <u>Fair Value Measurement Using</u> | | | <u>Total Fair Value</u> | <u>Total Gains (Losses)</u> |
| | <u>Level 1</u> | <u>Level 2</u> | <u>Level 3</u> | | |
| Assets: | | | | | |
| Loans* | \$ - | \$ - | \$ 1,680,247 | \$ 1,680,247 | \$ (508,211) |
| Other property owned | - | - | 2,998,355 | 2,998,355 | 66,389 |

*Represents the fair value of certain loans that were evaluated for impairment under authoritative guidance "Accounting by Creditors for Impairment of a Loan." The fair value was based upon the underlying collateral since these were collateral-dependent loans for which real estate is the collateral.

With regard to nonrecurring measurements for impaired loans and other property owned, it is not practicable to provide specific information on inputs, as each collateral property is unique. System institutions utilize appraisals to value these loans and other property owned and take into account unobservable inputs, such as income and expense, comparable sales, replacement cost and comparability adjustments.

Information About Other Financial Instrument Fair Value Measurements

| | Valuation Technique(s) | Input |
|------|---------------------------|----------------|
| Cash | Carrying value | Actual balance |

Valuation Techniques

As more fully discussed in Note 14 to the 2013 Annual Report to Stockholders, authoritative 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 represent a brief summary of the valuation techniques used for the Association's assets and liabilities. For a more complete description, see Notes to the 2013 Annual Report to Stockholders.

Assets Held in Nonqualified 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 Evaluated for Impairment

For certain loans evaluated for impairment under FASB impairment guidance, the fair value is based upon the underlying real estate collateral since the loans were collateral-dependent. 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, a majority of these loans have fair value measurements that fall within Level 3 of the fair value 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. The fair value of these loans would fall under Level 2 of the hierarchy if the process uses independent appraisals and other market-based information.

Other Property Owned

Other property owned is generally classified as Level 3 of the fair value hierarchy. The process for measuring the fair value of the other property owned involves the use of independent appraisals and other market-based information. Costs to sell represent transaction costs and are not included as a component of the asset's fair value. As a result, these fair value measurements fall within Level 3 of the hierarchy.

Cash

For cash, the carrying amount is a reasonable estimate of fair value.

NOTE 7 — EMPLOYEE BENEFIT PLANS:

The following table summarizes the components of net periodic benefit costs of nonpension other postretirement employee benefits for the three months ended June 30:

| | Other Benefits | |
|-----------------------------------------|------------------|------------------|
| | 2014 | 2013 |
| Service cost | \$ 7,930 | \$ 9,198 |
| Interest cost | 19,634 | 18,861 |
| Amortization of prior service (credits) | (10,093) | (10,093) |
| Amortization of net actuarial loss | 1,786 | 8,425 |
| Net periodic benefit cost | <u>\$ 19,257</u> | <u>\$ 26,391</u> |

The following table summarizes the components of net periodic benefit costs of nonpension other postretirement employee benefits for the six months ended June 30:

| | Other Benefits | |
|-----------------------------------------|------------------|------------------|
| | 2014 | 2013 |
| Service cost | \$ 15,860 | \$ 18,396 |
| Interest cost | 39,269 | 37,722 |
| Amortization of prior service (credits) | (20,186) | (20,186) |
| Amortization of net actuarial loss | 3,571 | 16,850 |
| Net periodic benefit cost | <u>\$ 38,514</u> | <u>\$ 52,782</u> |

The Association's accumulated other comprehensive loss relates entirely to its nonpension other postretirement benefits. Amortization of prior service credits and of actuarial loss are reflected in "Salaries and employee benefits" in the Consolidated Statement of Comprehensive Income. The following table summarizes the changes in accumulated other comprehensive income loss for the six months ended June 30:

| | 2014 | 2013 |
|--------------------------------------------------------------------------------------------|---------------------|---------------------|
| Accumulated other comprehensive income (loss) at January 1 | \$ (89,281) | \$(355,772) |
| Amortization of prior service (credit) costs included in salaries and employee benefits | (20,186) | (20,186) |
| Amortization of actuarial (gain) loss included in salaries and employee benefits | 3,572 | 16,850 |
| Other comprehensive income (loss), net of tax | <u>(16,614)</u> | <u>(3,336)</u> |
| Accumulated other comprehensive income at June 30 | <u>\$ (105,895)</u> | <u>\$ (359,108)</u> |

The Association's liability for the unfunded accumulated obligation for these benefits at June 30, 2014, was \$1,565,811 and is included in "Other Liabilities" in the balance sheet.

The Association also participates in the district's defined benefit pension plan which is characterized as multiemployer since the assets, liabilities and cost of the plan are not segregated or separately accounted for by participating employers (Bank and associations). The Association recognizes its amortized annual contributions to the plan as an expense. In January 2014 the Association recorded its total defined benefit pension plan contribution amount of \$626,946 to a prepaid account and has recognized \$313,473 of expense through June 30, 2014.

NOTE 8 — COMMITMENTS AND CONTINGENT LIABILITIES:

The Association is involved in various legal proceedings in the normal course of business. In the opinion of legal counsel and management, there are no legal proceedings at this time that are likely to materially affect the Association.

NOTE 9 — SUBSEQUENT EVENTS:

The Association has evaluated subsequent events through August 8, 2014, which is the date the financial statements were issued. There are no other significant events requiring disclosure as of August 8, 2014.