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*MidAtlantic Farm Credit, ACA*  
**THIRD QUARTER 2018**

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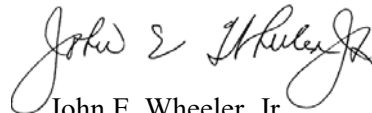
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**CERTIFICATION**

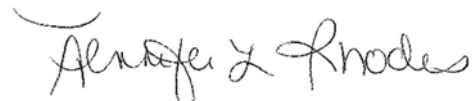
The undersigned certify that we have reviewed the September 30, 2018 quarterly report of MidAtlantic Farm Credit, ACA, that the report has been prepared under the oversight of the Audit Committee of the Board of Directors and in accordance with all applicable statutory or regulatory requirements, and that the information contained herein is true, accurate, and complete to the best of our knowledge and belief.



Thomas H. Truitt, Jr.  
Chief Executive Officer



John E. Wheeler, Jr.  
Chief Financial Officer



Jennifer L. Rhodes  
Chair of the Board

November 8, 2018

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*MidAtlantic Farm Credit, ACA*


# 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.

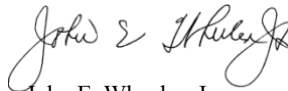
Internal control over financial reporting includes those policies and procedures that: (1) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Association, (2) provide reasonable assurance that transactions 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, 2018. In making the assessment, management used the framework in *Internal Control — Integrated Framework (2013)*, 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's management concluded that as of September 30, 2018, the internal control over financial reporting was effective based upon the COSO criteria. Additionally, based on this assessment, the Association's management determined that there were no material weaknesses in the internal control over financial reporting as of September 30, 2018.



Thomas H. Truitt, Jr.  
Chief Executive Officer



John E. Wheeler, Jr.  
Chief Financial Officer

November 8, 2018

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*MidAtlantic Farm Credit, ACA*

# 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 MidAtlantic Farm Credit, ACA (Association) for the period ended September 30, 2018. The comments contained in this report should be read in conjunction with the accompanying consolidated financial statements, notes to the consolidated financial statements and the 2017 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 the financing of short-term and intermediate-term loans and long-term real estate mortgage loans. The Association's loan portfolio encompasses a well-diversified range of agricultural commodities, with cash grains, poultry and dairy representing the largest segments. In addition, the Association provides a significant amount of loans to lessors of agricultural real estate. Farm size varies and many of the borrowers in the region have diversified farming operations. This factor, along with the opportunities for non-farm income, impacts the level of dependency on any particular commodity.

Gross loans at September 30, 2018 totaled \$2,774,406 compared to \$2,717,226 at December 31, 2017, increasing \$57,180 (2.10 percent) during the first nine months. The Association's allowance for loan losses of \$28,991 increased \$3,042 (11.72 percent) during the first nine months of 2018 resulting in net loans (gross loans less allowance for loan losses) of \$2,745,415 and \$2,691,277 at September 30, 2018 and December 31, 2017, respectively. Nonaccrual loans increased \$19,163 (83.97 percent) from \$22,822 at December 31, 2017 to \$41,985 at September 30, 2018 resulting in an increase in the ratio of nonaccrual loans to total loans from 0.84 percent to 1.51 percent. The increase in nonaccrual loans is primarily related to accounts in the Fruit & Vegetables commodity group. In addition, Other property owned increased from \$240 at December 31, 2017 (one property) to \$488 at September 30, 2018 (two properties).

There is an inherent risk in the extension of any type of credit and, accordingly, the Association maintains an allowance for loan losses consistent with the risk measured in the portfolio.

Credit administration remains satisfactory and the overall credit quality of the Association's loan portfolio has remained acceptable. The allowance for loan losses represented 1.04 percent and 0.95 percent of total loans, and 69.05 percent and 113.70 percent of Nonaccrual loans, at September 30, 2018 and December 31, 2017, respectively. See also Note 2, *Loans and Allowance for Loan Losses*, in the Notes to the Consolidated Financial Statements.

## RESULTS OF OPERATIONS

### *For the three months ended September 30, 2018*

Net income for the three months ended September 30, 2018 totaled \$12,705, an increase of \$306 (2.47 percent) compared to the three months ended September 30, 2017. Major changes in the components of net income are identified as follows:

- Net interest income increased \$390 (2.24 percent) for the quarter ended September 30, 2018 compared to the same period in 2017. The increase in net interest income is primarily attributable to (a) an increase in the Association's equity and a 12.70 percent increase in the interest credit rate aggregately increasing net interest income \$635 and (b) a \$491 increase due to a \$54 million increase in the average daily balance of accruing portfolio volume, partially offset by (c) a \$429 decrease in the Association's portfolio margin primarily resulting from a decrease in the net interest margin and (d) a \$307 decrease in net interest recognized attributable to nonaccruing loans.
- The risks identified in the Association's Loan portfolio required a provision for loan losses of \$1,000 and \$500 to be recorded in the third quarter of 2018 and 2017, respectively. The Association's Nonaccrual loans increased from 0.84 percent at December 31, 2017 to 1.51 percent of the portfolio at September 30, 2018 and increased from 0.76 percent at September 30, 2017. See also Note 2, *Loans and Allowance for Loan Losses*, in the Notes to the Consolidated Financial Statements.
- "Patronage refunds from other Farm Credit institutions" on the Consolidated Statements of Income of \$4,158 and \$4,084, respectively, includes accruals for the three months ended September 30, 2018 and 2017 based on third quarter operations

only; management anticipates additional income for the remaining quarter in 2018. Since this income from AgFirst Farm Credit Bank (the Bank) is reasonably estimable and because there is a history of these earnings, management is of the opinion that including this income in quarterly operations provides shareholders with a more accurate forecast of annualized net income. The increase in the accrual in 2018 is due to the impact of an increase in loan volume.

- Noninterest income decrease in the third quarter of \$35 (0.56 percent) included (a) a decrease of \$97 in Gains on sales of rural home loans, net, (b) a decrease of \$67 from Fees for financially related services, (c) a decrease of \$4 in Gains on other transactions, partially offset by (d) a \$74 increase in Patronage related income, (e) an increase of \$27 in Gains on sales of premises and equipment, net, (f) an increase of \$26 from Loan fees, and (g) a \$6 increase in Other noninterest income.
- Noninterest expense for the third quarter of 2018 was \$10,275 as compared to \$10,723 for the third quarter of 2017 or a decrease of \$448 (4.18 percent).

The decrease of \$297 (4.04 percent) for Salaries and employee benefits includes favorable deferred personnel costs of \$93. Salaries increased \$69 (1.34 percent) due to several unfilled open positions, new hires joining the Association and normal salary increases, as well as a decrease of \$273 (9.62 percent) in employee benefit plans. See also Note 7, *Employee Benefit Plans*, in the Notes to the Consolidated Financial Statements.

Insurance Fund Premium expense decreased \$304 (39.02 percent) due to (a) the decrease in the Farm Credit System Insurance Corporation (FCSIC) premium from 0.15 percent for the first nine months of 2017 to 0.09 percent for the first nine months of 2018, partially offset by (b) the increase in volume during the past twelve months.

Occupancy and equipment and Other operating expenses increased \$248 (10.11 percent) from \$2,452 to \$2,700, which includes expense increases in building improvements, directors' expenses, and other operating expenses, partially offset by a decrease in public and member relations.

- A \$95 decrease in Losses on other property owned, net, is primarily related to less writedowns and expenses during the third quarter of 2018 as compared to the third quarter of 2017.
- The Association recorded a Provision for income taxes of \$29 and \$32 respectively, for the third quarters of 2018 and 2017.

#### *For the nine months ended September 30, 2018*

Net income for the nine months ended September 30, 2018 totaled \$38,346 or \$2,450 (6.83 percent) greater than the nine months ended September 30, 2017. Major changes in the components of net income are identified as follows:

- Net interest income for the nine months was up \$1,093 (2.10 percent); there are several key factors impacting the results. The increase in net interest income is primarily attributable to (a) an increase of \$2,000 attributable to an increase in the equity and (b) a \$1,444 increase due to the increase in accruing loan volume. These increases were partially offset by (a) a decrease of \$1,190 in the income recognized from nonaccruing volume and (b) a \$1,161 decrease in the Association's portfolio margin.
- Charge-offs and risk identified in the Association's loan portfolio required a provision for loan losses of \$3,000 to be recorded in the first nine months of 2018 as compared to a \$1,500 provision in the first nine months of 2017.
- For the nine months ended September 30, 2018, the Association accrued an estimated patronage receipt of \$12,258 as compared to \$12,055 for the same period in 2017. The increase of \$203 (1.68 percent) is due to the increase in outstanding loan volume. Since this income from the Bank is reasonably estimable and because there is a history of these earnings, management is of the opinion that including this income in quarterly operations provides shareholders with a more accurate forecast of annualized net income.
- Noninterest income for the nine months was up \$2,057 (12.16 percent). The increase in Noninterest income is attributable to (a) an Insurance Fund refund of \$2,329 which is discussed below, (b) a \$203 increase in Patronage related income, (c) an increase of \$67 in Gains on sales of premises and equipment, net, and (d) a \$22 increase in Other noninterest income, partially offset by (e) a decrease of \$211 in Gains on sales of rural home loans, net, (f) a decrease of \$166 in Gains on other transactions, (g) a decrease of \$153 from Loan fees, and (h) a decrease of \$34 from Fees for financially related services.
- During the first quarter of 2018, the Farm Credit System Insurance Corporation (FCSIC), which insures the System's debt obligation, had assets exceeding the secure base amount as defined by the Farm Credit Act. As a result of the excess, FCSIC made certain distributions to the Farm Credit System Banks and certain Associations; MidAtlantic's share was \$1,452 and is recorded as Insurance Fund refund within the Noninterest Income section of the Consolidated Statements of Income. The Farm Credit System Insurance Corporation (FCSIC) also retired the

remaining Financial Assistance Corporation (FAC) outstanding shares; MidAtlantic received \$877 and is recorded as Insurance Fund refund within the Noninterest Income section of the Consolidated Statements of Income.

- Noninterest expense decreased \$772 (2.47 percent) for the first nine months of 2018 as compared to 2017.

The year-to-date decrease for Salaries and employee benefits of \$166 (0.77 percent) includes a decrease of \$802 (12.95 percent) for retirement related expenses and favorable deferred personnel costs of \$107. This was partially offset by a \$743 increase (4.23 percent) for annual salary and incentive compensation increases, and filling several staff positions.

Insurance fund premium expense decreased \$862 (38.01 percent) resulting from the FCSIC premium decrease for 2018, partially offset by increased loan volume.

Occupancy and equipment and Other operating expenses increased \$342 (4.69 percent) from \$7,286 to \$7,628 which includes expense increases in building improvements, purchased services, travel, Farm Credit Administrative (FCA) fees, and other operating expenses, partially offset by a decrease in public and member relations and administrative expenses.

- The \$86 decrease in Losses on other property owned, net, is primarily related to less writedowns and expenses in 2018 as compared to 2017.
- The Association recorded a Provision for income taxes of \$169 and \$197, respectively, for the nine months ended September 30, 2018 and 2017.

## FUNDING SOURCES

The principal source of funds for the Association is the borrowing relationship established with the Bank through a General Financing Agreement (GFA). The GFA utilizes the Association's credit and fiscal performance as criteria for establishing a line of credit on which the Association may draw funds. The Bank advances the funds to the Association in the form of notes payable. The notes payable are segmented into variable rate and fixed rate sectors. The Association utilizes the variable rate note 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, 2018 was \$2,159,060 compared to \$2,121,161 at December 31, 2017. This increase during the period of \$37,899 (1.79 percent) corresponds to the increase in the Association's loan volume, receipt of prior year Bank patronage, current year net cash generated from operating activities and offset by patronage payments to stockholders.

## CAPITAL RESOURCES

Capital serves to support asset growth and provide protection against unexpected credit and interest rate risk and operating losses. Capital is also needed for future growth and investment in new products and services.

The Association Board of Directors establishes, adopts, and maintains a formal written capital adequacy plan to ensure that adequate capital is maintained for continued financial viability, to provide for growth necessary to meet the needs of members/borrowers, and to ensure that all stockholders are treated equitably. There were no material changes to the capital plan for 2018, that would affect minimum stock purchases or would have an effect on the Association's ability to retire stock and distribute earnings.

Members' equity at September 30, 2018 totaled \$634,212, an increase of \$26,851 (4.42 percent) compared to total members' equity of \$607,361 at December 31, 2017. Total Comprehensive income of \$38,351 for the nine months ended September 30, 2018 and net member capital stock/participation certificates issued of \$169, an estimated cash patronage distribution accrual for the first nine months of 2018 totaling \$11,719, and net patronage distribution adjustment and retained earnings retired of \$50 account for the change.

FCA sets minimum regulatory capital requirements for System banks and associations. Capital adequacy is evaluated using a number of regulatory ratios. Effective January 1, 2017, the regulatory capital requirements for System Banks and associations were modified. The new regulations 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. New regulations replaced core surplus and total surplus ratios with common equity tier 1 (CET1) capital, tier 1 capital, and total capital risk-based capital ratios. The new regulations also include a tier 1 leverage ratio and an unallocated retained earnings equivalents (UREE) leverage ratio. The permanent capital ratio (PCR) remains in effect.

Risk-adjusted assets have been defined by FCA Regulations as the Balance Sheet assets and off-balance-sheet commitments adjusted by various percentages, depending on the level of risk inherent in the various types of assets. The primary changes which generally have the effect of increasing risk-adjusted assets (decreasing risk-based regulatory capital ratios) were as follows:

- Inclusion of off-balance-sheet commitments less than 14 months
- Increased risk-weighting of most loans 90 days past due or in nonaccrual status

Calculation of PCR risk-adjusted assets includes the allowance for loan losses as a deduction from risk-adjusted assets. This differs from the other risk-based capital calculations.

The ratios are calculated using six-month average daily balances, in accordance with FCA regulations, as follows:

- The CET1 capital ratio is the sum of statutory minimum purchased borrower stock, other required borrower stock held for a minimum of 7 years, allocated equities held for a minimum of 7 years or not subject to revolvement, unallocated retained earnings, paid-in capital, less certain regulatory required deductions including the amount of investments in other System institutions, divided by average risk-adjusted assets.
- The tier 1 capital ratio is CET1 capital plus non-cumulative perpetual preferred stock, divided by average risk-adjusted assets.
- The total capital ratio is tier 1 capital plus other required borrower stock held for a minimum of 5 years, subordinated debt and limited-life preferred stock greater than 5 years to maturity at issuance subject to certain limitations, allowance

for loan losses and reserve for unfunded commitments under certain limitations less certain investments in other System institutions under the corresponding deduction approach, divided by average risk-adjusted assets.

- The permanent capital ratio is all at-risk borrower stock, any allocated excess stock, unallocated retained earnings, paid-in capital, subordinated debt and preferred stock subject to certain limitations, less certain investments in other System institutions, divided by PCR risk-adjusted assets.
- The tier 1 leverage ratio is tier 1 capital, divided by average assets less regulatory deductions to tier 1 capital.
- The UREE leverage ratio is unallocated retained earnings, paid-in capital, and allocated surplus not subject to revolvement less certain regulatory required deductions including the amount of allocated investments in other System institutions divided by average assets less regulatory deductions to tier 1 capital.

The following sets forth the regulatory capital ratios, which were effective January 1, 2018:

| Ratio                   | Minimum Requirement | Capital Conservation Buffer* | Minimum Requirement with Capital Conservation Buffer | Capital Ratios as of September 30, 2018 |
|-------------------------|---------------------|------------------------------|--|---|
| Risk-adjusted ratios:   |                     |                              |  |   |
| CET1 Capital            | 4.5%                | 1.25%                        | 5.75%  | 19.37%                                  |
| Tier 1 Capital          | 6.0%                | 1.25%                        | 7.25%  | 19.37%                                  |
| Total Capital           | 8.0%                | 1.25%                        | 9.25%  | 21.30%                                  |
| Permanent Capital Ratio | 7.0%                | 0.0%                         | 7.0%   | 20.49%                                  |
| Non-risk-adjusted:      |                     |                              |  |   |
| Tier 1 Leverage Ratio   | 4.0%                | 1.0%                         | 5.0%   | 20.46%                                  |
| UREE Leverage Ratio     | 1.5%                | 0.0%                         | 1.5%   | 19.31%                                  |

\* - The capital conservation buffers have a 3 year phase-in period and will become fully effective January 1, 2020. Risk-adjusted ratio minimums will increase 0.625% each year until fully phased in. There is no phase-in period for the tier 1 leverage ratio.

If the capital ratios fall below the minimum regulatory requirements, including the buffer amounts, capital distributions (equity redemptions, dividends, and patronage) and discretionary senior executive bonuses are restricted or prohibited without prior FCA approval.

## REGULATORY MATTERS

On May 10, 2018, the Farm Credit Administration adopted a final rule that amends the regulations governing investments of System banks and associations. The final rule strengthens eligibility criteria for the investments the banks may purchase and hold. It also implements Section 939A of the Dodd-Frank Act by removing references to and requirements for credit ratings and substitutes the eligibility requirement with other appropriate standards of credit worthiness. In addition, it grants associations greater flexibility regarding the risk management purposes for investments and limits the type and amount of investments that an association may hold. Only securities that are issued by, or are unconditionally guaranteed or insured as to the timely payment of principal and interest by, the U.S. government or its agencies are eligible for association risk management purposes. An association may purchase and hold investments not to exceed 10 percent of its 90-day average daily balance of outstanding loans on the last business day of the quarter. The final rule will become effective January 1, 2019.

## 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 2017 Annual Report to Shareholders for recently issued accounting pronouncements. Additional information is provided in the following table.

The following Accounting Standards Updates (ASUs) were issued by the Financial Accounting Standards Board (FASB) but have not yet been adopted:

| Summary of Guidance   | Adoption and Potential Financial Statement Impact   |
|---|---|
| <b>ASU 2016-13 – Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments</b>   |   |
| <ul style="list-style-type: none"> <li>Replaces multiple existing impairment standards by establishing a single framework for financial assets to reflect management’s estimate of current expected credit losses (CECL) over the complete remaining life of the financial assets.</li> <li>Changes the present incurred loss impairment guidance for loans to a CECL model.</li> <li>The Update also modifies the other-than-temporary impairment model for debt securities to require an allowance for credit impairment instead of a direct write-down, which allows for reversal of credit impairments in future periods based on improvements in credit.</li> <li>Eliminates existing guidance for purchased credit impaired (PCI) loans, and requires recognition of an allowance for expected credit losses on these financial assets.</li> <li>Requires a cumulative-effect adjustment to retained earnings as of the beginning of the reporting period of adoption.</li> <li>Effective for fiscal years beginning after December 15, 2020, and interim periods within those fiscal years. Early application will be permitted for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018.</li> </ul> | <ul style="list-style-type: none"> <li>The Association has begun implementation efforts by establishing a cross-discipline governance structure. The Association is currently identifying key interpretive issues, and assessing existing credit loss forecasting models and processes against the new guidance to determine what modifications may be required.</li> <li>The Association expects that the new guidance will result in an increase in its allowance for credit losses due to several factors, including: <ol style="list-style-type: none"> <li>The allowance related to loans and commitments will most likely increase to cover credit losses over the full remaining expected life of the portfolio, and will consider expected future changes in macroeconomic conditions,</li> <li>An allowance will be established for estimated credit losses on any debt securities,</li> <li>The nonaccretable difference on any PCI loans will be recognized as an allowance, offset by an increase in the carrying value of the related loans.</li> </ol> </li> <li>The extent of the increase is under evaluation, but will depend upon the nature and characteristics of the Association’s portfolio at the adoption date, and the macroeconomic conditions and forecasts at that date.</li> <li>The Association expects to adopt the guidance in first quarter 2021.</li> </ul> |
| <b>ASU 2016-02 – Leases (Topic 842)</b>   |   |
| <ul style="list-style-type: none"> <li>Requires lessees to recognize leases on the balance sheet with lease liabilities and corresponding right-of-use assets based on the present value of lease payments.</li> <li>Lessor accounting activities are largely unchanged from existing lease accounting.</li> <li>The Update also eliminates leveraged lease accounting but allows existing leveraged leases to continue their current accounting until maturity, termination or modification.</li> <li>Also, expands qualitative and quantitative disclosures of leasing arrangements.</li> <li>Requires adoption using a modified cumulative effect approach wherein the guidance is applied to all periods presented. A recent amendment provides an additional (and optional) transition method to adopt the new leases standard. Under this new transition method, an entity initially applies the new leases standard at the adoption date and recognizes a cumulative-effect adjustment to the opening balance of retained earnings in the period of adoption.</li> <li>Effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Early adoption is permitted.</li> </ul>              | <ul style="list-style-type: none"> <li>The practical expedients allow entities to largely account for existing leases consistent with current guidance, except for the incremental balance sheet recognition for lessees.</li> <li>The Association has started its implementation of the Update which has included an initial evaluation of leasing contracts and activities.</li> <li>As a lessee the Association is developing its methodology to estimate the right-of-use assets and lease liabilities, which is based on the present value of lease payments but does not expect a material change to the timing of expense recognition.</li> <li>Given the limited changes to lessor accounting, the Association does not expect material changes to recognition or measurement, but the implementation process and the impact will continue to be evaluated.</li> <li>The Association is evaluating existing disclosures and may need to provide additional information as a result of adopting the Update.</li> <li>The Association expects to adopt the guidance in first quarter 2019 using the optional modified retrospective method and practical expedients for transition.</li> </ul>  |

## Shareholder Investment

Shareholder investment in the Association may be materially affected by the financial condition and results of operations of AgFirst Farm Credit Bank (Bank or AgFirst). Copies of the Bank’s Annual and Quarterly reports are available upon request free of charge by calling 1-800-845-1745, ext. 2832, or writing Susanne Caughman, AgFirst Farm Credit Bank, P. O. Box 1499, Columbia, SC 29202. Information concerning AgFirst Farm Credit Bank can also be obtained by going to AgFirst’s web site at [www.agfirst.com](http://www.agfirst.com). The Bank prepares an electronic version of the Annual Report, which is available on the website, within 75 days after the end of the fiscal year.

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The Bank prepares an electronic version of the Quarterly report within 40 days after the end of each fiscal quarter, except that no report needs to be prepared for the fiscal quarter that coincides with the end of the fiscal year of the Bank.

**Whistleblower**

Reports of suspected or actual wrongdoing involving the Association, its employees and/or Directors, can be made anonymously and confidentially through the Association's Whistleblower Hotline (SpeakUp) at 1-844-321-9164 or *[speakupMAFC.ethix360.com](http://speakupMAFC.ethix360.com)*.



# MidAtlantic Farm Credit, ACA

## Consolidated Balance Sheets

| <i>(dollars in thousands)</i>                        | September 30,<br>2018<br><i>(unaudited)</i> | December 31,<br>2017<br><i>(audited)</i> |
|--|---|--|
| <b>Assets</b>  |   |  |
| Cash   | \$ 1,043                                    | \$ 4,690                                 |
| Loans  | 2,774,406                                   | 2,717,226                                |
| Allowance for loan losses                            | (28,991)                                    | (25,949)                                 |
| Net loans  | 2,745,415                                   | 2,691,277                                |
| Loans held for sale                                  | 804   | —  |
| Accrued interest receivable                          | 21,790                                      | 15,267                                   |
| Equity investments in other Farm Credit institutions | 31,250                                      | 31,277                                   |
| Premises and equipment, net                          | 16,934                                      | 15,026                                   |
| Other property owned                                 | 488   | 240                                      |
| Accounts receivable                                  | 13,670                                      | 36,913                                   |
| Other assets   | 2,977                                       | 2,804                                    |
| Total assets   | <b>\$ 2,834,371</b>                         | <b>\$ 2,797,494</b>                      |
| <b>Liabilities</b>                                   |   |  |
| Notes payable to AgFirst Farm Credit Bank            | \$ 2,159,060                                | \$ 2,121,161                             |
| Accrued interest payable                             | 5,676                                       | 5,018                                    |
| Patronage refunds payable                            | 11,834                                      | 28,030                                   |
| Accounts payable                                     | 3,827                                       | 4,170                                    |
| Other liabilities                                    | 19,762                                      | 31,754                                   |
| Total liabilities                                    | <b>2,200,159</b>                            | <b>2,190,133</b>                         |
| Commitments and contingencies (Note 8)               |   |  |
| <b>Members' Equity</b>                               |   |  |
| Capital stock and participation certificates         | 10,719                                      | 10,550                                   |
| Retained earnings                                    |   |  |
| Allocated  | 365,335                                     | 365,603                                  |
| Unallocated  | 258,475                                     | 231,530                                  |
| Accumulated other comprehensive income (loss)        | (317)                                       | (322)                                    |
| Total members' equity                                | <b>634,212</b>                              | <b>607,361</b>                           |
| Total liabilities and members' equity                | <b>\$ 2,834,371</b>                         | <b>\$ 2,797,494</b>                      |

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

# MidAtlantic Farm Credit, ACA

## Consolidated Statements of Income

(unaudited)

| <i>(dollars in thousands)</i>                          | For the three months<br>ended September 30, |           | For the nine months<br>ended September 30, |           |
|--|---|-----------|--|-----------|
|  | 2018  | 2017      | 2018                                       | 2017      |
| <b>Interest Income</b>                                 |   |           |  |           |
| Loans  | \$ 34,713                                   | \$ 32,208 | \$ 101,250                                 | \$ 94,082 |
| <b>Interest Expense</b>                                |   |           |  |           |
| Notes payable to AgFirst Farm Credit Bank              | 16,886                                      | 14,771    | 48,144                                     | 42,105    |
| Other  | —   | —         | 36   | —         |
| Total interest expense                                 | 16,886                                      | 14,771    | 48,180                                     | 42,105    |
| Net interest income                                    | 17,827                                      | 17,437    | 53,070                                     | 51,977    |
| Provision for loan losses                              | 1,000                                       | 500       | 3,000                                      | 1,500     |
| Net interest income after provision for loan losses    | 16,827                                      | 16,937    | 50,070                                     | 50,477    |
| <b>Noninterest Income</b>                              |   |           |  |           |
| Loan fees  | 346   | 320       | 825  | 978       |
| Fees for financially related services                  | 1,236                                       | 1,303     | 2,432                                      | 2,466     |
| Patronage refunds from other Farm Credit institutions  | 4,158                                       | 4,084     | 12,258                                     | 12,055    |
| Gains (losses) on sales of rural home loans, net       | 285   | 382       | 772  | 983       |
| Gains (losses) on sales of premises and equipment, net | 40  | 13        | 112  | 45        |
| Gains (losses) on other transactions                   | 55  | 59        | 65   | 231       |
| Insurance Fund refund                                  | —   | —         | 2,329                                      | —         |
| Other noninterest income                               | 62  | 56        | 182  | 160       |
| Total noninterest income                               | 6,182                                       | 6,217     | 18,975                                     | 16,918    |
| <b>Noninterest Expense</b>                             |   |           |  |           |
| Salaries and employee benefits                         | 7,051                                       | 7,348     | 21,405                                     | 21,571    |
| Occupancy and equipment                                | 628   | 507       | 1,684                                      | 1,553     |
| Insurance Fund premiums                                | 475   | 779       | 1,406                                      | 2,268     |
| (Gains) losses on other property owned, net            | 49  | 144       | 91   | 177       |
| Other operating expenses                               | 2,072                                       | 1,945     | 5,944                                      | 5,733     |
| Total noninterest expense                              | 10,275                                      | 10,723    | 30,530                                     | 31,302    |
| Income before income taxes                             | 12,734                                      | 12,431    | 38,515                                     | 36,093    |
| Provision for income taxes                             | 29  | 32        | 169  | 197       |
| Net income   | \$ 12,705                                   | \$ 12,399 | \$ 38,346                                  | \$ 35,896 |

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

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**MidAtlantic Farm Credit, ACA**  
**Consolidated Statements of**  
**Comprehensive Income**

*(unaudited)*

| <i>(dollars in thousands)</i>                | <b>For the three months<br/>ended September 30,</b> |             | <b>For the nine months<br/>ended September 30,</b> |             |
|--|---|-------------|--|-------------|
|  | <b>2018</b>   | <b>2017</b> | <b>2018</b>  | <b>2017</b> |
| Net income                                   | \$ 12,705   | \$ 12,399   | \$ 38,346  | \$ 35,896   |
| <b>Other comprehensive income net of tax</b> |   |             |  |             |
| Employee benefit plans adjustments           | 2   | 10          | 5  | 31          |
| Comprehensive income                         | \$ 12,707   | \$ 12,409   | \$ 38,351  | \$ 35,927   |

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

**MidAtlantic Farm Credit, ACA**  
**Consolidated Statements of Changes in**  
**Members' Equity**

*(unaudited)*

| <i>(dollars in thousands)</i>   | Capital<br>Stock and<br>Participation<br>Certificates | Retained Earnings |                   | Accumulated<br>Other<br>Comprehensive<br>Income (Loss) | Total<br>Members'<br>Equity |
|---|---|-------------------|-------------------|--|-----------------------------|
|   |   | Allocated         | Unallocated       |  |                             |
| Balance at December 31, 2016  | \$ 10,264   | \$ 332,358        | \$ 226,148        | \$ (240)   | \$ 568,530                  |
| Comprehensive income  |   |                   | 35,896            | 31   | 35,927                      |
| Capital stock/participation<br>certificates issued/(retired), net         | 223   |                   |                   |  | 223                         |
| Patronage distribution  |   |                   |                   |  |                             |
| Cash  |   |                   | (9,375)           |  | (9,375)                     |
| Retained earnings retired   |   | (40)              |                   |  | (40)                        |
| Patronage distribution adjustment   |   | 294               | (387)             |  | (93)                        |
| Balance at September 30, 2017   | \$ 10,487   | \$ 332,612        | \$ 252,282        | \$ (209)   | \$ 595,172                  |
| <b>Balance at December 31, 2017</b>                                       | <b>\$ 10,550</b>                                      | <b>\$ 365,603</b> | <b>\$ 231,530</b> | <b>\$ (322)</b>  | <b>\$ 607,361</b>           |
| <b>Comprehensive income</b>   |   |                   | <b>38,346</b>     | <b>5</b>   | <b>38,351</b>               |
| <b>Capital stock/participation<br/>certificates issued/(retired), net</b> | <b>169</b>  |                   |                   |  | <b>169</b>                  |
| <b>Patronage distribution</b>   |   |                   |                   |  |                             |
| <b>Cash</b>   |   |                   | <b>(11,719)</b>   |  | <b>(11,719)</b>             |
| <b>Retained earnings retired</b>  |   | <b>(33)</b>       |                   |  | <b>(33)</b>                 |
| <b>Patronage distribution adjustment</b>                                  |   | <b>(235)</b>      | <b>318</b>        |  | <b>83</b>                   |
| <b>Balance at September 30, 2018</b>                                      | <b>\$ 10,719</b>                                      | <b>\$ 365,335</b> | <b>\$ 258,475</b> | <b>\$ (317)</b>  | <b>\$ 634,212</b>           |

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

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*MidAtlantic Farm Credit, ACA*

# 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 MidAtlantic Farm Credit, ACA and its Production Credit Association (PCA) and Federal Land Credit Association (FLCA) subsidiaries (collectively, 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, 2017, are contained in the 2017 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 statement of results for the periods presented. These adjustments are of a normal recurring nature, unless otherwise disclosed.

Certain amounts in the prior period's consolidated financial statements 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 those to be expected for a full year.

### *Significant Accounting Policies*

The Association's accounting and reporting policies conform with U.S. generally accepted accounting principles (GAAP) and practices in the financial services industry. To prepare the financial statements in conformity with GAAP, management must make estimates based on assumptions about future economic and market conditions (for example, unemployment, market liquidity, real estate prices, etc.) that affect the reported amounts of assets and liabilities at the date of the financial statements, income and expenses during the reporting period, and the related disclosures. Although these estimates contemplate current conditions and expectations of change in the future, it is reasonably possible that actual conditions may be different than anticipated, which could materially affect results of operations and financial condition.

Management has made significant estimates in several areas, including loans and allowance for loan losses (Note 2, *Loans and Allowance for Loan Losses*), investment securities and

other-than-temporary impairment (Note 3, *Investments*), and financial instruments (Note 6, *Fair Value Measurement*). Actual results could differ from those estimates.

For further details of significant accounting policies, see Note 2, *Summary of Significant Accounting Policies*, from the latest Annual Report.

### *Accounting Standards Updates (ASUs) Issued During the Period*

The following ASUs were issued by the Financial Accounting Standards Board (FASB) since the most recent year end:

- In August 2018, the FASB issued ASU 2018-15 Intangibles—Goodwill and Other—Internal-Use Software (Subtopic 350-40): Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract. The amendments align the requirements for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software (and hosting arrangements that include an internal-use software license). The accounting for the service element of a hosting arrangement that is a service contract is not affected by the amendments in this Update. The guidance is effective for public business entities for fiscal years beginning after December 15, 2019, and interim periods within those fiscal years. Early adoption is permitted, including adoption in any interim period, for all entities. The amendments should be applied either retrospectively or prospectively to all implementation costs incurred after the date of adoption.
- In August 2018, the FASB issued ASU 2018-13 Disclosure Framework—Changes to the Disclosure Requirements for Fair Value Measurement. The amendments are part of the FASB's disclosure framework project. The project's objective and primary focus are to improve the effectiveness of disclosures in the notes to financial statements by facilitating clear communication of the information required by GAAP that is most important to users of each entity's financial statements. The amendments remove, modify or add certain disclosures contained in the financial statement footnotes related to fair value. Additionally, the guidance is intended to promote the appropriate exercise of discretion by entities when considering fair value measurement disclosures and to clarify that materiality is an appropriate consideration of

entities and their auditors when evaluating disclosure requirements. The amendments are effective for all entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019. Certain amendments should be applied prospectively for only the most recent interim or annual period presented in the initial fiscal year of adoption. All other amendments should be applied retrospectively to all periods presented upon their effective date. Entities may early adopt the provisions in whole upon issuance or may early adopt any removed or modified disclosures upon issuance and delay adoption of the additional disclosures until their effective date.

- In July 2018, the FASB issued ASU 2018-11 Leases (Topic 842): Targeted Improvements. The amendments are intended to reduce costs and ease implementation of the leases standard for financial statement preparers. It addresses certain areas identified as possible sources of unnecessary cost or complexity in the standard. Specifically, the amendments provide an option to apply the transition provisions of the new standard at its adoption date instead of at the earliest comparative period presented in its financial statements and a practical expedient that permits lessors to not separate nonlease components from the associated lease component if certain conditions are met. For entities that have not adopted Topic 842 before the issuance of this Update, the effective date and transition requirements for the amendments related to separating components of a contract are the same as the effective date and transition requirements in ASU 2016-02.
- In July 2018, the FASB issued ASU 2018-10 Codification Improvements to Topic 842, Leases. The amendments affect narrow aspects of the guidance issued in ASU 2016-02. Specifically, the Update corrects, clarifies or changes inconsistent language to improve application of the guidance in ASU 2016-02. For entities that have not adopted Topic 842, the effective date and transition requirements will be the same as the effective date and transition requirements in ASU 2016-02.
- In July 2018, the FASB issued ASU 2018-09 Codification Improvements. The amendments affect a wide variety of Topics in the Codification. They apply to all reporting entities within the scope of the affected accounting guidance. The Board has an ongoing project on its agenda about improvements to clarify the Codification or to correct unintended application of guidance. Those items generally are not expected to have a significant effect on current accounting practice. The transition and effective date guidance is based on the facts and circumstances of each amendment.
- In February 2018, the FASB issued ASU 2018-03 Technical Corrections and Improvements to Financial Instruments—Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities. The amendments in this Update include items brought to

the Board's attention by stakeholders. The amendments clarify certain aspects of the guidance issued in Update 2016-01. The amendments are effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years beginning after June 15, 2018. All entities may early adopt these amendments for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years, as long as they have adopted Update 2016-01.

- In February 2018, the FASB issued ASU 2018-02 Income Statement—Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income. The guidance allows a reclassification from accumulated other comprehensive income to retained earnings for stranded tax effects resulting from the Tax Cuts and Jobs Act. The amendments eliminate the stranded tax effects resulting from the Tax Cuts and Jobs Act and are intended to improve the usefulness of information reported to financial statement users. However, because the amendments only relate to the reclassification of the income tax effects of the Tax Cuts and Jobs Act, the underlying guidance that requires that the effect of a change in tax laws or rates be included in income from continuing operations is not affected. The Update also requires certain disclosures about stranded tax effects. The guidance is effective for all entities for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years. Early adoption is permitted.

#### *ASUs Pending Effective Date*

For a detailed description of the ASUs below, see the latest Annual Report.

Potential effects of ASUs issued in previous periods:

- In March 2017, the FASB issued ASU 2017-08 Receivables—Nonrefundable Fees and Other Costs (Subtopic 310-20): Premium Amortization on Purchased Callable Debt Securities. The guidance relates to certain callable debt securities and shortens the amortization period for any premium to the earliest call date. The Update will be effective for interim and annual periods beginning after December 15, 2018 for public business entities. Early adoption is permitted. The Association is in the process of evaluating what effects the guidance may have on the statements of financial condition and results of operations.
- In June 2016, the FASB issued ASU 2016-13 Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments. This Update is intended to improve financial reporting by requiring timelier recording of credit losses on financial instruments. It requires an organization to measure all expected credit losses for financial assets held at the reporting date. Financial institutions and other organizations will use

forward-looking information to better estimate their credit losses. Additionally, the ASU amends the accounting for credit losses on available-for-sale debt securities and purchased financial assets with credit deterioration. For public companies that are not SEC filers, it will take effect for fiscal years beginning after December 15, 2020, and interim periods within those fiscal years. Early application will be permitted for all organizations for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. The Association is in the process of evaluating what effects the guidance may have on the statements of financial condition and results of operations.

- In February 2016, the FASB issued ASU 2016-02 Leases (Topic 842). This Update, and subsequent clarifying guidance issued, requires organizations that lease assets to recognize on the balance sheet the assets and liabilities for the rights and obligations created by those leases. Leases will be classified as either finance leases or operating leases. This distinction will be relevant for the pattern of expense recognition in the income statement. The amendments will be effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years for public business entities. Early adoption is permitted. The Association is in the process of evaluating what effects the guidance may have on the statements of financial condition and results of operations.

#### ***Accounting Standards Effective During the Period***

There were no changes in the accounting principles applied from the latest Annual Report, other than any discussed below.

No recently adopted accounting guidance issued by the FASB had a significant effect on the current period reporting. See the most recent Annual Report for a detailed description of each of the standards below:

- In March 2017, the FASB issued ASU 2017-07 Compensation—Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost related to the income statement presentation of the components of net periodic benefit cost for an entity’s sponsored defined benefit pension and other postretirement plans. The amendments were effective January 1, 2018 for the Association. Adoption in 2018 did not have a material effect on the Association’s financial statements, but did require reclassification of service costs to Other Operating Expenses.
- In February 2017, the FASB issued ASU 2017-05 Other Income—Gains and Losses from the Derecognition of Nonfinancial Assets (Subtopic 610-20): Clarifying the Scope of Asset Derecognition Guidance and Accounting for Partial Sales of Nonfinancial Assets. The Update clarifies whether certain transactions are within the scope of the guidance on derecognition and the accounting for partial sales of nonfinancial assets, and defines the term in

substance nonfinancial asset. The amendments conform the derecognition guidance on nonfinancial assets with the model for transactions in the new revenue standard. The amendments were effective January 1, 2018 for the Association. Adoption in 2018 had no impact on the statements of financial condition and results of operations of the Association.

- In January 2017, the FASB issued ASU 2017-01 Business Combinations (Topic 805): Clarifying the Definition of a Business. The amendments provide a more robust framework to use in determining when a set of assets and activities is a business. They also support more consistency in applying the guidance, reduce the costs of application, and make the definition of a business more operable. The ASU was effective January 1, 2018 for the Association. The amendments were applied prospectively. Adoption of the guidance in 2018 had no impact on the statements of financial condition and results of operations.
- In January 2016, the FASB issued ASU 2016-01 Financial Instruments—Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities. The Update was intended to improve the recognition and measurement of financial instruments. The new guidance makes targeted improvements to existing GAAP.

#### **Transition Information**

- The Association identified investment securities affected by this Update and adopted the guidance on January 1, 2018.
- The amendments related to equity securities without readily determinable fair values were applied prospectively to equity investments that existed as of the date of adoption.
- Application of the amendments did not require a cumulative effect adjustment.
- Adoption did not have an impact on the Association's financial condition or results of operations.
- The new standard did result in changes to certain disclosures.
- In May 2014, the FASB issued ASU 2014-09 Revenue from Contracts with Customers (Topic 606). This guidance changed the recognition of revenue from contracts with customers. The core principle of the guidance is that an entity should recognize revenue to reflect the transfer of goods and services to customers in an amount equal to the consideration the entity receives or expects to receive. The guidance also included expanded disclosure requirements that result in an entity providing users of financial statements with comprehensive information about the nature, amount, timing, and uncertainty of revenue and cash flows arising from the entity’s contracts with customers. Based on input received from stakeholders, the FASB issued several additional Updates that generally

provided clarifying guidance where there was the potential for diversity in practice, or address the cost and complexity of applying Topic 606.

#### Transition Information

- The Association identified ancillary revenues affected by this Update and adopted the guidance on January 1, 2018.
- The amendments were applied using the modified retrospective approach.
- The Association elected to only apply the guidance to contracts that were not completed at the date of initial application.
- Subtopics 610-20 on gains and losses from the derecognition of nonfinancial assets, and 340-40 on other assets and deferred costs-contracts with customers were adopted using the same transition options.
- Adoption did not have an impact on the Association's financial condition or results of operations.
- The new standard did result in enhanced disclosures about revenue (see Note 9, *Revenue from Contracts with Customers*).

#### **Note 2 — Loans and Allowance for Loan Losses**

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. See Note 3, *Loans and Allowance for Loan Losses*, from the latest Annual Report for further discussion.

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, 2018 | December 31, 2017 |
|----------------------------------|--------------------|-------------------|
| Real estate mortgage             | \$ 1,707,705       | \$ 1,660,982      |
| Production and intermediate-term | 808,095            | 808,479           |
| Loans to cooperatives            | 25,741             | 25,598            |
| Processing and marketing         | 71,243             | 54,996            |
| Farm-related business            | 63,438             | 66,050            |
| Communication                    | 52,759             | 56,951            |
| Power and water/waste disposal   | 3,784              | 4,162             |
| Rural residential real estate    | 41,641             | 40,008            |
| Total loans                      | \$ 2,774,406       | \$ 2,717,226      |

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 the principal balance of participation loans at periods ended:

|                                  | September 30, 2018          |                        |                             |                        |                             |                        |                             |                        |
|----------------------------------|-----------------------------|------------------------|-----------------------------|------------------------|-----------------------------|------------------------|-----------------------------|------------------------|
|                                  | Within AgFirst District     |                        | Within Farm Credit System   |                        | Outside Farm Credit System  |                        | Total                       |                        |
|                                  | Participations<br>Purchased | Participations<br>Sold | Participations<br>Purchased | Participations<br>Sold | Participations<br>Purchased | Participations<br>Sold | Participations<br>Purchased | Participations<br>Sold |
| Real estate mortgage             | \$ 29,405                   | \$ —                   | \$ —                        | \$ —                   | \$ —                        | \$ —                   | \$ 29,405                   | \$ —                   |
| Production and intermediate-term | 47,496                      | 38,448                 | 10,708                      | 4,395                  | —                           | —                      | 58,204                      | 42,843                 |
| Loans to cooperatives            | 4,920                       | —                      | 20,848                      | —                      | —                           | —                      | 25,768                      | —                      |
| Processing and marketing         | 23,716                      | 22,086                 | 3,524                       | —                      | —                           | —                      | 27,240                      | 22,086                 |
| Farm-related business            | 1,069                       | —                      | 23,040                      | —                      | —                           | —                      | 24,109                      | —                      |
| Communication                    | 16,190                      | —                      | 36,657                      | —                      | —                           | —                      | 52,847                      | —                      |
| Power and water/waste disposal   | —                           | —                      | 3,793                       | —                      | —                           | —                      | 3,793                       | —                      |
| Total                            | \$ 122,796                  | \$ 60,534              | \$ 98,570                   | \$ 4,395               | \$ —                        | \$ —                   | \$ 221,366                  | \$ 64,929              |



December 31, 2017

|                                  | 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             | \$ 18,971                | \$ -                | \$ -                      | \$ -                | \$ -                       | \$ -                | \$ 18,971                | \$ -                |
| Production and intermediate-term | 59,548                   | 39,963              | 10,876                    | 4,172               | -                          | -                   | 70,424                   | 44,135              |
| Loans to cooperatives            | 8,925                    | -                   | 16,708                    | -                   | -                          | -                   | 25,633                   | -                   |
| Processing and marketing         | 22,984                   | 18,746              | 7,245                     | -                   | -                          | -                   | 30,229                   | 18,746              |
| Farm-related business            | 713                      | -                   | 23,052                    | -                   | -                          | -                   | 23,765                   | -                   |
| Communication                    | 17,498                   | -                   | 39,571                    | -                   | -                          | -                   | 57,069                   | -                   |
| Power and water/waste disposal   | -                        | -                   | 4,175                     | -                   | -                          | -                   | 4,175                    | -                   |
| Total                            | \$ 128,639               | \$ 58,709           | \$ 101,627                | \$ 4,172            | \$ -                       | \$ -                | \$ 230,266               | \$ 62,881           |

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

|                                  | September 30, 2018   |                       |                   |              |
|----------------------------------|----------------------|-----------------------|-------------------|--------------|
|                                  | Due Less Than 1 Year | Due 1 Through 5 Years | Due After 5 Years | Total        |
| Real estate mortgage             | \$ 68,479            | \$ 539,973            | \$ 1,099,253      | \$ 1,707,705 |
| Production and intermediate-term | 181,244              | 401,641               | 225,210           | 808,095      |
| Loans to cooperatives            | 290                  | 22,453                | 2,998             | 25,741       |
| Processing and marketing         | 574                  | 62,044                | 8,625             | 71,243       |
| Farm-related business            | 4,786                | 39,819                | 18,833            | 63,438       |
| Communication                    | 5,850                | 46,909                | -                 | 52,759       |
| Power and water/waste disposal   | -                    | 2,274                 | 1,510             | 3,784        |
| Rural residential real estate    | 3,304                | 4,712                 | 33,625            | 41,641       |
| Total loans                      | \$ 264,527           | \$ 1,119,825          | \$ 1,390,054      | \$ 2,774,406 |
| Percentage                       | 9.54%                | 40.36%                | 50.10%            | 100.00%      |

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.

The following table shows the recorded investment of loans, classified under the FCA Uniform Loan Classification System, as a percentage of the recorded investment of total loans by loan type as of:

|  | September 30, 2018 | December 31, 2017 |  | September 30, 2018 | December 31, 2017 |
|--|--------------------|-------------------|--|--------------------|-------------------|
| <b>Real estate mortgage:</b>             |                    |                   | <b>Communication:</b>                  |                    |                   |
| Acceptable                               | 93.40%             | 94.60%            | Acceptable                             | 100.00%            | 100.00%           |
| OAEM                                     | 3.88               | 3.32              | OAEM                                   | 0.00               | 0.00              |
| Substandard/doubtful/loss                | 2.72               | 2.08              | Substandard/doubtful/loss              | 0.00               | 0.00              |
|  | 100.00%            | 100.00%           |  | 100.00%            | 100.00%           |
| <b>Production and intermediate-term:</b> |                    |                   | <b>Power and water/waste disposal:</b> |                    |                   |
| Acceptable                               | 92.16%             | 93.28%            | Acceptable                             | 100.00%            | 100.00%           |
| OAEM                                     | 4.34               | 4.86              | OAEM                                   | 0.00               | 0.00              |
| Substandard/doubtful/loss                | 3.50               | 1.86              | Substandard/doubtful/loss              | 0.00               | 0.00              |
|  | 100.00%            | 100.00%           |  | 100.00%            | 100.00%           |
| <b>Loans to cooperatives:</b>            |                    |                   | <b>Rural residential real estate:</b>  |                    |                   |
| Acceptable                               | 100.00%            | 100.00%           | Acceptable                             | 93.47%             | 93.13%            |
| OAEM                                     | 0.00               | 0.00              | OAEM                                   | 3.19               | 3.21              |
| Substandard/doubtful/loss                | 0.00               | 0.00              | Substandard/doubtful/loss              | 3.34               | 3.66              |
|  | 100.00%            | 100.00%           |  | 100.00%            | 100.00%           |
| <b>Processing and marketing:</b>         |                    |                   | <b>Total loans:</b>                    |                    |                   |
| Acceptable                               | 100.00%            | 100.00%           | Acceptable                             | 93.48%             | 94.53%            |
| OAEM                                     | 0.00               | 0.00              | OAEM                                   | 3.75               | 3.59              |
| Substandard/doubtful/loss                | 0.00               | 0.00              | Substandard/doubtful/loss              | 2.77               | 1.88              |
|  | 100.00%            | 100.00%           |  | 100.00%            | 100.00%           |
| <b>Farm-related business:</b>            |                    |                   |  |                    |                   |
| Acceptable                               | 96.70%             | 97.32%            |  |                    |                   |
| OAEM                                     | 2.41               | 2.55              |  |                    |                   |
| Substandard/doubtful/loss                | 0.89               | 0.13              |  |                    |                   |
|  | 100.00%            | 100.00%           |  |                    |                   |

The following tables provide an aging analysis of the recorded investment of past due loans as of:

| <b>September 30, 2018</b>        |  |                                     |                           |   |                     |
|----------------------------------|--|-------------------------------------|---------------------------|---|---------------------|
|                                  | <b>30 Through<br/>89 Days Past<br/>Due</b> | <b>90 Days or More<br/>Past Due</b> | <b>Total Past<br/>Due</b> | <b>Not Past Due or<br/>Less Than 30<br/>Days Past Due</b> | <b>Total Loans</b>  |
| Real estate mortgage             | \$ 12,163                                  | \$ 13,396                           | \$ 25,559                 | \$ 1,695,965  | \$ 1,721,524        |
| Production and intermediate-term | 4,537                                      | 6,466                               | 11,003                    | 804,237   | 815,240             |
| Loans to cooperatives            | -  | -                                   | -                         | 25,838  | 25,838              |
| Processing and marketing         | -  | -                                   | -                         | 71,462  | 71,462              |
| Farm-related business            | 881  | 52                                  | 933                       | 62,776  | 63,709              |
| Communication                    | -  | -                                   | -                         | 52,782  | 52,782              |
| Power and water/waste disposal   | -  | -                                   | -                         | 3,813   | 3,813               |
| Rural residential real estate    | 696  | 280                                 | 976                       | 40,852  | 41,828              |
| Total                            | <u>\$ 18,277</u>                           | <u>\$ 20,194</u>                    | <u>\$ 38,471</u>          | <u>\$ 2,757,725</u>                                       | <u>\$ 2,796,196</u> |

| <b>December 31, 2017</b>         |  |                                     |                       |   |                     |
|----------------------------------|--|-------------------------------------|-----------------------|---|---------------------|
|                                  | <b>30 Through<br/>89 Days Past<br/>Due</b> | <b>90 Days or More<br/>Past Due</b> | <b>Total Past Due</b> | <b>Not Past Due or<br/>Less Than 30<br/>Days Past Due</b> | <b>Total Loans</b>  |
| Real estate mortgage             | \$ 5,073                                   | \$ 8,733                            | \$ 13,806             | \$ 1,656,984  | \$ 1,670,790        |
| Production and intermediate-term | 4,123                                      | 5,248                               | 9,371                 | 803,909   | 813,280             |
| Loans to cooperatives            | -  | -                                   | -                     | 25,684  | 25,684              |
| Processing and marketing         | -  | -                                   | -                     | 55,113  | 55,113              |
| Farm-related business            | -  | 52                                  | 52                    | 66,225  | 66,277              |
| Communication                    | -  | -                                   | -                     | 57,024  | 57,024              |
| Power and water/waste disposal   | -  | -                                   | -                     | 4,195   | 4,195               |
| Rural residential real estate    | 550  | 274                                 | 824                   | 39,306  | 40,130              |
| Total                            | <u>\$ 9,746</u>                            | <u>\$ 14,307</u>                    | <u>\$ 24,053</u>      | <u>\$ 2,708,440</u>                                       | <u>\$ 2,732,493</u> |

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

|   | <b>September 30, 2018</b> | <b>December 31, 2017</b> |
|---|---------------------------|--------------------------|
| <b>Nonaccrual loans:</b>  |                           |                          |
| Real estate mortgage  | \$ 23,485                 | \$ 14,750                |
| Production and intermediate-term  | 17,505                    | 7,008                    |
| Farm-related business   | 78                        | 85                       |
| Rural residential real estate   | 917                       | 979                      |
| Total   | <u>\$ 41,985</u>          | <u>\$ 22,822</u>         |
| <b>Accruing restructured loans:</b>   |                           |                          |
| Real estate mortgage  | \$ 15,766                 | \$ 13,090                |
| Production and intermediate-term  | 7,309                     | 6,709                    |
| Rural residential real estate   | 188                       | 196                      |
| Total   | <u>\$ 23,263</u>          | <u>\$ 19,995</u>         |
| <b>Accruing loans 90 days or more past due:</b>                                 |                           |                          |
| Real estate mortgage  | \$ 236                    | \$ -                     |
| Production and intermediate-term  | 129                       | -                        |
| Total   | <u>\$ 365</u>             | <u>\$ -</u>              |
| Total nonperforming loans   | \$ 65,613                 | \$ 42,817                |
| Other property owned  | 488                       | 240                      |
| Total nonperforming assets  | <u>\$ 66,101</u>          | <u>\$ 43,057</u>         |
| Nonaccrual loans as a percentage of total loans                                 | 1.51%                     | 0.84%                    |
| Nonperforming assets as a percentage of total loans<br>and other property owned | 2.38%                     | 1.58%                    |
| Nonperforming assets as a percentage of capital                                 | <u>10.42%</u>             | <u>7.09%</u>             |

The following table presents information related to the recorded investment of impaired loans 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.

|                                      | September 30, 2018 | December 31, 2017 |
|--------------------------------------|--------------------|-------------------|
| <b>Impaired nonaccrual loans:</b>    |                    |                   |
| Current as to principal and interest | \$ 19,870          | \$ 7,670          |
| Past due                             | 22,115             | 15,152            |
| Total                                | <u>\$ 41,985</u>   | <u>\$ 22,822</u>  |
| <b>Impaired accrual loans:</b>       |                    |                   |
| Restructured                         | \$ 23,263          | \$ 19,995         |
| 90 days or more past due             | 365                | -                 |
| Total                                | <u>\$ 23,628</u>   | <u>\$ 19,995</u>  |
| Total impaired loans                 | <u>\$ 65,613</u>   | <u>\$ 42,817</u>  |
| Additional commitments to lend       | <u>\$ 854</u>      | <u>\$ 22</u>      |

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

| Impaired loans:                                     | September 30, 2018     |                                |                      | Three Months Ended<br>September 30, 2018 |  | Nine Months Ended<br>September 30, 2018 |  |
|---|------------------------|--------------------------------|----------------------|--|--|---|--|
|   | Recorded<br>Investment | Unpaid<br>Principal<br>Balance | Related<br>Allowance | Average<br>Impaired<br>Loans             | Interest Income<br>Recognized on<br>Impaired Loans | Average<br>Impaired<br>Loans            | Interest Income<br>Recognized on<br>Impaired Loans |
| <b>With a related allowance for credit losses:</b>  |                        |                                |                      |  |  |   |  |
| Real estate mortgage                                | \$ 6,489               | \$ 7,717                       | \$ 1,166             | \$ 5,417                                 | \$ 22  | \$ 4,842                                | \$ 35  |
| Production and intermediate-term                    | 14,585                 | 15,265                         | 8,921                | 12,175                                   | 48   | 10,882                                  | 79   |
| Farm-related business                               | 78                     | 93                             | 16                   | 65                                       | -  | 58                                      | -  |
| Rural residential real estate                       | 810                    | 928                            | 199                  | 676                                      | 3  | 604                                     | 4  |
| Total   | <u>\$ 21,962</u>       | <u>\$ 24,003</u>               | <u>\$ 10,302</u>     | <u>\$ 18,333</u>                         | <u>\$ 73</u>                                       | <u>\$ 16,386</u>                        | <u>\$ 118</u>                                      |
| <b>With no related allowance for credit losses:</b> |                        |                                |                      |  |  |   |  |
| Real estate mortgage                                | \$ 32,998              | \$ 35,611                      | \$ -                 | \$ 27,545                                | \$ 109   | \$ 24,619                               | \$ 177   |
| Production and intermediate-term                    | 10,358                 | 13,004                         | -                    | 8,647                                    | 35   | 7,729                                   | 55   |
| Farm-related business                               | -                      | -                              | -                    | -  | -  | -                                       | -  |
| Rural residential real estate                       | 295                    | 427                            | -                    | 246                                      | 1  | 220                                     | 2  |
| Total   | <u>\$ 43,651</u>       | <u>\$ 49,042</u>               | <u>\$ -</u>          | <u>\$ 36,438</u>                         | <u>\$ 145</u>                                      | <u>\$ 32,568</u>                        | <u>\$ 234</u>                                      |
| <b>Total:</b>                                       |                        |                                |                      |  |  |   |  |
| Real estate mortgage                                | \$ 39,487              | \$ 43,328                      | \$ 1,166             | \$ 32,962                                | \$ 131   | \$ 29,461                               | \$ 212   |
| Production and intermediate-term                    | 24,943                 | 28,269                         | 8,921                | 20,822                                   | 83   | 18,611                                  | 134  |
| Farm-related business                               | 78                     | 93                             | 16                   | 65                                       | -  | 58                                      | -  |
| Rural residential real estate                       | 1,105                  | 1,355                          | 199                  | 922                                      | 4  | 824                                     | 6  |
| Total   | <u>\$ 65,613</u>       | <u>\$ 73,045</u>               | <u>\$ 10,302</u>     | <u>\$ 54,771</u>                         | <u>\$ 218</u>                                      | <u>\$ 48,954</u>                        | <u>\$ 352</u>                                      |

| Impaired loans:                                     | December 31, 2017      |                                |                      | Year Ended December 31, 2017 |  |
|---|------------------------|--------------------------------|----------------------|------------------------------|--|
|   | Recorded<br>Investment | Unpaid<br>Principal<br>Balance | Related<br>Allowance | Average<br>Impaired<br>Loans | Interest Income<br>Recognized on<br>Impaired Loans |
| <b>With a related allowance for credit losses:</b>  |                        |                                |                      |                              |  |
| Real estate mortgage                                | \$ 7,623               | \$ 9,332                       | \$ 1,142             | \$ 6,482                     | \$ 197   |
| Production and intermediate-term                    | 4,179                  | 5,002                          | 2,146                | 3,553                        | 108  |
| Farm-related business                               | 85                     | 91                             | 17                   | 72                           | 2  |
| Rural residential real estate                       | 870                    | 955                            | 199                  | 740                          | 22   |
| Total   | <u>\$ 12,757</u>       | <u>\$ 15,380</u>               | <u>\$ 3,504</u>      | <u>\$ 10,847</u>             | <u>\$ 329</u>                                      |
| <b>With no related allowance for credit losses:</b> |                        |                                |                      |                              |  |
| Real estate mortgage                                | \$ 20,217              | \$ 22,137                      | \$ -                 | \$ 17,191                    | \$ 521   |
| Production and intermediate-term                    | 9,538                  | 12,312                         | -                    | 8,111                        | 245  |
| Farm-related business                               | -                      | 7                              | -                    | -                            | -  |
| Rural residential real estate                       | 305                    | 437                            | -                    | 259                          | 8  |
| Total   | <u>\$ 30,060</u>       | <u>\$ 34,893</u>               | <u>\$ -</u>          | <u>\$ 25,561</u>             | <u>\$ 774</u>                                      |
| <b>Total:</b>                                       |                        |                                |                      |                              |  |
| Real estate mortgage                                | \$ 27,840              | \$ 31,469                      | \$ 1,142             | \$ 23,673                    | \$ 718   |
| Production and intermediate-term                    | 13,717                 | 17,314                         | 2,146                | 11,664                       | 353  |
| Farm-related business                               | 85                     | 98                             | 17                   | 72                           | 2  |
| Rural residential real estate                       | 1,175                  | 1,392                          | 199                  | 999                          | 30   |
| Total   | <u>\$ 42,817</u>       | <u>\$ 50,273</u>               | <u>\$ 3,504</u>      | <u>\$ 36,408</u>             | <u>\$ 1,103</u>                                    |

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

|   | Real Estate<br>Mortgage | Production and<br>Intermediate-<br>term | Agribusiness* | Communication | Power and<br>water/waste<br>disposal | Rural<br>Residential<br>Real Estate | Total        |
|---|-------------------------|---|---------------|---------------|--------------------------------------|-------------------------------------|--------------|
| <b>Activity related to the allowance for credit losses:</b>   |                         |   |               |               |                                      |                                     |              |
| Balance at June 30, 2018                                      | \$ 9,094                | \$ 17,675                               | \$ 628        | \$ 142        | \$ 3                                 | \$ 446                              | \$ 27,988    |
| Charge-offs   | —                       | —                                       | —             | —             | —                                    | —                                   | —            |
| Recoveries  | —                       | 1                                       | —             | —             | —                                    | 2                                   | 3            |
| Provision for loan losses                                     | (337)                   | 1,313                                   | 60            | 13            | (1)                                  | (48)                                | 1,000        |
| Balance at September 30, 2018                                 | \$ 8,757                | \$ 18,989                               | \$ 688        | \$ 155        | \$ 2                                 | \$ 400                              | \$ 28,991    |
| Balance at December 31, 2017                                  | \$ 10,216               | \$ 14,379                               | \$ 711        | \$ 168        | \$ 5                                 | \$ 470                              | \$ 25,949    |
| Charge-offs   | —                       | (52)                                    | —             | —             | —                                    | —                                   | (52)         |
| Recoveries  | 7                       | 82                                      | —             | —             | —                                    | 5                                   | 94           |
| Provision for loan losses                                     | (1,466)                 | 4,580                                   | (23)          | (13)          | (3)                                  | (75)                                | 3,000        |
| Balance at September 30, 2018                                 | \$ 8,757                | \$ 18,989                               | \$ 688        | \$ 155        | \$ 2                                 | \$ 400                              | \$ 28,991    |
| Balance at June 30, 2017                                      | \$ 9,853                | \$ 13,967                               | \$ 796        | \$ 181        | \$ 9                                 | \$ 455                              | \$ 25,261    |
| Charge-offs   | —                       | —                                       | —             | —             | —                                    | —                                   | —            |
| Recoveries  | 1                       | 2                                       | 2             | —             | —                                    | 1                                   | 6            |
| Provision for loan losses                                     | 387                     | 191                                     | (108)         | (2)           | 1                                    | 31                                  | 500          |
| Balance at September 30, 2017                                 | \$ 10,241               | \$ 14,160                               | \$ 690        | \$ 179        | \$ 10                                | \$ 487                              | \$ 25,767    |
| Balance at December 31, 2016                                  | \$ 9,715                | \$ 13,304                               | \$ 634        | \$ 219        | \$ 11                                | \$ 494                              | \$ 24,377    |
| Charge-offs   | —                       | (132)                                   | —             | —             | —                                    | —                                   | (132)        |
| Recoveries  | 4                       | 7                                       | 5             | —             | —                                    | 6                                   | 22           |
| Provision for loan losses                                     | 522                     | 981                                     | 51            | (40)          | (1)                                  | (13)                                | 1,500        |
| Balance at September 30, 2017                                 | \$ 10,241               | \$ 14,160                               | \$ 690        | \$ 179        | \$ 10                                | \$ 487                              | \$ 25,767    |
| <b>Allowance on loans evaluated for impairment:</b>           |                         |   |               |               |                                      |                                     |              |
| Individually  | \$ 1,166                | \$ 8,921                                | \$ 16         | \$ —          | \$ —                                 | \$ 199                              | \$ 10,302    |
| Collectively  | 7,591                   | 10,068                                  | 672           | 155           | 2                                    | 201                                 | 18,689       |
| Balance at September 30, 2018                                 | \$ 8,757                | \$ 18,989                               | \$ 688        | \$ 155        | \$ 2                                 | \$ 400                              | \$ 28,991    |
| Individually  | \$ 1,142                | \$ 2,146                                | \$ 17         | \$ —          | \$ —                                 | \$ 199                              | \$ 3,504     |
| Collectively  | 9,074                   | 12,233                                  | 694           | 168           | 5                                    | 271                                 | 22,445       |
| Balance at December 31, 2017                                  | \$ 10,216               | \$ 14,379                               | \$ 711        | \$ 168        | \$ 5                                 | \$ 470                              | \$ 25,949    |
| <b>Recorded investment in loans evaluated for impairment:</b> |                         |   |               |               |                                      |                                     |              |
| Individually  | \$ 23,485               | \$ 17,505                               | \$ 78         | \$ —          | \$ —                                 | \$ 917                              | \$ 41,985    |
| Collectively  | 1,698,039               | 797,735                                 | 160,931       | 52,782        | 3,813                                | 40,911                              | 2,754,211    |
| Balance at September 30, 2018                                 | \$ 1,721,524            | \$ 815,240                              | \$ 161,009    | \$ 52,782     | \$ 3,813                             | \$ 41,828                           | \$ 2,796,196 |
| Individually  | \$ 14,750               | \$ 7,008                                | \$ 85         | \$ —          | \$ —                                 | \$ 979                              | \$ 22,822    |
| Collectively  | 1,656,040               | 806,272                                 | 146,989       | 57,024        | 4,195                                | 39,151                              | 2,709,671    |
| Balance at December 31, 2017                                  | \$ 1,670,790            | \$ 813,280                              | \$ 147,074    | \$ 57,024     | \$ 4,195                             | \$ 40,130                           | \$ 2,732,493 |

\*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. The following tables present additional information about pre-modification and post-modification outstanding recorded investment and the effects of the modifications that occurred during the periods presented.

| Outstanding Recorded Investment  | Three Months Ended September 30, 2018 |                          |                      |          |             |
|----------------------------------|---------------------------------------|--------------------------|----------------------|----------|-------------|
|                                  | Interest<br>Concessions               | Principal<br>Concessions | Other<br>Concessions | Total    | Charge-offs |
| <b>Pre-modification:</b>         |                                       |                          |                      |          |             |
| Real estate mortgage             | \$ 271                                | \$ 115                   | \$ —                 | \$ 386   |             |
| Production and intermediate-term | —                                     | 2,013                    | —                    | 2,013    |             |
| Rural residential real estate    | 113                                   | —                        | —                    | 113      |             |
| Total                            | \$ 384                                | \$ 2,128                 | \$ —                 | \$ 2,512 |             |
| <b>Post-modification:</b>        |                                       |                          |                      |          |             |
| Real estate mortgage             | \$ 271                                | \$ 115                   | \$ —                 | \$ 386   | \$ —        |
| Production and intermediate-term | —                                     | 2,015                    | —                    | 2,015    | —           |
| Rural residential real estate    | 113                                   | —                        | —                    | 113      | —           |
| Total                            | \$ 384                                | \$ 2,130                 | \$ —                 | \$ 2,514 | \$ —        |

| Nine Months Ended September 30, 2018 |                      |                       |                   |           |             |
|--------------------------------------|----------------------|-----------------------|-------------------|-----------|-------------|
| Outstanding Recorded Investment      | Interest Concessions | Principal Concessions | Other Concessions | Total     | Charge-offs |
| <b>Pre-modification:</b>             |                      |                       |                   |           |             |
| Real estate mortgage                 | \$ 2,457             | \$ 1,656              | \$ –              | \$ 4,113  |             |
| Production and intermediate-term     | 678                  | 10,303                | –                 | 10,981    |             |
| Rural residential real estate        | 222                  | –                     | 8                 | 230       |             |
| Total                                | \$ 3,357             | \$ 11,959             | \$ 8              | \$ 15,324 |             |
| <b>Post-modification:</b>            |                      |                       |                   |           |             |
| Real estate mortgage                 | \$ 2,461             | \$ 1,635              | \$ –              | \$ 4,096  | \$ –        |
| Production and intermediate-term     | 680                  | 10,110                | –                 | 10,790    | –           |
| Rural residential real estate        | 224                  | –                     | 8                 | 232       | –           |
| Total                                | \$ 3,365             | \$ 11,745             | \$ 8              | \$ 15,118 | \$ –        |

| Three Months Ended September 30, 2017 |                      |                       |                   |          |             |
|---------------------------------------|----------------------|-----------------------|-------------------|----------|-------------|
| Outstanding Recorded Investment       | Interest Concessions | Principal Concessions | Other Concessions | Total    | Charge-offs |
| <b>Pre-modification:</b>              |                      |                       |                   |          |             |
| Real estate mortgage                  | \$ 652               | \$ 1,805              | \$ –              | \$ 2,457 |             |
| Production and intermediate-term      | 411                  | 2,319                 | –                 | 2,730    |             |
| Rural residential real estate         | 232                  | –                     | –                 | 232      |             |
| Total                                 | \$ 1,295             | \$ 4,124              | \$ –              | \$ 5,419 |             |
| <b>Post-modification:</b>             |                      |                       |                   |          |             |
| Real estate mortgage                  | \$ 653               | \$ 1,627              | \$ –              | \$ 2,280 | \$ –        |
| Production and intermediate-term      | 554                  | 1,560                 | –                 | 2,114    | –           |
| Rural residential real estate         | 239                  | –                     | –                 | 239      | –           |
| Total                                 | \$ 1,446             | \$ 3,187              | \$ –              | \$ 4,633 | \$ –        |

| Nine Months Ended September 30, 2017 |                      |                       |                   |           |             |
|--------------------------------------|----------------------|-----------------------|-------------------|-----------|-------------|
| Outstanding Recorded Investment      | Interest Concessions | Principal Concessions | Other Concessions | Total     | Charge-offs |
| <b>Pre-modification:</b>             |                      |                       |                   |           |             |
| Real estate mortgage                 | \$ 1,532             | \$ 3,130              | \$ –              | \$ 4,662  |             |
| Production and intermediate-term     | 1,214                | 6,315                 | –                 | 7,529     |             |
| Rural residential real estate        | 232                  | –                     | –                 | 232       |             |
| Total                                | \$ 2,978             | \$ 9,445              | \$ –              | \$ 12,423 |             |
| <b>Post-modification:</b>            |                      |                       |                   |           |             |
| Real estate mortgage                 | \$ 1,532             | \$ 2,965              | \$ –              | \$ 4,497  | \$ –        |
| Production and intermediate-term     | 1,357                | 5,572                 | –                 | 6,929     | –           |
| Rural residential real estate        | 239                  | –                     | –                 | 239       | –           |
| Total                                | \$ 3,128             | \$ 8,537              | \$ –              | \$ 11,665 | \$ –        |

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.

The following table presents the outstanding recorded investment for 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.

|  | Three Months Ended September 30, |        | Nine Months Ended September 30, |        |
|--|----------------------------------|--------|---------------------------------|--------|
|  | 2018                             | 2017   | 2018                            | 2017   |
| <b>Defaulted troubled debt restructurings:</b> |                                  |        |                                 |        |
| Real estate mortgage                           | \$ –                             | \$ –   | \$ 378                          | \$ –   |
| Production and intermediate-term               | 183                              | 174    | 340                             | 174    |
| Rural residential real estate                  | 101                              | –      | 205                             | –      |
| Total  | \$ 284                           | \$ 174 | \$ 923                          | \$ 174 |

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.

|                                  | Total TDRs         |                   | Nonaccrual TDRs    |                   |
|----------------------------------|--------------------|-------------------|--------------------|-------------------|
|                                  | September 30, 2018 | December 31, 2017 | September 30, 2018 | December 31, 2017 |
| Real estate mortgage             | \$ 18,469          | \$ 17,275         | \$ 2,703           | \$ 4,185          |
| Production and intermediate-term | 15,799             | 8,828             | 8,490              | 2,119             |
| Farm-related business            | 26                 | 33                | 26                 | 33                |
| Rural residential real estate    | 763                | 580               | 575                | 384               |
| Total loans                      | \$ 35,057          | \$ 26,716         | \$ 11,794          | \$ 6,721          |
| Additional commitments to lend   | \$ 53              | \$ 18             |                    |                   |

The following table presents information as of period end:

|   | September 30, 2018 |
|---|--------------------|
| Carrying amount of foreclosed residential real estate properties held as a result of obtaining physical possession                        | \$ 488             |
| Recorded investment of consumer mortgage loans secured by residential real estate for which formal foreclosure proceedings are in process | \$ —               |

### Note 3 — Investments

#### *Equity Investments in Other Farm Credit System Institutions*

Equity investments in other Farm Credit System institutions are generally nonmarketable investments consisting of stock and participation certificates, allocated surplus, and reciprocal investments in other institutions regulated by the FCA. These investments are carried at cost and evaluated for impairment based on the ultimate recoverability of the par value rather than by recognizing temporary declines in value.

Associations are required to maintain ownership in AgFirst (AgFirst or the Bank) in the form of Class B or Class C stock as determined by the Bank. The Bank may require additional capital contributions to maintain its capital requirements. The Association owned 10.90 percent of the issued stock of the Bank as of September 30, 2018 net of any reciprocal investment. As of that date, the Bank's assets totaled \$32.7

billion and shareholders' equity totaled \$2.4 billion. The Bank's earnings were \$227 million for the first nine months of 2018. In addition, the Association held investments of \$2,462 related to other Farm Credit institutions.

### Note 4 — Debt

#### *Notes Payable to AgFirst Farm Credit Bank*

The Association's indebtedness to the Bank represents borrowings by the Association to fund its earning assets. 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 — Members' Equity

#### *Accumulated Other Comprehensive Income (AOCI)*

|   | Changes in Accumulated Other Comprehensive Income by Component (a) |          |                                 |          |
|---|--|----------|---------------------------------|----------|
|   | Three Months Ended September 30,                                   |          | Nine Months Ended September 30, |          |
|   | 2018   | 2017     | 2018                            | 2017     |
| <b>Employee Benefit Plans:</b>                      |  |          |                                 |          |
| Balance at beginning of period                      | \$ (319)   | \$ (219) | \$ (322)                        | \$ (240) |
| Other comprehensive income before reclassifications | —  | —        | —                               | —        |
| Amounts reclassified from AOCI                      | 2  | 10       | 5                               | 31       |
| Net current period other comprehensive income       | 2  | 10       | 5                               | 31       |
| Balance at end of period                            | \$ (317)   | \$ (209) | \$ (317)                        | \$ (209) |

|                                       | Reclassifications Out of Accumulated Other Comprehensive Income (b) |         |                                 |         |                            |
|---------------------------------------|---|---------|---------------------------------|---------|----------------------------|
|                                       | Three Months Ended September 30,                                    |         | Nine Months Ended September 30, |         | Income Statement Line Item |
|                                       | 2018  | 2017    | 2018                            | 2017    |                            |
| <b>Defined Benefit Pension Plans:</b> |   |         |                                 |         |                            |
| Periodic pension costs                | \$ (2)  | \$ (10) | \$ (5)                          | \$ (31) | See Note 7.                |
| Net amounts reclassified              | \$ (2)  | \$ (10) | \$ (5)                          | \$ (31) |                            |

(a) Amounts in parentheses indicate debits to AOCI.

(b) Amounts in parentheses indicate debits to profit/loss.

## Note 6 — 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.

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 or 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.

Fair values are estimated at each period end date for assets and liabilities measured at fair value on a recurring basis. Other Financial Instruments are not measured at fair value in the statement of financial position, but their fair values are estimated as of each period end date. The following tables summarize the carrying amounts of these assets and liabilities at period end, and their related fair values.

|   | September 30, 2018    |          |         |              | Total Fair Value |
|---|-----------------------|----------|---------|--------------|------------------|
|   | Total Carrying Amount | Level 1  | Level 2 | Level 3      |                  |
| <b>Recurring Measurements</b>             |                       |          |         |              |                  |
| <b>Assets:</b>                            |                       |          |         |              |                  |
| Assets held in trust funds                | \$ 2,563              | \$ 2,563 | \$ —    | \$ —         | \$ 2,563         |
| Recurring Assets                          | \$ 2,563              | \$ 2,563 | \$ —    | \$ —         | \$ 2,563         |
| <b>Liabilities:</b>                       |                       |          |         |              |                  |
| Recurring Liabilities                     | \$ —                  | \$ —     | \$ —    | \$ —         | \$ —             |
| <b>Nonrecurring Measurements</b>          |                       |          |         |              |                  |
| <b>Assets:</b>                            |                       |          |         |              |                  |
| Impaired loans                            | \$ 11,660             | \$ —     | \$ —    | \$ 11,660    | \$ 11,660        |
| Other property owned                      | 488                   | —        | —       | 565          | 565              |
| Nonrecurring Assets                       | \$ 12,148             | \$ —     | \$ —    | \$ 12,225    | \$ 12,225        |
| <b>Other Financial Instruments</b>        |                       |          |         |              |                  |
| <b>Assets:</b>                            |                       |          |         |              |                  |
| Cash                                      | \$ 1,043              | \$ 1,043 | \$ —    | \$ —         | \$ 1,043         |
| Loans                                     | 2,734,559             | —        | —       | 2,665,558    | 2,665,558        |
| Other Financial Assets                    | \$ 2,735,602          | \$ 1,043 | \$ —    | \$ 2,665,558 | \$ 2,666,601     |
| <b>Liabilities:</b>                       |                       |          |         |              |                  |
| Notes payable to AgFirst Farm Credit Bank | \$ 2,159,060          | \$ —     | \$ —    | \$ 2,122,239 | \$ 2,122,239     |
| Other Financial Liabilities               | \$ 2,159,060          | \$ —     | \$ —    | \$ 2,122,239 | \$ 2,122,239     |

December 31, 2017

|   | Total Carrying Amount | Level 1  | Level 2 | Level 3      | Total Fair Value |
|---|-----------------------|----------|---------|--------------|------------------|
| <b>Recurring Measurements</b>             |                       |          |         |              |                  |
| <b>Assets:</b>                            |                       |          |         |              |                  |
| Assets held in trust funds                | \$ 2,562              | \$ 2,562 | \$ –    | \$ –         | \$ 2,562         |
| Recurring Assets                          | \$ 2,562              | \$ 2,562 | \$ –    | \$ –         | \$ 2,562         |
| <b>Liabilities:</b>                       |                       |          |         |              |                  |
| Recurring Liabilities                     | \$ –                  | \$ –     | \$ –    | \$ –         | \$ –             |
| <b>Nonrecurring Measurements</b>          |                       |          |         |              |                  |
| <b>Assets:</b>                            |                       |          |         |              |                  |
| Impaired loans                            | \$ 9,253              | \$ –     | \$ –    | \$ 9,253     | \$ 9,253         |
| Other property owned                      | 240                   | –        | –       | 270          | 270              |
| Nonrecurring Assets                       | \$ 9,493              | \$ –     | \$ –    | \$ 9,523     | \$ 9,523         |
| <b>Other Financial Instruments</b>        |                       |          |         |              |                  |
| <b>Assets:</b>                            |                       |          |         |              |                  |
| Cash                                      | \$ 4,690              | \$ 4,690 | \$ –    | \$ –         | \$ 4,690         |
| Loans                                     | 2,682,024             | –        | –       | 2,644,135    | 2,644,135        |
| Other Financial Assets                    | \$ 2,686,714          | \$ 4,690 | \$ –    | \$ 2,644,135 | \$ 2,648,825     |
| <b>Liabilities:</b>                       |                       |          |         |              |                  |
| Notes payable to AgFirst Farm Credit Bank | \$ 2,121,161          | \$ –     | \$ –    | \$ 2,105,418 | \$ 2,105,418     |
| Other Financial Liabilities               | \$ 2,121,161          | \$ –     | \$ –    | \$ 2,105,418 | \$ 2,105,418     |

### 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 at September 30, 2018

|   | Fair Value | Valuation Technique(s) | Unobservable Input        | Range |
|---|------------|------------------------|---------------------------|-------|
| Impaired loans and other property owned | \$ 12,225  | Appraisal              | Income and expense        | *     |
|   |            |                        | Comparable sales          | *     |
|   |            |                        | Replacement cost          | *     |
|   |            |                        | 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

|   | Valuation Technique(s) | Input  |
|---|------------------------|--|
| Cash                                      | Carrying value         | Par/Principal and appropriate interest yield |
| Loans                                     | Discounted cash flow   | Prepayment forecasts                         |
|   |                        | Probability of default                       |
|   |                        | Loss severity                                |
| Notes payable to AgFirst Farm Credit Bank | Discounted cash flow   | Prepayment forecasts                         |
|   |                        | Probability of default                       |
|   |                        | Loss severity                                |



## Note 7 — Employee Benefit Plans

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

|                               | Three Months Ended<br>September 30, |          | Nine Months Ended<br>September 30, |          |
|-------------------------------|-------------------------------------|----------|------------------------------------|----------|
|                               | 2018                                | 2017     | 2018                               | 2017     |
| Pension                       | \$ 1,380                            | \$ 1,532 | \$ 4,140                           | \$ 4,596 |
| 401(k)                        | 295                                 | 283      | 862                                | 789      |
| Other postretirement benefits | 127                                 | 299      | 445                                | 896      |
| Total                         | \$ 1,802                            | \$ 2,114 | \$ 5,447                           | \$ 6,281 |

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

|                               | Actual<br>YTD<br>Through<br>9/30/18 | Projected<br>Contributions<br>For Remainder<br>of 2018 | Projected<br>Total<br>Contributions<br>2018 |
|-------------------------------|-------------------------------------|--|---|
|                               | Pension                             | \$ 89  | \$ 5,473                                    |
| Other postretirement benefits | 445                                 | 181  | 626   |
| Total                         | \$ 534                              | \$ 5,654   | \$ 6,188                                    |

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, 2018.

Further details regarding employee benefit plans are contained in the 2017 Annual Report to Shareholders.

## Note 8 — 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 9 — Revenue from Contracts with Customers

On January 1, 2018, Accounting Standards Update 2014-09 Revenue from Contracts with Customers (Topic 606) became effective. The core principle of the new standard is that companies should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

The Association maintains contracts with customers to provide support services in various areas such as accounting, lending transactions, consulting, insurance, and information technology. The Association does not generally incur costs to obtain contracts. As most of the contracts are to provide access to expertise or system capacity that the Association maintains, there are no material incremental costs to fulfill these contracts that should be capitalized. Total revenue recognized from contracts with customers was as follows:

| Revenue recognized from contracts with customers: | Three Months Ended<br>September 30, 2018 | Nine Months Ended<br>September 30, 2018 |
|---|--|---|
|   | At a point in time                       | \$ 1,241                                |
| Over time   | 165                                      | 509                                     |
| Total   | \$ 1,406                                 | \$ 2,833                                |

## Note 10 — Subsequent Events

The Association evaluated subsequent events and determined that, except as described below, there were none requiring disclosure through November 8, 2018, which was the date the financial statements were issued.

On October 15, 2018, AgFirst's Board of Directors indicated an intention to declare, in December 2018, a special patronage distribution. The Association will receive between approximately \$13.7 million and \$16.2 million which will be recorded as patronage refunds from other Farm Credit institutions.