SECOND QUARTER 2015

TABLE OF CONTENTS

Report on Internal Control Over Financial Reporting	2
Management's Discussion and Analysis of	
Financial Condition and Results of Operations	3
Consolidated Financial Statements	
Consolidated Balance Sheets	θ
Consolidated Statements of Comprehensive Income	
Consolidated Statements of Changes in Members' Equity	8
Notes to the Consolidated Financial Statements	9

CERTIFICATION

The undersigned certify that we have reviewed the June 30, 2015 quarterly report of AgCarolina 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.

Audie M. Murphy

Chairman of the Board

David W. Corum

President

Chief Executive Officer

Matthew J. Currin Senior Vice President

Chief Financial Officer

August 7, 2015

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 affected 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 June 30, 2015. 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 June 30, 2015, 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 June 30, 2015.

David W. Corum

President

Chief Executive Officer

Matthew J. Currin Senior Vice President Chief Financial Officer

August 7, 2015

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 AgCarolina Farm Credit, ACA (Association) for the six months ended June 30, 2015. These comments should be read in conjunction with the accompanying financial statements, notes to the financial statements and the 2014 annual report of the Association.

LOAN PORTFOLIO

The Association provides funds to farmers, rural homeowners, and farm-related businesses for financing of short and intermediate-term loans and long-term real estate mortgage loans. The five predominant commodities in the portfolio are tobacco, forestry, soybeans, corn and poultry, which constitute \$567,806 or 55.57 percent, of the loan portfolio as of June 30, 2015. Other major farm commodities include swine, cotton, and sweet potatoes. Farm size varies and many of the borrowers in the region have diversified farming operations. This factor, along with the numerous opportunities for non-farm income in the area, somewhat reduces the level of dependency on a given commodity.

Total loan volume of the Association as of June 30, 2015, was \$1,021,786, an increase of \$41,605 or 4.25 percent as compared to \$980,181 at December 31, 2014. Net loans accounted for 94.12 percent of total assets at June 30, 2015 as compared to 95.24 percent of total assets at December 31, 2014. The increase in net loan volume during the reporting period is primarily attributed to seasonal lending. The short-term portfolio, which is heavily influenced by operating-type loans, normally reaches a peak in August and declines in the fall and winter months as farm commodities are marketed and proceeds are applied to the operating loans.

There is an inherent risk in the extension of any type of credit. Portfolio credit quality continues to be maintained at an acceptable level, however, and credit administration remains satisfactory. Nonaccrual loans increased from \$11,460 at December 31, 2014 to \$13,467 at June 30, 2015, an increase of \$2,007 or 17.51 percent. The increase is due to the transfer of one large relationship into nonaccrual during the second quarter of 2015.

Association management maintains an allowance for loan losses at a level considered sufficient to absorb possible losses in the loan portfolio based on current and expected future conditions.

The allowance for loan losses at June 30, 2015 was \$11,603 as compared to \$11,602 at December 31, 2014, an increase of \$1. The main reason for this increase was net charge-offs of \$1. The ratio of the allowance for loan losses to total loans at June 30, 2015 was 1.14 percent, which was slightly lower than the prior year end. The allowance was considered by management to be adequate to cover possible losses.

The Association had no acquired property as of June 30, 2015, which was consistent with the balance at December 31, 2014.

RESULTS OF OPERATIONS

For the three months ended June 30, 2015

Net income for the three months ended June 30, 2015 totaled \$4,270, a decrease of \$628 or 12.82 percent, as compared to the same period of 2014. The primary reason for the decrease in net income as compared to the previous period is due to a decrease in net interest income of \$131, and increase in noninterest expense of \$217, and a decrease in noninterest income of \$121.

For the three months ended June 30, 2015, total interest income increased by \$22 compared to the same period of 2014. The increase in interest income is due primarily to growth in loan volume over the same period in 2014. Interest income from nonaccrual loans was \$28 for the three months ended June 30, 2015, a decrease of \$206 from the same period of 2014. Interest expense increased \$154 for the three months ended June 30, 2015, as compared to the same period of 2014. The increase in interest expense is attributed to growth in the direct note due to loan volume growth as well as increased interest rates.

Noninterest income for the three months ended June 30, 2015 totaled \$2,356 as compared to \$2,478 for the same period of 2014, a decrease of \$121. The overall decrease is primarily due to the decrease in other noninterest income of \$117. Loan fees and fees for financially related services also decreased a combined \$31 for the period.

Noninterest expense for the three months ended June 30, 2015 was \$4,743, an increase of \$217, or 4.81 percent as compared to the same period of 2014. The reason for the overall increase is due primarily to an increase in salaries and employee benefits in the amount of \$70, an increase in insurance fund premiums of \$17, and an increase in other operating expense of \$103. The increase in salaries and employee benefits is primarily due to additional hiring and normal salary increases and bonuses as

well as increased benefit costs, most notably health insurance related costs. The insurance fund premium increase was a result of increase premium factors in 2015 as well as growth in the portfolio.

For the six months ended June 30, 2015

Net income for the six months ended June 30, 2015 totaled \$8,341, a decrease of \$862, or 9.37 percent, as compared to the same period of 2014. The primary reasons for the decrease in net income are a decrease in net interest income of \$375 and an increase in operating expense of \$421. At June 30, 2015, total interest income increased by \$120 compared to the same period in 2014. The increase in interest income is due to growth in the portfolio in 2015 offset by a decrease in nonaccrual interest income.

Interest income from nonaccrual loans was \$78 as of June 30, 2015, a decrease of \$512 from the same period of 2014. Interest expense increased \$412 for the first six months in 2015, as compared to the same period of 2014. The increase in interest expense is also attributed to the growth in the direct note as a result of loan growth as well as increased interest rates.

Noninterest income for the six months ended June 30, 2015 totaled \$5,175 as compared to \$5,241 for the same period of 2014, a decrease of \$66. The decrease is primarily due to a decline in loan fees and other gains, which was offset by an increase in patronage income.

Noninterest expense for the six months ended June 30, 2015 was \$9,929, an increase of \$422 as compared to the same period of 2014. Salaries and employee benefits totaled \$7,174 for the six months ended June 30, 2015, for an increase of \$382 or 5.63 percent, as compared to the same period of 2014. The increase is primarily due to an increased salary base due to additional hiring of employees as well as increased health insurance costs.

LIQUIDITY AND FUNDING SOURCES

Liquidity

Liquidity management is the process whereby funds are made available to meet all financial commitments including the extension of credit, payment of operating expenses and payment of debt obligations. The Association receives access to funds through its borrowing relationship with AgFirst Farm Credit Bank (Bank) and from income generated by operations. Sufficient liquid funds have been available to meet all financial obligations.

Funding Sources

The principal source of funds for the Association is the borrowing relationship established with the Bank through a General Financing Agreement. The General Financing Agreement utilizes the Association's credit and fiscal

performance as criteria for establishing a line of credit on which the Association may draw funds. The funds are advanced by the Bank to the Association in the form of notes payable. The notes payable are segmented into variable rate and fixed rate sections. The variable rate note is utilized by the Association to fund variable rate loan advances and operating funds requirements. The fixed rate note is used specifically to fund fixed rate loan advances made by the Association. The total notes payable to the Bank at June 30, 2015 was \$793,996 as compared to \$768,380 at December 31, 2014. The 3.33 percent increase during the period was a result of a corresponding increase in loan volume and increase in loanable funds since December 31, 2014.

The Association has no lines of credit outstanding with third parties as of June 30, 2015.

CAPITAL RESOURCES

Total members' equity at June 30, 2015, increased 6.85 percent to \$244,432 from the December 31, 2014, total of \$228,758. The increase is attributed to the increase in retained earnings related to net income as well as an increase in preferred stock. Preferred stock was \$39,402 as of June 30, 2015, as compared to \$31,675 on December 31, 2014, for an increase of 24.40 percent.

Farm Credit Administration (FCA) regulations require all Farm Credit institutions to maintain minimum permanent capital, total surplus and core surplus ratios. These ratios are calculated by dividing the Association's permanent capital, total surplus and core surplus as defined in FCA regulations, by a risk-adjusted asset base. As of June 30, 2015, the Association's total surplus ratio and core surplus ratio were both 19.19 percent, and the permanent capital ratio was 23.80 percent. All three ratios were well above the minimum regulatory ratios of 7.00 percent for permanent capital and total surplus ratios and 3.50 percent for the core surplus ratio.

REGULATORY MATTERS

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

- To strengthen the safety and soundness of System banks and associations.
- To ensure that System banks hold sufficient liquidity to continue operations and pay maturing obligations in the event of market disruption.
- To enhance the ability of the System banks to supply credit to agricultural and aquatic producers.
- To comply with the requirements of section 939A of the Dodd-Frank Wall Street Reform and Consumer Protection Act (Dodd-Frank Act).
- To modernize the investment eligibility criteria for System banks.

 To revise the investment regulation for System associations to improve their investment management practices so they are more resilient to risk.

On September 4, 2014, the FCA published a proposed rule in the Federal Register to modify the regulatory capital requirements for System banks and associations. The initial public comment period ended on February 16, 2015. On June 15, 2015, the Farm Credit Administration reopened the comment period from June 26 to July 10, 2015. The stated objectives of the proposed rule are as follows:

- To modernize capital requirements while ensuring that institutions continue to hold sufficient regulatory capital to fulfill their mission as a governmentsponsored enterprise.
- To ensure that the System's capital requirements are comparable to the Basel III framework and the standardized approach that the federal banking regulatory agencies have adopted, but also to ensure that the rules recognize the cooperative structure and the organization of the System.
- To make System regulatory capital requirements more transparent.
- To meet the requirements of section 939A of the Dodd-Frank Act.

FINANCIAL REGULATORY REFORM

See discussion of the Dodd-Frank Act in the *Financial Regulatory Reform* section of the Association's 2014 Annual Report.

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 2014 Annual Report to Shareholders for recently issued accounting pronouncements.

NOTE: Shareholder investment in the Association is materially affected by the financial condition and results of operations of AgFirst Farm Credit Bank. Copies of AgFirst's annual and quarterly reports are available upon request free of charge by calling 1-800-845-1745, ext. 2832, or writing Susanne Caughman, AgFirst Farm Credit Bank, P.O. Box 1499, Columbia, SC 29202. Information concerning AgFirst Farm Credit Bank can also be obtained at their website, www.agfirst.com. Copies of the Association's annual and quarterly reports are also available upon request free of charge by calling 1-919-250-9500, writing Linda Strickland, AgCarolina Farm Credit, ACA, P. O. Box 14789, Raleigh, NC 27620, or accessing the website, www.agcarolina.com. The Association prepares a quarterly report within 40 days after the end of each fiscal quarter, except that no report need be prepared for the fiscal quarter that coincides with the end of the fiscal year of the institution.

Consolidated Balance Sheets

(dollars in thousands)		June 30, 2015	December 31, 2014			
	((audited)				
Assets						
Cash	\$	986	\$	2,275		
Loans		1,021,786		980,181		
Allowance for loan losses		(11,603)		(11,602)		
Net loans		1,010,183		968,579		
Accrued interest receivable		12,163		12,590		
Investments in other Farm Credit institutions		10,732		10,732		
Premises and equipment, net		9,767		9,650		
Accounts receivable		3,120		15,501		
Other assets		8,667		9,807		
Total assets	<u>\$</u>	1,055,618	\$	1,029,134		
Liabilities						
Notes payable to AgFirst Farm Credit Bank	\$	793,996	\$	768,069		
Accrued interest payable		1,478		1,484		
Patronage refunds payable		78		12,097		
Accounts payable		667		2,608		
Other liabilities		14,967		16,118		
Total liabilities		811,186		800,376		
Commitments and contingencies (Note 8)						
Members' Equity						
Capital stock and participation certificates		42,711		34,944		
Retained earnings						
Allocated		127,316		126,501		
Unallocated		74,405		67,313		
Total members' equity		244,432		228,758		
Total liabilities and members' equity	\$	1,055,618	\$	1,029,134		

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

Consolidated Statements of Comprehensive Income

(unaudited)

		ree months June 30,	For the six months ended June 30,				
(dollars in thousands)	2015	2014	2015	2014			
Interest Income							
Loans	\$ 10,969	\$ 10,946	\$ 21,511	\$ 21,361			
Investments		_	_	30			
Total interest income	10,969	10,946	21,511	21,391			
Interest Expense							
Notes payable to AgFirst Farm Credit Bank	4,312	4,158	8,416	8,004			
Net interest income	6,657	6,788	13,095	13,387			
Provision for (reversal of allowance for) loan losses		(158)	_	(83)			
Net interest income after provision for (reversal of allowance for)							
loan losses	6,657	6,946	13,095	13,470			
Noninterest Income							
Loan fees	734	753	1,677	1,734			
Fees for financially related services	55	67	283	271			
Patronage refunds from other Farm Credit institutions	1,550	1,544	3,038	2,974			
Gains (losses) on sales of premises and equipment, net	19	5	79	24			
Gains (losses) on other transactions	(1)	117	21	169			
Other noninterest income		_	77	69			
Total noninterest income	2,357	2,486	5,175	5,241			
Noninterest Expense							
Salaries and employee benefits	3,349	3,278	7,174	6,792			
Occupancy and equipment	257	231	497	464			
Insurance Fund premiums	242	225	471	432			
(Gains) losses on other property owned, net	_	8		39			
Other operating expenses	896	792	1,787	1,781			
Total noninterest expense	4,744	4,534	9,929	9,508			
Net income	4,270	4,898	8,341	9,203			
Other comprehensive income		_	_				
Comprehensive income	\$ 4,270	\$ 4,898	\$ 8,341	\$ 9,203			

 ${\it The\ accompanying\ notes\ are\ an\ integral\ part\ of\ these\ consolidated\ financial\ statements}.$

Consolidated Statements of Changes in Members' Equity

(unaudited)

	Capital Stock and Retained Earnings						Total		
(dollars in thousands)		ticipation rtificates	A	Allocated	Un	allocated	1V.	Equity	
Balance at December 31, 2013	\$	34,109	\$	110,215	\$	65,271	\$	209,595	
Comprehensive income						9,203		9,203	
Capital stock/participation certificates issued/(retired), net		2,924						2,924	
Dividends declared/paid		218				(218)		· —	
Patronage distribution adjustment				(52)		89		37	
Balance at June 30, 2014	\$	37,251	\$	110,163	\$	74,345	\$	221,759	
Balance at December 31, 2014 Comprehensive income Conjital steel/participation	\$	34,944	\$	126,501	\$	67,313 8,341	\$	228,758 8,341	
Capital stock/participation certificates issued/(retired), net		7,528						7,528	
Dividends declared/paid		239				(239)		_	
Patronage distribution adjustment				815		(1,010)		(195)	
Balance at June 30, 2015	\$	42,711	\$	127,316	\$	74,405	\$	244,432	

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 AgCarolina Farm Credit, ACA (the Association). A full 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, 2014, are contained in the 2014 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 5, *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 Annual Report:

- 2015-10 Technical Corrections and Improvements In June, 2015, the FASB issued ASU 2015-10, Technical Corrections and Improvements (numerous Topics). The amendments in the Update represent changes to make minor corrections or minor improvements to the Codification that are not expected to have a significant effect on current accounting practice or create a significant administrative cost to most entities. The amendments that require transition guidance are effective for all entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. Early adoption is permitted, including adoption in an interim period. All other amendments were effective upon the issuance of the Update.
- 2015-07 Fair Value Measurement In May, 2015, the FASB issued ASU 2015-07, Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent). Topic 820 permits a reporting entity, as a practical expedient, to measure the fair value of certain investments using the net asset value per share of the investment. Currently, investments valued using the practical expedient are categorized within the fair value hierarchy on the basis of whether the investment is redeemable with the investee at net asset value on the measurement date, never redeemable with the investee at net asset value, or redeemable with the investee at net asset value at a future date. To address diversity in practice related to how certain investments measured at net asset value with future redemption dates are categorized, the amendments in this Update remove the requirement to categorize investments for which fair values are measured using the net asset value per share practical expedient. It also limits disclosures to investments for which the entity has elected to measure the fair value using the practical expedient. For public business entities, the guidance is effective for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years.

For all other entities, the guidance is effective for fiscal years beginning after December 15, 2016, and interim periods within those fiscal years. Earlier application is permitted. The guidance is to be applied retrospectively to all periods presented. Application of this guidance is not expected to have an impact on the Association's financial condition or results of operations, but will require modifications to footnote disclosures.

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:

2014-09 Revenue from Contracts with Customers –
On July 9, 2015, the FASB voted to delay the effective
date by one year. A final ASU reflecting the revised
effective date will be issued in third quarter of 2015.

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:

- 2014-14 Classification of Certain Government-Guaranteed Mortgage Loans – The Association did not have a significant amount of loans that met the criteria of the guidance.
- 2014-11 Repurchase-to-Maturity Transactions The Association did not have a significant amount of transactions that met the criteria of the guidance.

- 2014-08 Discontinued Operations The Association has not had and does not anticipate any significant disposals.
- 2014-04 Reclassification of Consumer Mortgage
 Loans The criteria of the standard were not
 significantly different from the Association's policy in
 place at adoption. The amendment was adopted
 prospectively. See Note 2, Loans and Allowance for
 Loan Losses, for the additional disclosures required by
 this guidance.

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:

	June 30, 2015	De	ecember 31, 2014
Real estate mortgage	\$ 409,559	\$	409,597
Production and intermediate-term	560,594		518,104
Loans to cooperatives	793		684
Processing and marketing	17,027		15,043
Farm-related business	4,748		8,546
Energy and water/waste disposal	123		139
Rural residential real estate	28,942		28,068
Total Loans	\$ 1,021,786	\$	980,181

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

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

Real estate mortgage
Production and intermediate-term
Loans to cooperatives
Processing and marketing
Farm-related business
Total

 Within Ag	First 1	District	W	ithin Farm	Credi	it System	,	utside Farm	Cred	it System		To	tal		
ticipations ırchased	Participations Sold		Participations Purchased		Par	Participations Sold		ticipations urchased	Par	Participations Sold		Participations Purchased		ticipations Sold	
\$ 2,093	\$	15,584	\$	-	\$	2,043	\$	_	\$	_	\$	2,093	\$	17,627	
23,744		76,616		3,309		125,698		148,556		_		175,609		202,314	
696		_		_		_		_		_		696		_	
15,733		6,105		641		-		6,105		_		22,479		6,105	
1,730				-		=				_		1,730			
\$ 43,996	\$	98,305	\$	3,950	\$	127,741	\$	154,661	\$	_	\$	202,607	\$	226,046	

Real estate mortgage Production and intermediate-term Loans to cooperatives Processing and marketing Farm-related business

Total

							Decembe	r 31,	2014							
,	Within AgFirst District Within Farm C						it System	0	utside Farm	Cred	lit System		Total			
	Participations Purchased		Participations Sold		Participations Purchased		Participations Sold		ticipations urchased	Participations Sold		Participations Purchased		Par	ticipations Sold	
\$	6,757	\$	19,028	\$	_	\$	1,010	\$	_	\$	_	\$	6,757	\$	20,038	
	22,144		84,224		3,500		139,020		151,795		_		177,439		223,244	
	578		_		_		_		_		_		578		_	
	14,244		6,860		641		_		6,860		_		21,745		6,860	
	2,842		_		-		-		_		=		2,842		_	
\$	46,565	\$	110,112	\$	4,141	\$	140,030	\$	158,655	\$	-	\$	209,361	\$	250,142	

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:

•
Real estate mortgage
Production and intermediate-term
Loans to cooperatives
Processing and marketing
Farm-related business
Energy and water/waste disposal
Rural residential real estate
Total Loans
Percentage

		June 30), 201	5	
	Due less than 1 year	Due 1 Through 5 years		Due after 5 years	Total
	\$ 21,862	\$ 98,791	\$	288,906	\$ 409,559
l	210,076	181,642		168,876	560,594
	19	774		_	793
	436	9,891		6,700	17,027
	2,273	1,927		548	4,748
	_	90		33	123
	74	4,156		24,712	28,942
	\$ 234,740	\$ 297,271	\$	489,775	\$ 1,021,786
	22.98%	29.09%		47.93%	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:

	June 30, 2015	December 31, 2014		June 30, 2015	December 31, 2014
Real estate mortgage: Acceptable OAEM Substandard/doubtful/loss	91.01% 3.84 5.15 100.00%	91.70% 3.73 4.57 100.00%	Farm-related business: Acceptable OAEM Substandard/doubtful/loss	100.00% - - 100.00%	100.00% - - 100.00%
Production and intermediate-term: Acceptable OAEM Substandard/doubtful/loss	88.14% 7.60 4.26 100.00%	92.96% 4.41 2.63 100.00%	Energy and water/waste disposal Acceptable OAEM Substandard/doubtful/loss	100.00% - - 100.00%	100.00% - - 100.00%
Loans to cooperatives: Acceptable OAEM Substandard/doubtful/loss	100.00% - - - 100.00%	100.00%	Rural residential real estate: Acceptable OAEM Substandard/doubtful/loss	97.72% 1.88 0.40 100.00%	96.37% 2.65 0.98 100.00%
Processing and marketing: Acceptable OAEM Substandard/doubtful/loss	100.00% - - 100.00%	100.00%	Total Loans: Acceptable OAEM Substandard/doubtful/loss	89.82% 5.77 4.41 100.00%	92.70% 3.97 3.33 100.00%

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

					June	30, 20	015					
	89 E	Through Pays Past Due	ys or More ast Due	To	otal Past Due	L	t Past Due or ess Than 30 nys Past Due	To	otal Loans	Recorded Investment 90 Days or More Past Due and Accruing Interest		
Real estate mortgage	\$	1,411	\$ 1,328	\$	2,739	\$	411,895	\$	414,634	\$	=	
Production and intermediate-term		329	1,575		1,904		565,559		567,463		216	
Loans to cooperatives		_	_		_		795		795		_	
Processing and marketing		_	_		-		17,080		17,080		=	
Farm-related business		_	_		_		4,769		4,769		_	
Energy and water/waste disposal		_	_		_		123		123		_	
Rural residential real estate		7	=		7		29,078		29,085		=	
Total	\$	1,747	\$ 2,903	\$	4,650	\$	1,029,299	\$	1,033,949	\$	216	

						Decen	nber	31, 2014				
	30 Through 89 Days Past Due			Days or More Past Due	,	Гotal Past Due	I	ot Past Due or Less Than 30 ays Past Due	To	otal Loans	Recorded Investment 90 Days or More Past Due and Accruing Interest	
Real estate mortgage	\$	1,913	\$	553	\$	2,466	\$	412,545	\$	415,011	\$	-
Production and intermediate-term		1,316		1,227		2,543		522,427		524,970		_
Loans to cooperatives		-		_		_		684		684		=
Processing and marketing		_		_		_		15,092		15,092		_
Farm-related business		-		=		_		8,698		8,698		=
Energy and water/waste disposal		_		_		_		139		139		_
Rural residential real estate		101		_		101		28,076		28,177		_
Total	\$	3,330	\$	1,780	\$	5,110	\$	987,661	\$	992,771	\$	-

Nonperforming assets (including the recorded investment for loans) and related credit quality statistics at period end were as follows:

Ju	ne 30, 2015	Dece	mber 31, 2014
\$	11,130	\$	9,430
	2,442		2,030
	(105)		
\$	13,467	\$	11,460
\$	2,434	\$	2,593
	338		347
\$	2,772	\$	2,940
\$	216	\$	-
\$	216	\$	
\$	16,455	\$	14,400
\$	16,455	\$	14,400
	1.32%		1.17%
	1.61%		1.47%
	6.73%		6.29%
	\$ \$ \$ \$	\$ 2,442 (105) \$ 13,467 \$ 2,434 338 \$ 2,772 \$ 216 \$ 216 \$ 16,455 	\$ 11,130 \$ 2,442 (105) \$ 13,467 \$ \$ \$ 2,434 \$ \$ 338 \$ \$ 2,772 \$ \$ \$ 216 \$ \$ 216 \$ \$ \$ 16,455 \$ \$ 1.32% 1.61%

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.

	 June 30, 2015	D	ecember 31, 2014
Impaired nonaccrual loans:			
Current as to principal and interest	\$ 9,649	\$	8,722
Past due	 3,818		2,738
Total	13,467		11,460
Impaired accrual loans:			
Restructured	2,772		2,940
90 days or more past due	216		-
Total	2,988		2,940
Total impaired loans	\$ 16,455	\$	14,400

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

			Jun	e 30, 2015		Qı	ıarter End	ed June	30, 2015	Six	Months En	ded Jun	e 30, 2015
Impaired loans		ecorded vestment	P	Unpaid rincipal Balance	elated owance	In	verage npaired Loans	Recog	st Income gnized on red Loans	In	verage npaired Loans	Reco	est Income gnized on ired Loans
With a related allowance for credi	it losse	s:											
Real estate mortgage	\$	6,951	\$	8,538	\$ 2,917	\$	6,581	\$	27	\$	6,399	\$	63
Production and intermediate-term		455		460	230		431		2		419		4
Rural residential real estate		_		_	_		_		_		_		
Total	\$	7,406	\$	8,998	\$ 3,147	\$	7,012	\$	29	\$	6,818	\$	67
With no related allowance for cree	dit loss	ses:											
Real estate mortgage	\$	6,613	\$	8,354	\$ _	\$	6,261	\$	26	\$	6,088	\$	61
Production and intermediate-term		2,541		5,379	_		2,406		10		2,339		23
Rural residential real estate		(105)		_	_		(99)		-		(97)		(1)
Total	\$	9,049	\$	13,733	\$ -	\$	8,568	\$	36	\$	8,330	\$	83
Total:													
Real estate mortgage	\$	13,564	\$	16,892	\$ 2,917	\$	12,842	\$	53	\$	12,487	\$	124
Production and intermediate-term		2,996		5,839	230		2,837		12		2,758		27
Rural residential real estate		(105)		-	_		(99)		=		(97)		(1)
Total	\$	16,455	\$	22,731	\$ 3,147	\$	15,580	\$	65	\$	15,148	\$	150

		Ι	ecem)	ber 31, 201	4		Ye	r 31, 2014		
Impaired loans	Recorded Investment		Unpaid Principal Balance		Related Allowance		Average Impaired Loans		Reco	est Income gnized on red Loans
With a related allowance for credi	t losse	es:								
Real estate mortgage	\$	7,094	\$	8,548	\$	3,093	\$	9,536	\$	1,199
Production and intermediate-term		121		337		72		163		21
Rural residential real estate		_		_		_		_		_
Total	\$	7,215	\$	8,885	\$	3,165	\$	9,699	\$	1,220
With no related allowance for cree	dit loss	ses:								
Real estate mortgage	\$	4.929	\$	6,565	\$	_	\$	6,625	\$	834
Production and intermediate-term	•	2,256	•	4,858	•	_	•	3,033	•	381
Rural residential real estate		-		-		_		_		_
Total	\$	7,185	\$	11,423	\$	=	\$	9,658	\$	1,215
Total:										
Real estate mortgage	\$	12,023	\$	15,113	\$	3,093	\$	16,161	\$	2,033
Production and intermediate-term		2,377		5,195		72		3,196		402
Rural residential real estate		´ -		´ –		_		, –		_
Total	S	14,400	S	20,308	\$	3,165	\$	19,357	\$	2,435

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

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

		al Estate Iortgage		oduction and termediate- term	Ą	gribusiness*	Energy and Vater/Waste Disposal	Rural Residential Real Estate	Total
Activity related to the allowance	for cr	edit losses:							
Balance at March 31, 2015	\$	6,631	\$	4,479	\$	210	\$ 1	\$ 254	\$ 11,575
Charge-offs				(6)		_	_	_	(6)
Recoveries		27		7		_	_	_	34
Provision for loan losses		(350)		391		(25)	_	(16)	_
Balance at June 30, 2015	\$	6,308	\$	4,871	\$	185	\$ 1	\$ 238	\$ 11,603
Balance at December 31, 2014	\$	6,618	\$	4,531	\$	208	\$ 1	\$ 244	\$ 11,602
Charge-offs		(31)		(6)		_	_	_	(37)
Recoveries		27		11		_	_	_	38
Provision for loan losses		(306)		335		(23)	_	(6)	_
Balance at June 30, 2015	\$	6,308	\$	4,871	\$	185	\$ 1	\$ 238	\$ 11,603
Balance at March 31, 2014	\$	8,306	\$	4,955	\$	261	\$ 3	\$ 266	\$ 13,791
Charge-offs		(1)		(187)		_	_	_	(188)
Recoveries		6		19		_	_	_	25
Provision for loan losses		(497)		368		(11)	(3)	(15)	(158)
Balance at June 30, 2014	\$	7,814	\$	5,155	\$	250	\$ 	\$ 251	\$ 13,470
Balance at December 31, 2013	\$	8,311	\$	4,882	\$	233	\$ 3	\$ 268	\$ 13,697
Charge-offs		· –		(199)		_	_	_	(199)
Recoveries		28		27		_	_	_	55
Provision for loan losses		(525)		445		17	(3)	(17)	(83)
Balance at June 30, 2014	\$	7,814	\$	5,155	\$	250	\$ 	\$ 251	\$ 13,470
Allowance on loans evaluated for	r impa	irment:							
Individually	\$	2,917	\$	230	\$	_	\$ _	\$ _	\$ 3,147
Collectively		3,391		4,641		185	1	238	8,456
Balance at June 30, 2015	\$	6,308	\$	4,871	\$	185	\$ 1	\$ 238	\$ 11,603
Individually	\$	3,093	\$	72	\$	_	\$ _	\$ _	\$ 3,165
Collectively		3,525		4,459		208	1	244	8,437
Balance at December 31, 2014	\$	6,618	\$	4,531	\$	208	\$ 1	\$ 244	\$ 11,602
Recorded investment in loans ev	aluate	d for impair	ment:						
Individually	\$	12,542	\$	1,083	\$	_	\$ -	\$ (105)	\$ 13,520
Collectively		402,092		566,380		22,644	123	29,190	1,020,429
Balance at June 30, 2015	\$	414,634	\$	567,463	\$	22,644	\$ 123	\$ 29,085	\$ 1,033,949
Individually	\$	12,023	\$	2,377	\$	_	\$ _	\$ _	\$ 14,400
Collectively		402,988		522,593		24,474	139	28,177	978,371
Balance at December 31, 2014	\$	415,011	\$	524,970	\$	24,474	\$ 139	\$ 28,177	\$ 992,771

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

A restructuring of a debt constitutes a troubled debt restructuring (TDR) if the creditor for economic or legal reasons related to the debtor's financial difficulties grants a concession to the debtor that it would not otherwise consider. There were no TDRs for the three or six month periods ended June 30, 2015 and June 30, 2014.

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

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

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

Real estate mortgage
Production and intermediate-term
Total Loans
Additional commitments to lend

Tota	I TDRs	3	Nonaccr	ual TI	ORs
June 30, 2015	Dec	cember 31, 2014	June 30, 2015	Dec	cember 31, 2014
\$ 10,024 673	\$	10,394 731	\$ 7,590 335	\$	7,801 384
\$ 10,697	\$	11,125	\$ 7,925	\$	8,185
\$ =	\$	-			

The following table presents information as of period end:

	June 30, 2015
Carrying amount of foreclosed residential real estate properties	
held as a result of obtaining physical possession	\$ _
Recorded investment of consumer mortgage loans secured by	
residential real estate for which formal foreclosure	
proceedings are in process	\$ _

Note 3 — Investments

Investments in other Farm Credit Institutions

The Association is required to maintain ownership in AgFirst Farm Credit Bank (AgFirst or the Bank) of Class B and Class C stock as determined by the Bank. The Bank may require additional capital contributions to maintain its capital requirements. The Association owns 4.25 percent of the issued stock of the Bank as of June 30, 2015 net of any reciprocal investment. As of that date, the Bank's assets totaled \$28.8 billion and shareholders' equity totaled \$2.4 billion. The Bank's earnings were \$168 million for the first six months of 2015. In addition, the Association has an investment of \$112 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 — 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. The Association has no Level 2 assets and liabilities measured at fair value on a recurring basis.

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 could also 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. Fair values are estimated at least annually, or when information suggests a significant change in value, for assets measured at fair value on a nonrecurring 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.

	At or for the Six Months Ended June 30, 2015										
	Total Carrying Amount		Level 1		Level 2		Level 3		Total Fair Value		Fair Value Effects On Earnings
Recurring Measurements											
Assets:											
Assets held in Mutual funds	\$ 2,061	\$	2,061	\$	_	\$	_	\$	2,061		
Recurring Assets	\$ 2,061	\$	2,061	\$	-	\$	-	\$	2,061		
Liabilities:											
Recurring Liabilities	\$ -	\$	_	\$	_	\$	_	\$	-		
Nonrecurring Measurements											
Assets:											
Impaired loans*	\$ 4,881	\$	_	\$	_	\$	4,881	\$	4,881	\$	19
Other property owned	 _		-		-		_		=		
Nonrecurring Assets	\$ 4,881	\$	_	\$	_	\$	4,881	\$	4,881	\$	19
Other Financial Instruments											
Assets:											
Cash	\$ 986	\$	986	\$	=	\$	-	\$	986		
Loans	 1,005,302		_		_		989,668		989,668		
Other Financial Assets	\$ 1,006,288	\$	986	\$	_	\$	989,668	\$	990,654		
Liabilities:											
Notes payable to AgFirst Farm Credit Bank	\$ 793,996	\$	_	\$	_	\$	784,624	\$	784,624		
Other Financial Liabilities	\$ 793,996	\$	-	\$	-	\$	784,624	\$	784,624		

	At or for the Year Ended December 31, 2014											
		Total Carrying Amount		Level 1		Level 2		Level 3		Total Fair Value		Fair Value Effects On Earnings
Recurring Measurements												
Assets:												
Assets held in Mutual funds	\$	1,943	\$	1,943	\$		\$		\$	1,943		
Recurring Assets	\$	1,943	\$	1,943	\$	=	\$	=	\$	1,943		
Liabilities:												
Recurring Liabilities	\$	=	\$	=	\$	=	\$	=	\$	_		
Nonrecurring Measurements Assets:												
Impaired loans**	\$	4,050	\$	_	\$	_	\$	4,050	\$	4,050	\$	1,348
Other property owned				_		_		, –				(19)
Nonrecurring Assets	\$	4,050	\$	=	\$	=	\$	4,050	\$	4,050	\$	1,329
Other Financial Instruments												
Assets:												
Cash	\$	2,275	\$	2,275	\$	_	\$	_	\$	2,275		
Loans		964,529						950,047		950,047		
Other Financial Assets	\$	966,804	\$	2,275	\$	_	\$	950,047	\$	952,322		
Liabilities:												
Notes payable to AgFirst Farm Credit Bank	\$	768,069	\$	_	\$	_	\$	759,085	\$	759,085		
Other Financial Liabilities	\$	768,069	\$	-	\$	-	\$	759,085	\$	759,085		

^{*}Carrying value of impaired loans is the balance of loans with a related specific reserve (\$7,406) less related specific reserves (\$3,147) associated with impaired loans plus impaired loans with no specific reserve with an associated charge-off (\$622).

^{**}Carrying value of impaired loans is the balance of loans with a related specific reserve (\$7,215) less related specific reserves (\$3,165) associated with impaired loans plus impaired loans with no specific reserve with an associated charge-off (\$0).

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

	 Fair Value	Valuation Technique(s)	Unobservable Input	Range
Impaired loans and other property owned	\$ 4,881	Appraisal	Income and expense	*
			Comparable sales	*
			Replacement costs	*
			Comparability adjustments	*

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

Information about Other Financial Instrument Fair Value Measurements

	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 6 — Employee Benefit Plans

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

	1	Three Mo Ju	onths I		Six Mon Ju	ths l	
		2015		2014	2015		2014
Pension	\$	650	\$	662	\$1,300	\$	1,324
401(k)		124		95	315		233
Other postretirement benefits		189		116	377		231
Total	\$	963	\$	873	\$1,992	\$	1,788

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

	Actual YTD Through 6/30/15		Projected Contributions For Remainder of 2015		Projected Total Contributions 2015	
Pension	\$	_	\$	2,663	\$	2,663
Other postretirement benefits		182		180		362
Total	\$	182	\$	2,843	\$	3,025

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, 2015.

Further details regarding employee benefit plans are contained in the 2014 Annual Report to Shareholders, including a discussion of benefit plan changes related to the termination of the AgFirst Farm Credit Cash Balance Retirement Plan.

Note 7 — Commitments and Contingent Liabilities

From time to time, legal actions are pending against the Association in which claims for money damages are asserted.

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

Note 8 — Subsequent Events

The Association evaluated subsequent events and determined there were none requiring disclosure through August 7, 2015, which was the date the financial statements were issued.