

FEDERAL AGRICULTURAL MORTGAGE CORP  
Form 10-Q  
August 09, 2018

As filed with the Securities and Exchange Commission on August 9, 2018

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 10-Q  
QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
For the quarterly period ended June 30, 2018  
Commission File Number 001-14951

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FEDERAL AGRICULTURAL MORTGAGE CORPORATION

(Exact name of registrant as specified in its charter)

Federally chartered instrumentality of the United States 52-1578738  
(State or other jurisdiction of incorporation or organization) (I.R.S. employer identification number)

1999 K Street, N.W., 4th Floor, 20006  
Washington, D.C.  
(Address of principal executive offices) (Zip code)  
(202) 872-7700  
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if smaller reporting company)  
Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition

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period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

As of August 1, 2018, the registrant had outstanding 1,030,780 shares of Class A voting common stock, 500,301 shares of Class B voting common stock, and 9,137,500 shares of Class C non-voting common stock.

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PART I

Item 1. Financial Statements

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FEDERAL AGRICULTURAL MORTGAGE CORPORATION AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS  
(unaudited)

	As of June 30, 2018	December 31, 2017
	(in thousands)	
Assets:		
Cash and cash equivalents	\$430,812	\$302,022
Investment securities:		
Available-for-sale, at fair value	2,324,598	2,215,405
Held-to-maturity, at amortized cost	45,032	45,032
Total Investment Securities	2,369,630	2,260,437
Farmer Mac Guaranteed Securities:		
Available-for-sale, at fair value	5,985,806	5,471,914
Held-to-maturity, at amortized cost	2,093,092	2,126,274
Total Farmer Mac Guaranteed Securities	8,078,898	7,598,188
USDA Securities:		
Trading, at fair value	10,748	13,515
Held-to-maturity, at amortized cost	2,112,618	2,117,850
Total USDA Securities	2,123,366	2,131,365
Loans:		
Loans held for investment, at amortized cost	3,916,127	3,873,755
Loans held for investment in consolidated trusts, at amortized cost	1,443,246	1,399,827
Allowance for loan losses	(6,789)	(6,796)
Total loans, net of allowance	5,352,584	5,266,786
Real estate owned, at lower of cost or fair value	56	139
Financial derivatives, at fair value	8,011	7,093
Interest receivable (includes \$17,019 and \$17,373, respectively, related to consolidated trusts)	156,194	155,278
Guarantee and commitment fees receivable	39,915	39,895
Deferred tax asset, net	—	2,048
Prepaid expenses and other assets	67,305	29,023
Total Assets	\$18,626,771	\$17,792,274
Liabilities and Equity:		
Liabilities:		
Notes payable:		
Due within one year	\$7,774,301	\$8,089,826
Due after one year	8,416,896	7,432,790
Total notes payable	16,191,197	15,522,616
Debt securities of consolidated trusts held by third parties	1,449,888	1,404,945
Financial derivatives, at fair value	20,164	26,599
Accrued interest payable (includes \$14,559 and \$14,631, respectively, related to consolidated trusts)	88,506	75,402
Guarantee and commitment obligation	38,428	38,400
Accounts payable and accrued expenses	67,295	14,096
Deferred tax liability, net	2,832	—
Reserve for losses	2,249	2,070

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Total Liabilities	17,860,559	17,084,128
Commitments and Contingencies (Note 6)		
Equity:		
Preferred stock:		
Series A, par value \$25 per share, 2,400,000 shares authorized, issued and outstanding	58,333	58,333
Series B, par value \$25 per share, 3,000,000 shares authorized, issued and outstanding	73,044	73,044
Series C, par value \$25 per share, 3,000,000 shares authorized, issued and outstanding	73,382	73,382
Common stock:		
Class A Voting, \$1 par value, no maximum authorization, 1,030,780 shares outstanding	1,031	1,031
Class B Voting, \$1 par value, no maximum authorization, 500,301 shares outstanding	500	500
Class C Non-Voting, \$1 par value, no maximum authorization, 9,136,194 shares and 9,087,670 shares outstanding, respectively	9,136	9,088
Additional paid-in capital	117,684	118,979
Accumulated other comprehensive income, net of tax	73,410	51,085
Retained earnings	359,692	322,704
Total Equity	766,212	708,146
Total Liabilities and Equity	\$ 18,626,771	\$ 17,792,274

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

FEDERAL AGRICULTURAL MORTGAGE CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF OPERATIONS  
(unaudited)

	For the Three Months Ended		For the Six Months Ended	
	June 30, 2018	June 30, 2017	June 30, 2018	June 30, 2017
	(in thousands, except per share amounts)			
Interest income:				
Investments and cash equivalents	\$12,095	\$8,368	\$23,558	\$15,611
Farmer Mac Guaranteed Securities and USDA Securities	74,179	50,106	136,609	92,628
Loans	49,396	39,573	95,049	76,425
Total interest income	135,670	98,047	255,216	184,664
Total interest expense	91,737	58,316	168,054	107,862
Net interest income	43,933	39,731	87,162	76,802
(Provision for)/release of loan losses	(424 )	(327 )	7	(964 )
Net interest income after (provision for)/release of loan losses	43,509	39,404	87,169	75,838
Non-interest income:				
Guarantee and commitment fees	3,481	3,472	6,980	7,316
Gains/(losses) on financial derivatives and hedging activities	2,534	(617 )	(1,316 )	1,869
Gains/(losses) on trading securities	11	(2 )	27	(84 )
Gains on sale of real estate owned	34	757	34	752
Other income	320	134	894	687
Non-interest income	6,380	3,744	6,619	10,540
Non-interest expense:				
Compensation and employee benefits	6,936	6,682	13,590	12,999
General and administrative	5,202	3,921	9,528	7,721
Regulatory fees	625	625	1,250	1,250
Real estate owned operating costs, net	—	23	16	23
Provision for/(release of) reserve for losses	158	139	179	(54 )
Non-interest expense	12,921	11,390	24,563	21,939
Income before income taxes	36,968	31,758	69,225	64,439
Income tax expense	7,332	11,124	13,770	21,910
Net income	29,636	20,634	55,455	42,529
Less: Net loss attributable to non-controlling interest	—	150	—	165
Net income attributable to Farmer Mac	29,636	20,784	55,455	42,694
Preferred stock dividends	(3,296 )	(3,296 )	(6,591 )	(6,591 )
Net income attributable to common stockholders	\$26,340	\$17,488	\$48,864	\$36,103
Earnings per common share and dividends:				
Basic earnings per common share	\$2.47	\$1.65	\$4.59	\$3.41
Diluted earnings per common share	\$2.45	\$1.62	\$4.55	\$3.35
Common stock dividends per common share	\$0.58	\$0.36	\$1.16	\$0.72

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

FEDERAL AGRICULTURAL MORTGAGE CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
(unaudited)

	For the Three Months Ended		For the Six Months Ended	
	June 30, 2018	June 30, 2017	June 30, 2018	June 30, 2017
	(in thousands)			
Net income	\$29,636	\$20,634	\$55,455	\$42,529
Other comprehensive income before taxes:				
Net unrealized gains on available-for-sale securities	996	5,333	22,224	20,170
Net changes in held-to-maturity securities	(1,546 )	(2,125 )	(2,856 )	(5,612 )
Net unrealized gains/(losses) on cash flow hedges	2,194	(1,848 )	8,857	(1,219 )
Other comprehensive income before tax	1,644	1,360	28,225	13,339
Income tax expense related to other comprehensive income	(345 )	(476 )	(5,927 )	(4,669 )
Other comprehensive income net of tax	1,299	884	22,298	8,670
Comprehensive income	30,935	21,518	77,753	51,199
Less: comprehensive loss attributable to non-controlling interest	—	150	—	165
Comprehensive income attributable to Farmer Mac	\$30,935	\$21,668	\$77,753	\$51,364

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



FEDERAL AGRICULTURAL MORTGAGE CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF EQUITY  
(unaudited)

	Preferred Stock Shares	Preferred Stock Amount	Common Stock Shares	Common Stock Amount	Additional Paid-In Capital	Accumulated Other Comprehensive Income/(Loss)	Retained Earnings	Non-controlling Interest	Total Equity
	(in thousands)								
Balance as of December 31, 2016	8,400	\$204,759	10,539	\$10,539	\$118,655	\$33,758	\$275,714	\$222	\$643,647
Net income/(loss):									
Attributable to Farmer Mac	—	—	—	—	—	—	42,694	—	42,694
Attributable to non-controlling interest	—	—	—	—	—	—	—	(165)	(165)
Other comprehensive income, net of tax	—	—	—	—	—	8,670	—	—	8,670
Cash dividends:									
Preferred stock	—	—	—	—	—	—	(6,591)	—	(6,591)
Common stock	—	—	—	—	—	—	(7,616)	—	(7,616)
Issuance of Class C Common Stock	—	—	65	65	225	—	—	—	290
Stock-based compensation cost	—	—	—	—	1,784	—	—	—	1,784
Other stock-based award activity	—	—	—	—	(1,727)	—	—	—	(1,727)
Redemption of interest in subsidiary	—	—	—	—	—	—	—	(57)	(57)
Balance as of June 30, 2017	8,400	\$204,759	10,604	\$10,604	\$118,937	\$42,428	\$304,201	\$—	\$680,929
Balance as of December 31, 2017	8,400	\$204,759	10,619	\$10,619	\$118,979	\$51,085	\$322,704	\$—	\$708,146
Cumulative effect from change in hedge accounting	—	—	—	—	—	27	471	—	498
Balance as of January 1, 2018	8,400	\$204,759	10,619	\$10,619	\$118,979	\$51,112	\$323,175	\$—	\$708,644
Net income:									
Attributable to Farmer Mac	—	—	—	—	—	—	55,455	—	55,455
Other comprehensive income, net of tax	—	—	—	—	—	22,298	—	—	22,298
Cash dividends:									
Preferred stock	—	—	—	—	—	—	(6,591)	—	(6,591)
Common stock	—	—	—	—	—	—	(12,347)	—	(12,347)
Issuance of Class C Common Stock	—	—	48	48	7	—	—	—	55
	—	—	—	—	1,269	—	—	—	1,269

Stock-based compensation cost									
Other stock-based award activity	—	—	—	—	(2,571 )	—	—	—	(2,571 )
Balance as of June 30, 2018	8,400	\$204,759	10,667	\$10,667	\$117,684	\$ 73,410	\$359,692	\$ —	\$766,212

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

FEDERAL AGRICULTURAL MORTGAGE CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(unaudited)

	For the Six Months Ended	
	June 30, 2018	June 30, 2017
	(in thousands)	
Cash flows from operating activities:		
Net income	\$55,455	\$42,529
Adjustments to reconcile net income to net cash provided by operating activities:		
Net amortization of deferred gains, premiums, and discounts on loans, investments, Farmer Mac Guaranteed Securities, and USDA Securities	1,536	534
Amortization of debt premiums, discounts and issuance costs	13,701	11,479
Net change in fair value of trading securities, hedged assets, and financial derivatives	26,100	(12,122 )
(Gains)/losses on sale of real estate owned	(34 )	(752 )
Total provision for losses	172	910
Excess tax benefits related to stock-based awards	903	832
Deferred income taxes	(2,457 )	2,095
Other	—	100
Stock-based compensation expense	1,269	1,784
Proceeds from repayment of loans purchased as held for sale	62,078	32,510
Net change in:		
Interest receivable	(879 )	(3,700 )
Guarantee and commitment fees receivable	8	320
Other assets	(12,877 )	300
Accrued interest payable	13,104	14,260
Other liabilities	4,075	(488 )
Net cash provided by operating activities	162,154	90,591
Cash flows from investing activities:		
Purchases of available-for-sale investment securities	(539,667 )	(271,684 )
Purchases of Farmer Mac Guaranteed Securities and USDA Securities	(1,843,294 )	(2,108,174 )
Purchases of loans held for investment	(491,858 )	(678,710 )
Purchases of defaulted loans	(721 )	(415 )
Proceeds from repayment of available-for-sale investment securities	403,018	508,409
Proceeds from repayment of Farmer Mac Guaranteed Securities and USDA Securities	1,331,245	618,340
Proceeds from repayment of loans purchased as held for investment	335,808	250,111
Proceeds from sale of Farmer Mac Guaranteed Securities	196,290	247,975
Proceeds from sale of real estate owned	101	6,144
Net cash used by investing activities	(609,078 )	(1,428,004 )
Cash flows from financing activities:		
Proceeds from issuance of discount notes	21,036,787	27,501,915
Proceeds from issuance of medium-term notes	4,103,234	5,257,762
Payments to redeem discount notes	(21,157,585)	(29,090,607)
Payments to redeem medium-term notes	(3,313,236)	(2,206,300)
Payments to third parties on debt securities of consolidated trusts	(72,031 )	(54,949 )
Proceeds from common stock issuance	7	232
Tax payments related to share-based awards	(2,523 )	(1,669 )
Dividends paid on common and preferred stock	(18,939 )	(14,207 )

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Net cash provided/(used) by financing activities	575,714	1,392,177
Net increase in cash and cash equivalents	128,790	54,764
Cash and cash equivalents at beginning of period	302,022	265,229
Cash and cash equivalents at end of period	\$430,812	\$ 319,993

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

FEDERAL AGRICULTURAL MORTGAGE CORPORATION AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(unaudited)

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The interim unaudited consolidated financial statements of the Federal Agricultural Mortgage Corporation ("Farmer Mac") and subsidiaries have been prepared pursuant to the rules and regulations of the U.S. Securities and Exchange Commission ("SEC"). These interim unaudited consolidated financial statements reflect all normal and recurring adjustments that are, in the opinion of management, necessary to present a fair statement of the financial position and the results of operations and cash flows of Farmer Mac and subsidiaries for the interim periods presented. Certain information and footnote disclosures normally included in the annual consolidated financial statements have been omitted as permitted by SEC rules and regulations. The December 31, 2017 consolidated balance sheet presented in this report has been derived from Farmer Mac's audited 2017 consolidated financial statements. Management believes that the disclosures are adequate to present fairly the consolidated financial statements as of the dates and for the periods presented. These interim unaudited consolidated financial statements should be read in conjunction with the 2017 consolidated financial statements of Farmer Mac and subsidiaries included in Farmer Mac's Annual Report on Form 10-K for the year ended December 31, 2017 filed with the SEC on March 8, 2018. Results for interim periods are not necessarily indicative of those that may be expected for the fiscal year. Presented below are Farmer Mac's significant accounting policies that contain updated information for the three months ended June 30, 2018.

Principles of Consolidation

The consolidated financial statements include the accounts of Farmer Mac and its two subsidiaries during the year: (1) Farmer Mac Mortgage Securities Corporation ("FMMSC"), whose principal activities are to facilitate the purchase and issuance of Farmer Mac Guaranteed Securities; and (2) Farmer Mac II LLC, whose principal activity is the operation of substantially all of the business related to the USDA Guarantees line of business – primarily the acquisition of USDA Securities. The consolidated financial statements also include the accounts of VIEs in which Farmer Mac determined itself to be the primary beneficiary. The accounts of Contour Valuation Services, LLC (which began doing business as AgVisory during first quarter 2016) ("AgVisory"), Farmer Mac's former majority-owned subsidiary, are also included through June 30, 2017. Farmer Mac redeemed its ownership interest in AgVisory on May 1, 2017.

The following tables present, by line of business, details about the consolidation of VIEs:

Table 1.1

	Consolidation of Variable Interest Entities					Total
	As of June 30, 2018					
	Farm & Ranch	USDA Guarantees	Rural Utilities	Institutional Credit	Corporate	
	(in thousands)					
<b>On-Balance Sheet:</b>						
<b>Consolidated VIEs:</b>						
Loans held for investment in consolidated trusts, at amortized cost	\$1,443,246	\$ —	\$ —	\$ —	\$ —	—\$1,443,246
Debt securities of consolidated trusts held by third parties <sup>(1)</sup>	1,449,888	—	—	—	—	1,449,888
<b>Unconsolidated VIEs:</b>						
<b>Farmer Mac Guaranteed Securities:</b>						
Carrying value <sup>(2)</sup>	—	29,206	—	—	—	29,206
Maximum exposure to loss <sup>(3)</sup>	—	28,938	—	—	—	28,938
<b>Investment securities:</b>						
Carrying value <sup>(4)</sup>	—	—	—	—	917,479	917,479
Maximum exposure to loss <sup>(3) (4)</sup>	—	—	—	—	917,260	917,260
<b>Off-Balance Sheet:</b>						
<b>Unconsolidated VIEs:</b>						
<b>Farmer Mac Guaranteed Securities:</b>						
Maximum exposure to loss <sup>(3) (5)</sup>	297,833	325,652	—	—	—	623,485
<sup>(1)</sup> Includes borrower remittances of \$6.6 million. The borrower remittances had not been passed through to third party investors as of June 30, 2018.						
<sup>(2)</sup> Includes \$0.3 million of unamortized premiums and discounts and fair value adjustments related to the USDA Guarantees line of business.						
<sup>(3)</sup> Farmer Mac uses unpaid principal balance and outstanding face amount of investment securities to represent maximum exposure to loss.						
<sup>(4)</sup> Includes auction-rate certificates, asset-backed securities, and government-sponsored enterprise ("GSE")-guaranteed mortgage-backed securities.						
<sup>(5)</sup> The amount under the Farm & Ranch line of business relates to unconsolidated trusts where Farmer Mac determined it was not the primary beneficiary due to shared power with an unrelated party.						

	Consolidation of Variable Interest Entities					
	As of December 31, 2017					
	Farm & Ranch	USDA Guarantees	Rural Utilities	Institutional Credit	Corporate	Total
	(in thousands)					
On-Balance Sheet:						
Consolidated VIEs:						
Loans held for investment in consolidated trusts, at amortized cost	\$ 1,399,827	\$ —	\$ —	\$ —		\$ —1,399,827
Debt securities of consolidated trusts held by third parties <sup>(1)</sup>	1,404,945	—	—	—	—	1,404,945
Unconsolidated VIEs:						
Farmer Mac Guaranteed Securities:						
Carrying value <sup>(2)</sup>	—	30,300	—	—	—	30,300
Maximum exposure to loss <sup>(3)</sup>	—	29,980	—	—	—	29,980
Investment securities:						
Carrying value <sup>(4)</sup>	—	—	—	—	783,964	783,964
Maximum exposure to loss <sup>(3) (4)</sup>	—	—	—	—	783,916	783,916
Off-Balance Sheet:						
Unconsolidated VIEs:						
Farmer Mac Guaranteed Securities:						
Maximum exposure to loss <sup>(3) (5)</sup>	333,511	254,217	—	—	—	587,728
<sup>(1)</sup> Includes borrower remittances of \$5.1 million, which have not been passed through to third party investors as of December 31, 2017.						
<sup>(2)</sup> Includes \$0.3 million of unamortized premiums and discounts and fair value adjustments related to the USDA Guarantees line of business.						
<sup>(3)</sup> Farmer Mac uses unpaid principal balance and the outstanding face amount of investment securities to represent maximum exposure to loss.						
<sup>(4)</sup> Includes auction-rate certificates, asset-backed securities, and GSE-guaranteed mortgage-backed securities.						
<sup>(5)</sup> The amount under the Farm & Ranch line of business relates to unconsolidated trusts where Farmer Mac determined it was not the primary beneficiary due to shared power with an unrelated party.						

(a) Statements of Cash Flows

The following table sets forth information regarding certain cash and non-cash transactions for the six months ended June 30, 2018 and 2017:

Table 1.2

	For the Six Months Ended	
	June 30, 2018	June 30, 2017
	(in thousands)	
Non-cash activity:		
Real estate owned acquired through loan liquidation	—	5,261
Loans acquired and securitized as Farmer Mac Guaranteed Securities	196,290	247,975

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Consolidation of Farm & Ranch Guaranteed Securities from off-balance sheet to loans held for investment in consolidated trusts and to debt securities of consolidated trusts held by third parties	116,983	161,880
Purchases of securities - traded not yet settled	48,600	50,000



## (b) Earnings Per Common Share

Basic earnings per common share ("EPS") is based on the weighted-average number of shares of common stock outstanding. Diluted earnings per common share is based on the weighted-average number of shares of common stock outstanding adjusted to include all potentially dilutive common stock options, stock appreciation rights ("SARs"), and non-vested restricted stock awards. The following schedule reconciles basic and diluted EPS for the three and six months ended June 30, 2018 and 2017:

Table 1.3

	For the Three Months Ended					
	June 30, 2018			June 30, 2017		
	Net Income	Weighted-Average Shares	\$ per Share	Net Income	Weighted-Average Shares	\$ per Share
	(in thousands, except per share amounts)					
Basic EPS						
Net income attributable to common stockholders	\$26,340	10,658	\$2.47	\$17,488	10,600	\$1.65
Effect of dilutive securities <sup>(1)</sup>						
Stock options, SARs and restricted stock	—	84	(0.02 )	—	183	(0.03 )
Diluted EPS	\$26,340	10,742	\$2.45	\$17,488	10,783	\$1.62

For the three months ended June 30, 2018, no SARs were outstanding but not included in the computation of diluted earnings per share of common stock because they were anti-dilutive, compared to 24,907 stock options and

<sup>(1)</sup> SARs for the three months ended June 30, 2017. For the three months ended June 30, 2018 and 2017, contingent shares of non-vested restricted stock of 13,138 and 32,892, respectively, were outstanding but not included in the computation of diluted earnings per share of common stock because performance conditions had not yet been met.

	For the Six Months Ended					
	June 30, 2018			June 30, 2017		
	Net Income	Weighted-Average Shares	\$ per Share	Net Income	Weighted-Average Shares	\$ per Share
	(in thousands, except per share amounts)					
Basic EPS						
Net income attributable to common stockholders	\$48,864	10,640	\$4.59	\$36,103	10,576	\$3.41
Effect of dilutive securities <sup>(1)</sup>						
Stock options, SARs and restricted stock	—	102	(0.04 )	—	207	(0.06 )
Diluted EPS	\$48,864	10,742	\$4.55	\$36,103	10,783	\$3.35

For the six months ended June 30, 2018, 25,062 SARs were outstanding but not included in the computation of

<sup>(1)</sup> diluted earnings per share of common stock because they were anti-dilutive, compared to 37,832 stock options and SARs for the six months ended June 30, 2017. For the six months ended June 30, 2018 and 2017, contingent shares of non-vested restricted stock of 13,138 and 32,892, respectively, were outstanding but not included in the computation of diluted earnings per share of common stock because performance conditions had not yet been met.

## (c) Comprehensive Income

Comprehensive income represents all changes in stockholders' equity except those resulting from investments by or distributions to stockholders, and is comprised of net income and unrealized gains and losses on available-for-sale securities, certain held-to-maturity securities transferred from the available-for-sale classification, and cash flow

hedges, net of related taxes.

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The following table presents the changes in accumulated other comprehensive income ("AOCI"), net of tax, by component for the three and six months ended June 30, 2018 and 2017:

Table 1.4

	As of June 30, 2018				As of June 30, 2017			
	Available-for-Sale Securities	For Sale Securities	Maturity Cash Flow Hedges	Total	Available-for-Sale Securities	For Sale Securities	Maturity Cash Flow Hedges	Total
(in thousands)								
For the Three Months Ended:								
Beginning Balance	\$ 15,094	\$ 47,201	\$ 9,816	\$ 72,111	\$(4,742 )	\$ 43,485	\$ 2,801	\$ 41,544
Other comprehensive income/(loss) before reclassifications	2,209	—	1,778	3,987	6,191	—	(1,500 )	4,691
Amounts reclassified from AOCI	(1,421 )	(1,222 )	(45 )	(2,688 )	(2,725 )	(1,381 )	299	(3,807 )
Net comprehensive income/(loss)	788	(1,222 )	1,733	1,299	3,466	(1,381 )	(1,201 )	884
Ending Balance	\$ 15,882	\$ 45,979	\$ 11,549	\$ 73,410	\$(1,276 )	\$ 42,104	\$ 1,600	\$ 42,428
For the Six Months Ended:								
Beginning Balance	\$(1,676 )	\$ 48,236	\$ 4,525	\$ 51,085	\$(14,387 )	\$ 45,752	\$ 2,393	\$ 33,758
Cumulative effect from change in hedge accounting	—	—	27	27	—	—	—	—
Adjusted Beginning Balance	(1,676 )	48,236	4,552	51,112	(14,387 )	45,752	2,393	33,758
Other comprehensive income/(loss) before reclassifications	20,396	—	6,831	27,227	18,413	—	(1,426 )	16,987
Amounts reclassified from AOCI	(2,838 )	(2,257 )	166	(4,929 )	(5,302 )	(3,648 )	633	(8,317 )
Net comprehensive income/(loss)	17,558	(2,257 )	6,997	22,298	13,111	(3,648 )	(793 )	8,670
Ending Balance	\$ 15,882	\$ 45,979	\$ 11,549	\$ 73,410	\$(1,276 )	\$ 42,104	\$ 1,600	\$ 42,428

The following table presents other comprehensive income activity, the impact on net income of amounts reclassified from each component of AOCI, and the related tax impact for the three and six months ended June 30, 2018 and 2017:

Table 1.5

	For the Three Months Ended					
	June 30, 2018			June 30, 2017		
	Before Tax	Provision (Benefit)	After Tax	Before Tax	Provision (Benefit)	After Tax
	(in thousands)					
Other comprehensive income:						
Available-for-sale-securities:						
Unrealized holding gains on available-for-sale-securities	\$2,795	\$ 586	\$2,209	\$9,525	\$ 3,334	\$6,191
Less reclassification adjustments included in:						
Net Interest Income <sup>(1)</sup>	(1,791 )	(376 )	(1,415 )	—	—	—
Gains/(losses) on financial derivatives and hedging activities <sup>(1)</sup>	—	—	—	(4,186 )	(1,465 )	(2,721 )
Other income <sup>(2)</sup>	(8 )	(2 )	(6 )	(6 )	(2 )	(4 )
Total	\$996	\$ 208	\$788	\$5,333	\$ 1,867	\$3,466
Held-to-maturity securities:						
Less reclassification adjustments included in:						
Net interest income <sup>(3)</sup>	(1,546 )	(324 )	(1,222 )	(2,125 )	(744 )	(1,381 )
Total	\$(1,546)	\$(324)	\$(1,222)	\$(2,125)	\$(744)	\$(1,381)
Cash flow hedges						
Unrealized gains/(losses) on cash flow hedges	\$2,251	\$ 473	\$1,778	\$(2,309)	\$(809 )	\$(1,500)
Less reclassification adjustments included in:						
Net interest income <sup>(4)</sup>	(57 )	(12 )	(45 )	461	162	299
Total	\$2,194	\$ 461	\$1,733	\$(1,848)	\$(647 )	\$(1,201)
Other comprehensive income	\$1,644	\$ 345	\$1,299	\$1,360	\$ 476	\$884

(1) Relates to the amortization of unrealized gains on hedged items prior to the application of fair value hedge accounting.

(2) Represents amortization of deferred gains related to certain available-for-sale USDA Securities and Farmer Mac Guaranteed USDA Securities.

Relates to the amortization of unrealized gains or losses prior to the reclassification of these securities from available-for-sale to held-to-maturity. The amortization of unrealized gains or losses reported in AOCI for held-to-maturity securities will be offset by the amortization of the premium or discount created from the transfer into held-to-maturity securities, which occurred at fair value. These unrealized gains or losses will be recorded over the remaining life of the security with no impact on future net income.

(4) Relates to the recognition of unrealized gains and losses on cash flow hedges recorded in AOCI.

	For the Six Months Ended					
	June 30, 2018			June 30, 2017		
	Before Tax	Provision (Benefit)	After Tax	Before Tax	Provision (Benefit)	After Tax
	(in thousands)					
Other comprehensive income:						
Available-for-sale-securities:						
Unrealized holding gains on available-for-sale-securities	\$25,817	\$ 5,421	\$20,396	\$28,328	\$9,915	\$18,413
Less reclassification adjustments included in:						
Net Interest Income <sup>(1)</sup>	(3,578 )	(752 )	(2,826 )	—	—	—
Gains/(losses) on financial derivatives and hedging activities <sup>(1)</sup>	—	—	—	(8,145 )	(2,851 )	(5,294 )
Other income <sup>(2)</sup>	(15 )	(3 )	(12 )	(13 )	(5 )	(8 )
Total	\$22,224	\$ 4,666	\$17,558	\$20,170	\$7,059	\$13,111
Held-to-maturity securities:						
Less reclassification adjustments included in:						
Net interest income <sup>(3)</sup>	(2,856 )	(599 )	(2,257 )	(5,612 )	(1,964 )	(3,648 )
Total	\$(2,856 )	\$(599 )	\$(2,257 )	\$(5,612 )	\$(1,964 )	\$(3,648 )
Cash flow hedges						
Unrealized gains/(losses) on cash flow hedges	\$8,647	\$ 1,816	\$6,831	\$(2,192 )	\$(766 )	\$(1,426 )
Less reclassification adjustments included in:						
Net interest income <sup>(4)</sup>	210	44	166	973	340	633
Total	\$8,857	\$ 1,860	\$6,997	\$(1,219 )	\$(426 )	\$(793 )
Other comprehensive income	\$28,225	\$ 5,927	\$22,298	\$13,339	\$4,669	\$8,670

(1) Relates to the amortization of unrealized gains on hedged items prior to the application of fair value hedge accounting.

(2) Represents amortization of deferred gains related to certain available-for-sale USDA Securities and Farmer Mac Guaranteed USDA Securities.

Relates to the amortization of unrealized gains or losses prior to the reclassification of these securities from available-for-sale to held-to-maturity. The amortization of unrealized gains or losses reported in AOCI for held-to-maturity securities will be offset by the amortization of the premium or discount created from the transfer into held-to-maturity securities, which occurred at fair value. These unrealized gains or losses will be recorded over the remaining life of the security with no impact on future net income.

(4) Relates to the recognition of unrealized gains and losses on cash flow hedges recorded in AOCI.

#### (d) New Accounting Standards

In February 2016, the FASB issued Accounting Standards Update ("ASU") 2016-02, "Leases," which provides new guidance intended to improve financial reporting about leasing transactions. The ASU requires organizations that lease assets to recognize on the balance sheet the assets and liabilities for the rights and obligations created by those leases. The ASU also requires new disclosures to help investors and other financial statement users better understand the amount, timing, and uncertainty of cash flows arising from leases. The new standard is effective for fiscal years and interim periods within those fiscal years beginning after December 15, 2018. Farmer Mac does not expect that adoption of the new guidance will have a material effect on Farmer Mac's financial position, results of operations, or cash flows.

In June 2016, the FASB issued ASU 2016-13, "Financial Instruments—Credit Losses," which will require entities to measure all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions, and reasonable and supportable forecasts. Entities will be required to use forward-looking information to form their credit loss estimates. The ASU will also require enhanced disclosures to help users of financial statements better understand significant estimates and judgments used in estimating credit losses, as well as the credit quality and underwriting standards of an entity's portfolio. The new standard is effective for fiscal years and interim periods within those fiscal years, beginning after December 15, 2019. Early application will be permitted for all entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. Farmer Mac is currently developing its accounting policy, planning for changes to its loss estimation methodologies and

evaluating the impact that the new guidance will have on its consolidated financial statements. That impact will primarily be from the new requirement to recognize all expected losses rather than just incurred losses as of the reporting date.

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," which shortens the amortization period for certain callable debt securities held at a premium by requiring the premium to be amortized to the earliest call date. The ASU does not require an accounting change for securities held at a discount. The new standard is effective for fiscal years and interim periods within those fiscal years, beginning after December 15, 2019. Farmer Mac does not expect that adoption of the new guidance will have a material effect on Farmer Mac's financial position, results of operations, or cash flows.

In first quarter 2018 Farmer Mac adopted ASU 2017-12, "Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities," which amends hedge accounting recognition and presentation requirements to better align a reporting entity's risk management activities and hedge accounting. The new guidance reduces the complexity and simplifies the application of hedge accounting by eliminating the requirement to separately measure and report hedge ineffectiveness and by requiring the entire change in the fair value of a hedging instrument to be presented in the same income statement line as the hedged item. The cumulative-effect adjustment to retained earnings as of January 1, 2018 reflected application of the new guidance and did not have a material effect on Farmer Mac's financial position, results of operations, or cash flows.

(e) Reclassifications

Certain reclassifications of prior period information were made to conform to the current period presentation.

## 2. INVESTMENT SECURITIES

The following tables set forth information about Farmer Mac's investment securities as of June 30, 2018 and December 31, 2017:

Table 2.1

	As of June 30, 2018					Fair Value
	Amount Outstanding (in thousands)	Unamortized Premium/(Discount)	Amortized Cost	Unrealized Gains	Unrealized Losses	
Available-for-sale:						
Floating rate auction-rate certificates backed by Government guaranteed student loans	\$ 19,700	\$ —	\$ 19,700	\$ —	\$ (690)	\$ 19,010
Floating rate asset-backed securities	31,531	(132)	31,399	25	(103)	31,321
Floating rate Government/GSE guaranteed mortgage-backed securities	1,367,091	1,796	1,368,887	1,250	(2,012)	1,368,125
Fixed rate GSE guaranteed mortgage-backed securities <sup>(1)</sup>	416	—	416	23	—	439
Fixed rate U.S. Treasuries	909,921	(2,714)	907,207	—	(1,504)	905,703
Total available-for-sale	2,328,659	(1,050)	2,327,609	1,298	(4,309)	2,324,598
Held-to-maturity:						
Fixed rate Government/GSE guaranteed mortgage-backed securities	45,032	—	45,032	831	—	45,863
Total investment securities	\$ 2,373,691	\$ (1,050)	\$ 2,372,641	\$ 2,129	\$ (4,309)	\$ 2,370,461

<sup>(1)</sup> During second quarter 2018, the remaining premium of an interest-only security was fully amortized because the issuer called the security upon full prepayment of the underlying mortgage loan that collateralized the security.

	As of December 31, 2017					Fair Value
	Amount Outstanding (in thousands)	Unamortized Premium/(Discount)	Amortized Cost	Unrealized Gains	Unrealized Losses	
Available-for-sale:						
Floating rate auction-rate certificates backed by Government guaranteed student loans	\$ 19,700	\$ —	\$ 19,700	\$ —	\$ (886)	\$ 18,814
Floating rate asset-backed securities	34,462	(154)	34,308	22	(120)	34,210
Floating rate Government/GSE guaranteed mortgage-backed securities	1,289,123	2,217	1,291,340	2,215	(3,368)	1,290,187
Fixed rate GSE guaranteed mortgage-backed securities <sup>(1)</sup>	451	2,138	2,589	2,230	—	4,819
Fixed rate senior agency debt	100,000	—	100,000	—	(49)	99,951
Fixed rate U.S. Treasuries	770,852	(1,836)	769,016	—	(1,592)	767,424
Total available-for-sale	2,214,588	2,365	2,216,953	4,467	(6,015)	2,215,405
Held-to-maturity:						
Fixed rate Government/GSE guaranteed mortgage-backed securities	45,032	—	45,032	532	—	45,564



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Total investment securities	\$2,259,620	\$ 2,365	\$2,261,985	\$ 4,999	\$(6,015 )	\$2,260,969
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(1) Fair value includes \$4.3 million of an interest-only security with a notional amount of \$143.7 million.

Farmer Mac did not sell any securities from its available-for-sale investment portfolio during the three and six months ended June 30, 2018 and 2017.

As of June 30, 2018 and December 31, 2017, unrealized losses on available-for-sale investment securities were as follows:

Table 2.2

	As of June 30, 2018			
	Available-for-Sale Securities			
	Unrealized loss position for less than 12 months		Unrealized loss position for more than 12 months	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
	(in thousands)			
Floating rate auction-rate certificates backed by Government guaranteed student loans	\$—	\$—	\$ 19,010	\$(690)
Floating rate asset-backed securities	—	—	20,996	(103)
Floating rate Government/GSE guaranteed mortgage-backed securities	437,975	(799)	195,425	(1,213)
Fixed rate U.S. Treasuries	863,715	(1,489)	34,987	(15)
Total	\$1,301,690	\$(2,288)	\$ 270,418	\$(2,021)
	As of December 31, 2017			
	Available-for-Sale Securities			
	Unrealized loss position for less than 12 months		Unrealized loss position for more than 12 months	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
	(in thousands)			
Floating rate auction-rate certificates backed by Government guaranteed student loans	\$—	\$—	\$ 18,814	\$(886)
Floating rate asset-backed securities	—	—	23,145	(120)
Floating rate Government/GSE guaranteed mortgage-backed securities	292,522	(2,337)	221,641	(1,031)
Fixed rate U.S. Treasuries	742,442	(1,572)	24,983	(20)
Fixed rate senior agency debt	—	—	99,951	(49)
Total	\$1,034,964	\$(3,909)	\$ 388,534	\$(2,106)

The unrealized losses presented above are principally due to a general widening of market spreads and an increase in the levels of interest rates from the dates of acquisition to June 30, 2018 and December 31, 2017, as applicable. The resulting decrease in fair values reflects an increase in the perceived risk by the financial markets related to those securities. As of June 30, 2018 and December 31, 2017, all of the investment securities in an unrealized loss position either were backed by the full faith and credit of the U.S. government or had credit ratings of at least "AA+." The unrealized losses were on 100 and 91 individual investment securities as of June 30, 2018 and December 31, 2017, respectively.

As of June 30, 2018, 44 of the securities in loss positions had been in loss positions for more than 12 months and had a total unrealized loss of \$2.0 million. As of December 31, 2017, 51 of the securities in loss positions had been in loss positions for more than 12 months and had a total unrealized loss of \$2.1 million. Securities in unrealized loss

positions for 12 months or longer have a fair value as of June 30, 2018 that is, on average, approximately 99.3 percent of their amortized cost basis. Farmer Mac believes that all of these unrealized losses are recoverable within a reasonable period of time by way of maturity or changes in credit spreads. Accordingly, Farmer Mac has concluded that none of the unrealized losses on

these available-for-sale investment securities are other-than-temporary impairment as of June 30, 2018 and December 31, 2017.

As of June 30, 2018, Farmer Mac owned \$45.0 million of held-to-maturity investment securities at amortized cost with a fair value of \$45.9 million and a weighted average yield of 3.0 percent. As of December 31, 2017, Farmer Mac owned \$45.0 million of held-to-maturity investment securities at amortized cost with a fair value of \$45.6 million and a weighted average yield of 2.5 percent. Farmer Mac did not own any trading investment securities as of June 30, 2018 and December 31, 2017.

The amortized cost, fair value, and weighted-average yield of available-for-sale investment securities by remaining contractual maturity as of June 30, 2018 are set forth below. Asset-backed and mortgage-backed securities are included based on their final maturities, although the actual maturities may differ due to prepayments of the underlying assets.

Table 2.3

	As of June 30, 2018		
	Available-for-Sale Securities		
	Amortized Cost	Fair Value	Weighted- Average Yield
	(dollars in thousands)		
Due within one year	\$890,555	\$889,077	1.18%
Due after one year through five years	234,693	234,979	2.40%
Due after five years through ten years	520,939	521,199	2.35%
Due after ten years	681,422	679,343	2.41%
Total	\$2,327,609	\$2,324,598	1.92%

## 3. FARMER MAC GUARANTEED SECURITIES AND USDA SECURITIES

The following tables set forth information about on-balance sheet Farmer Mac Guaranteed Securities and USDA Securities as of June 30, 2018 and December 31, 2017:

Table 3.1

	As of June 30, 2018					
	Unpaid Principal Balance	Unamortized Premium/(Discount)	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
	(in thousands)					
Held-to-maturity:						
AgVantage	\$2,064,274	\$ (388)	) \$2,063,886	\$ 495	\$(19,139)	\$2,045,242
Farmer Mac Guaranteed USDA Securities	28,938	268	) 29,206	139	—	29,345
Total Farmer Mac Guaranteed Securities	2,093,212	(120)	) 2,093,092	634	(19,139)	2,074,587
USDA Securities	2,053,219	59,399	) 2,112,618	—	(78,433)	2,034,185
Total held-to-maturity	\$4,146,431	\$ 59,279	) \$4,205,710	\$ 634	\$(97,572)	\$4,108,772
Available-for-sale:						
AgVantage	\$6,016,055	\$ (167)	) \$6,015,888	\$ 17,446	\$(47,528)	\$5,985,806
Trading:						
USDA Securities	\$10,306	\$ 788	) \$11,094	\$ 23	\$(369)	\$10,748
	As of December 31, 2017					
	Unpaid Principal Balance	Unamortized Premium/(Discount)	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
	(in thousands)					
Held-to-maturity:						
AgVantage	\$2,096,754	\$ (779)	) \$2,095,975	\$ 2,011	\$(11,429)	\$2,086,557
Farmer Mac Guaranteed USDA Securities	29,980	319	) 30,299	108	(73)	30,334
Total Farmer Mac Guaranteed Securities	2,126,734	(460)	) 2,126,274	2,119	(11,502)	2,116,891
USDA Securities	2,055,050	62,800	) 2,117,850	—	(54,969)	2,062,881
Total held-to-maturity	\$4,181,784	\$ 62,340	) \$4,244,124	\$ 2,119	\$(66,471)	\$4,179,772
Available-for-sale:						
AgVantage	\$5,496,569	\$ (182)	) \$5,496,387	\$ 21,838	\$(46,311)	\$5,471,914
Trading:						
USDA Securities	\$12,966	\$ 922	) \$13,888	\$ 28	\$(401)	\$13,515

As of June 30, 2018 and December 31, 2017, unrealized losses on held-to-maturity and available-for-sale on-balance sheet Farmer Mac Guaranteed Securities and USDA Securities were as follows:

Table 3.2

	As of June 30, 2018			
	Held-to-Maturity and Available-for-Sale Securities			
	Unrealized loss position for less than 12 months		Unrealized loss position for more than 12 months	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
	(in thousands)			
Held-to-maturity:				
AgVantage	\$559,980	\$(7,944 )	\$863,805	\$(11,195 )
Farmer Mac Guaranteed USDA Securities	—	—	—	—
USDA Securities	41,205	(433 )	1,992,980	(78,000 )
Total held-to-maturity	\$601,185	\$(8,377 )	\$2,856,785	\$(89,195 )
Available-for-sale:				
AgVantage	\$1,129,733	\$(14,618 )	\$1,570,177	\$(32,910 )
	As of December 31, 2017			
	Held-to-Maturity and Available-for-Sale Securities			
	Unrealized loss position for less than 12 months		Unrealized loss position for more than 12 months	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
	(in thousands)			
Held-to-maturity:				
AgVantage	\$1,304,160	\$(8,094 )	\$351,664	\$(3,335 )
Farmer Mac Guaranteed USDA Securities	24,721	(73 )	—	—
USDA Securities	451			