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 AlabamaFarmCredit.com

**ALABAMA FARM CREDIT, ACA**

**2016 ANNUAL STOCKHOLDERS' MEETING INFORMATION STATEMENT**

The Annual Stockholders' Meeting of Alabama Farm Credit, ACA will be held at 10:30 a.m. on April 14, 2016 at the Cullman Regional Medical Center, Professional Building II, Cullman, Alabama. The Medical Center is located on State Highway 157, 4 miles east of Interstate 65 in Cullman, Alabama. The Professional Building II is located on the eastern side of the complex and it is connected directly to the hospital.

You are cordially invited to attend. The agenda for the meeting will include the following:

- Adoption of the minutes of the 2015 Annual Stockholders' Meeting
- Review of corporate and financial operations
- The Board's report to the Stockholders
- Ratification of actions (as reported) taken by the Board of Directors
- Election of two (2) stockholders to the Board of Directors
- Election of Nominating Committee and Alternates
- Other Association Business

Following the business meeting, a lunch will be catered by Morrison's Cafeteria to those in attendance (RSVP luncheon reservation by April 7, 2016).

As of February 28, 2016, Alabama Farm Credit, ACA had 2,309 members with class A voting stock and 141 members with participation certificates (or non-voting stock). Members owning voting stock, at the close of business on April 13, 2016, will be eligible to vote if they have been designated to vote the stock. Issues requiring a vote, during the meeting, will be decided on by majority vote from ballots cast by those stockholders who are present during the meeting and eligible to vote.

The following is a list of directors presently serving including relevant factual information about each:

	<u>AGE</u>	<u>TERM EXPIRING</u>	<u>LENGTH OF SERVICE</u>	<u>TYPE OF AGRICULTURE ENGAGED</u>
Lloyd Rutherford, Chairman	74	2016	26 years	Row Crop
Matthew J. Christjohn, DVM, Vice Chairman	45	2017	11 years	Cattle
John R. Adams, CPA (Board appointed)	56	2018	9 years	N/A
Danny R. Baugh	59	2018	1 year	Poultry/Cattle
Hugh C. Harris (Board appointed)	64	2017	2 years	N/A
Larry Don McGee	66	2018	19 years	Poultry/Cattle
Stewart McGill (Board appointed 1/1/16)	34	2016	3 months	Row Crop
Benny Neal Smith	77	2017	20 years	Poultry/Cattle

All directors listed above attended at least 75 percent of the Board meetings and/or Committee meetings held in 2015.

No director resigned, or declined to stand for re-election during 2015, because of a policy disagreement with the Board.

Per section 611.220 of FCA Regulations, associations with total assets exceeding \$500 million as of January 1 of each year, must have no fewer than two (2) board appointed directors on the Board. Section 611.210 of the FCA Regulations requires, at all times, at least one (1) Association director, whether stockholder elected or board appointed, shall be a financial expert. Association bylaws section 410.2b states that the directors elected by the Stockholders (BOD) shall conduct a search for eligible candidates willing to serve as board appointed directors and by majority vote of the stockholder-elected directors (BOD), at a duly called meeting, shall elect a candidate to fill each board appointed position. Board appointed directors cannot be an officer, employee or stockholder of a Farm Credit bank or association. The Board appointed Hugh C. Harris to the Board, at a special meeting held in June, 2014. Mr. Harris's three (3) year term began on June 25, 2014 and will expire May 31, 2017. The Board re-appointed John R. Adams, CPA to the Board, for another three (3) year term beginning November 1, 2015, serving as Director/Financial Expert until October 31, 2018.

You should have, or will be receiving, the Association Annual Report to Stockholders for the year ending December 31, 2015. This financial report is for your information and review at your leisure and can also be viewed on the Association's website [www.alabamafarmcredit.com](http://www.alabamafarmcredit.com). The Association has not changed its external auditor since the last annual meeting and recently issued an annual report to shareholders, and has not had any disagreements with said external auditor.

There have been no material changes in the matters disclosed in the annual report to stockholders, since the date the report was issued.

There have been no transactions or events, of the type required to be disclosed, pursuant to FCA regulation 620.6(e) and 620.6(f), between the Association and its senior officers or directors, since the end of the last fiscal year and through the date of this letter.

There have been no loans to senior officers or directors, or to any organization affiliated with such persons, or to any immediate family member who resides in the same household as such person, or in whose loan or business operation such person has a material financial or legal interest, that involved more than normal risk of collectability.

Although no specific region of the Association is designated for each place on the Board of Directors, the Directors whose terms expire represent different areas of the Association's territory. The Nominating Committee considered candidates from these different areas in order to keep the representatives equally distributed over the Association's chartered territory, in relationship to the number of loans the Association has in these areas. Nominations will be accepted from the floor for any voting stockholders of the Association, without restriction as to location or place of residence.

The Association Nominating Committee, consisting of James C. Dawson, Jerry L. Batts and Tony McCormack, met on March 14, 2016 and placed the names of the following stockholders in nomination for each position on the following page:

**POSITION I -- A THREE YEAR TERM** - Presently held by James Stewart McGill

**JAMES STEWART MCGILL**, age 35. Mr. McGill is the owner and operator of McGill Farms. McGill Farms is an approximately 515-acre row crop operation in Madison County that produces wheat, soybeans and corn. Additionally, Mr. McGill is the Operations Manager of Tate Farms Row Crop and Agri-Tourism Management and an agent with Tate Crop Insurance. Mr. McGill is a member of the Alabama Farmers Federation – Young Farmers. Mr. McGill was appointed by the Board to fill the position vacated by Mr. John Walton Anderson, at a special meeting held on December 16, 2015. Mr. McGill's appointment was effective January 1, 2016. (Also see attached disclosure form)

**JACKIE R. LOONEY**, age 61. Mr. Looney owns and operates a 260 acre cattle and poultry farm in Limestone County. He currently grows for Aviagen and operates four pullet houses, with a capacity of 48,000 birds. He also operates a 90 head cow/calf operation, along with a 200 acre hay operation. He has been a full-time farmer for the past seven years. He retired from 3M Corporation in 2009, after 34 years of service. He is a member of Cedar Grove Church of Christ and Alabama Cattlemen's Association. Mr. Looney has been an Alabama Farm Credit member for the past 11 years. (Also see attached disclosure form)

**POSITION II -- A THREE YEAR TERM** - Presently held by Loyd Rutherford

**LOYD RUTHERFORD**, age 74. Mr. Rutherford is semi-retired, living in Lawrence County. Before retiring he worked for 32 years with a local cooperative as well as raising cotton, soybeans, cattle and broilers. He has been on the Association Board since 1990 and has served as Chairman since 1995. He currently serves as the Chairman of the Association's Compensation Committee. Mr. Rutherford serves on the Stockholders' Advisory Committee and the District Benefits Administrative Committee for the Farm Credit Bank of Texas. He is a member of the Farm Credit Benefit Alliance plan sponsor committee which services both AgFirst Bank and the Farm Credit Bank of Texas. He also serves on the Tenth District Farm Credit Council Board, and the National Farm Credit Council Board headquartered in Washington D.C (currently serving as chair of the FCC audit committee). He also serves on the Farm Credit Council Services Board, headquartered in Denver, Colorado. Mr. Rutherford also owns and operates JRL, Inc., a construction and development company in Moulton, Alabama. (Also see attached disclosure form)

**MARK A. YEAGER**, age 56. Mr. Yeager is a full-time cattle and row crop farmer in Lawrence and Colbert counties. He operates approximately 5270 acres of corn and cotton, and maintains a beef cow herd of approximately 325 cows on owned and rented land under the name of Red Land Farms, LLC. He also owns Yeager Gin Company, LLC, a cotton gin located in Lawrence County, Alabama. He has farmed for over 30 years and is a member of the Alabama Cattlemen's Association and National Cotton Council. Mark has been a member of Alabama Farm Credit for the past 35 years. (Also see attached disclosure form)

Nominations for the above positions will be accepted from the floor at the meeting. Nominations from the floor may only be made by eligible voting stockholders at the annual meeting. Such nominations only require a second by an eligible voting stockholder. Any floor nomination must state that he or she accepts the nomination and each floor nominee then must provide the information referred to in FCA Regulations 611.330, 620.6(e), 620.6(f), and 620.21, in writing to the Association. The Association will provide the appropriate forms, by which a floor nominee will use to complete these required regulatory disclosures. After all matters have been voted on, a teller committee will convene to tally the ballots. The teller committee chairman shall announce the results of the election.

According to Association bylaws, the candidate receiving the largest number of votes for each position shall be declared elected. If the election results in a tie vote, a runoff election shall be conducted between those candidates receiving the same number of votes. The procedure for this election shall be the same as in the original election. If this runoff election results in a tie, the winner will be determined by the flip of a coin.

The Association Nominating Committee also placed the names of the following stockholders for nomination for three (3) member and three (3) alternate member positions to be filled for the 2017 Nominating Committee:

1. **HENRY DAVID DOROUGH**, member, age 52, is employed by the Alabama Cooperative Extension System and operates a livestock farm in Talladega, Alabama (Talladega County).
2. **MARVIN L. COOK**, member, age 46, is a full-time poultry and cattle farmer in Blountsville, Alabama (Blount, County).
3. **DAVID JOE CULBERT**, member, age 58, is a full time poultry and cattle farmer in the Wakefield Community, Guntersville, Alabama (Marshall County).
4. **SAMUEL LEWIS JACKSON**, alternate member, age 44, is a full time poultry and cattle farmer along with being co-owner/operator of Daniel Jackson Feed Mill in Ranburne, Alabama (Cleburne County).
5. **ROLAND W. EVERS**, alternate member, age 63, is a full-time poultry and cattle farmer in the Asbury Community, Albertville, Alabama (Marshall County).
6. **ERIN DUKE**, alternate member, age 29, is a full time cattle and row crop farmer in Munford, Alabama (Talladega County).

The nomination and election for members to the Nominating Committee, and alternate members will be conducted separately and will follow the same Association policy and procedures as for Association director elections as outlined above, with the exception that nominations from the floor for the Nominating Committee are not required to provide any disclosures.

Please don't forget to return your Reservation Card by April 7, 2016 if you plan to attend the luncheon. This will allow us to determine an accurate number attending. We look forward to seeing you there. Thank you.

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



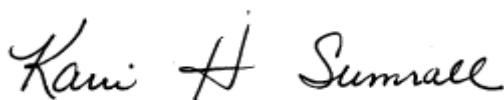
K. Ben Gore, Chief Executive Officer/ President

March 30, 2016



Loyd Rutherford, Chairman, Board of Directors

March 30, 2016



Karri H. Sumrall, Chief Financial Officer/Executive Vice President

March 30, 2016

**ACCEPTANCE OF NOMINATION AND BIOGRAPHICAL INFORMATION FURNISHED  
BY CANDIDATE NOMINATED FOR DIRECTOR OF  
THE ALABAMA FARM CREDIT, ACA**

TO: BOARD OF DIRECTORS

FROM: Stewart McGill  
Name

I would be willing to serve  X    (x).  
Yes No

.....

**County of Residence:** Madison County

**Home Address:** 585 Bobo Section Road, Hazel Green, AL 35750

**Business Address:** \_\_\_\_\_

**Spouse:** Kasey

**Children:** Allie (4) Reece (2)

**Telephone:** 256-503-5040 (Cell) n/a

Home Work

**Date of Birth:** 12/28/1981

**Education:** Attended Auburn University

**Occupation and Business Experience during Past Five (5) Years:**

McGill Farms - Owner/Operator

Tate Farms Row Crop Operation-manager

Tate Farms Agri-tourism Opertion-manager

Steve Tate Crop Insurance-Agent

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**List all business interests on which you serve as a board of director or are otherwise employed in a position of authority and state the principal business in which the business interest is engaged:**

NONE

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**Present and Former Affiliations (See attached 620.1 (a)):**

NONE

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**Farming Experience:**

Operates a 515 acre row crop operation in Madison County that produces wheat, soybeans and corn.

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**Additional Information (Clubs, Memberships, Community Involvement, Etc.):**

Member of the Alabama Farmers Federation - Young Farmers

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Involvement in Certain Legal Proceedings:

(Describe any of the following events which might have occurred during the past five years. If not applicable, so indicate.)

1. Petition under the Federal bankruptcy laws or any State Insolvency Law that was filed by or against you, the appointment of a receiver, fiscal agent was appointed by a court for a business or property or any partnership wherein you were a general partner, at or within two years before the time of filing, or any corporation or business association of which you were a senior officer at or within two years before the time of filing.

NONE  
\_\_\_\_\_  
\_\_\_\_\_

2. Conviction in a criminal proceeding or a named party in a pending criminal proceeding.

NONE  
\_\_\_\_\_  
\_\_\_\_\_

3. Subject to any order, judgment, or decree still in effect by any court which would permanently or temporarily limit you from engaging in any type of business practice.

NONE  
\_\_\_\_\_  
\_\_\_\_\_

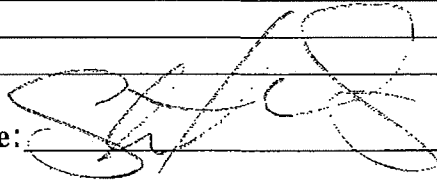
4. I have the following family members that have Business Relationships or Loans with Alabama Farm Credit, ACA. (See attached 9/20/14)

Tate Farms- Steve Tate, Kenneth Tate, Jeffery Tate, Patrick Brown  
Cropland, LLC - Steve Tate, Kenneth Tate, Jeffery Tate, Patrick Brown  
Steve and Jacqueline Tate, Kasey Tate McGill, Kenneth and Sherri Tate  
AFC 2015 Customer appreciation event was held at Tate Farms.

5. I have entered into the following transactions with the below named Senior Officers of Alabama Farm Credit, ACA.

NONE  
\_\_\_\_\_  
\_\_\_\_\_

Signature of Candidate:



\*By signing this document you are agreeing to allow the Association to make simple grammatical and syntactic corrections to your answer(s). Materials

\*\*This information prepared and submitted by the candidate is for associate's purposes only.

RETURN ENVELOPE ENCLOSED

**ACCEPTANCE OF NOMINATION AND BIOGRAPHICAL INFORMATION FURNISHED  
BY CANDIDATE NOMINATED FOR DIRECTOR OF  
THE ALABAMA FARM CREDIT, ACA**

TO: BOARD OF DIRECTORS

FROM: Jackie R. Looney  
Name

I would be willing to serve  X    (x).  
Yes No

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**County of Residence:** Limestone County

**Home Address:** 21818 Flanagan Road, Athens, AL 35614

**Business Address:** n/a

**Spouse:** Debra Looney

**Children:** Matt and Corey Looney

**Telephone:** 256-729-6662 256-431-1353

Home

Work

**Date of Birth:** 10/19/1654

**Education:** West Limestone High School

**Occupation and Business Experience during Past Five (5) Years:**

Full time poultry and cattle farmer  
\_\_\_\_\_  
\_\_\_\_\_  
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**List all business interests on which you serve as a board of director or are otherwise employed in a position of authority and state the principal business in which the business interest is engaged:**

No Businesses

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**Present and Former Affiliations (See attached 620.1 (a)):**

NONE

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**Farming Experience:**

Since 1973- poultry, hogs and cattle. Full time farmer for 7 years. Currently operate a 260 acre cattle farm and operate four pullet houses with an Aviagen contract, with a 48,000 bird capacity. Also operate a 90 head cow/calf operation and a 200 acre hay operation.

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**Additional Information (Clubs, Memberships, Community Involvement, Etc.):**

Cedar Grove Church of Christ

Alabama Cattlemen's Association

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Involvement in Certain Legal Proceedings:

(Describe any of the following events which might have occurred during the past five years. If not applicable, so indicate.)

1. Petition under the Federal bankruptcy laws or any State Insolvency Law that was filed by or against you, the appointment of a receiver, fiscal agent was appointed by a court for a business or property or any partnership wherein you were a general partner, at or within two years before the time of filing, or any corporation or business association of which you were a senior officer at or within two years before the time of filing.

NONE

2. Conviction in a criminal proceeding or a named party in a pending criminal proceeding.

NONE

3. Subject to any order, judgment, or decree still in effect by any court which would permanently or temporarily limit you from engaging in any type of business practice.

NONE

4. I have the following family members that have Business Relationships or Loans with Alabama Farm Credit, ACA. (See attached 620.1 (e))

NONE

5. I have entered into the following transactions with the below named Senior Officers of Alabama Farm Credit, ACA.

NONE

Signature of Candidate:

James R. Looney

\*By signing this document you are agreeing to allow the Association to make simple grammatical and synthetic corrections to your educational materials.

\*\*This information prepared and submitted by the candidate is for educational purposes only.

RETURN ENVELOPE ENCLOSED

**ACCEPTANCE OF NOMINATION AND BIOGRAPHICAL INFORMATION FURNISHED  
BY CANDIDATE NOMINATED FOR DIRECTOR OF  
THE ALABAMA FARM CREDIT, ACA**

TO: BOARD OF DIRECTORS

FROM: Loyd Rutherford  
Name

I would be willing to serve  X    (x).  
Yes No

.....

**County of Residence:** Lawrence County

**Home Address:** 441 Grande Lake Drive Moulton, AL 35650

**Business Address:** n/a

**Spouse:** Janince

**Children:** Jeffrey, Regina & Tonya

**Telephone:** 256-810-8999 n/a

Home Work

**Date of Birth:** 04/06/1941

**Education:** Hatton High School; various short courses

**Occupation and Business Experience during Past Five (5) Years:**

Retired Farmer/Co-op manager

Owner of JRL, Inc. - a Land development & construction company

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**List all business interests on which you serve as a board of director or are otherwise employed in a position of authority and state the principal business in which the business interest is engaged:**

No Businesses

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**Present and Former Affiliations (See attached 620.1 (a)):**

NONE

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**Farming Experience:**

Cotton, corn, soybeans, poultry, hogs and cattle.

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**Additional Information (Clubs, Memberships, Community Involvement, Etc.):**

Stockholders' Advisory Committee and the District Benefits Administrative Committee for FCBT

Member of the Farm Credit Benefit Alliance plan sponsor committee which services both AgFirst Bank and FCBT. Serves on the Tenth District Farm Credit Council board and the National Farm Credit Council Board, headquartered in Washington, DC.(serves as FCC audit committee chairperson). He also serves on the Farm Credit Council Services Board, headquartered in Denver, CO.

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**Involvement in Certain Legal Proceedings:**

(Describe any of the following events which might have occurred during the past five years. If not applicable, so indicate.)

1. Petition under the Federal bankruptcy laws or any State Insolvency Law that was filed by or against you, the appointment of a receiver, fiscal agent was appointed by a court for a business or property or any partnership wherein you were a general partner, at or within two years before the time of filing, or any corporation or business association of which you were a senior officer at or within two years before the time of filing.

NONE  
\_\_\_\_\_  
\_\_\_\_\_

2. Conviction in a criminal proceeding or a named party in a pending criminal proceeding.

NONE  
\_\_\_\_\_  
\_\_\_\_\_

3. Subject to any order, judgment, or decree still in effect by any court which would permanently or temporarily limit you from engaging in any type of business practice.

NONE  
\_\_\_\_\_  
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4. I have the following family members that have Business Relationships or Loans with Alabama Farm Credit, ACA. (See attached 620.1 (e))

NONE  
\_\_\_\_\_  
\_\_\_\_\_

5. I have entered into the following transactions with the below named Senior Officers of Alabama Farm Credit, ACA.

NONE  
\_\_\_\_\_  
\_\_\_\_\_

**Signature of Candidate:**  \_\_\_\_\_

\*By signing this document you are agreeing to allow the Association to make simple grammatical and synthetic corrections to your educational materials.  
\*\*This information prepared and submitted by the candidate is for educational purposes only.

**RETURN ENVELOPE ENCLOSED**

**ACCEPTANCE OF NOMINATION AND BIOGRAPHICAL INFORMATION FURNISHED  
BY CANDIDATE NOMINATED FOR DIRECTOR OF  
THE ALABAMA FARM CREDIT, ACA**

TO: BOARD OF DIRECTORS

FROM: Mark A. Yeager  
Name

I would be willing to serve  X    (x).  
Yes No

.....

**County of Residence:** Lawrence County

**Home Address:** 3006 County Road 86 Moulton, AL 35650

**Business Address:** 919 County Road 213 Moulton, AL 35650

**Spouse:** Cassandra

**Children:** Anna, Mark Jr. and Joe

**Telephone:** 256-466-2846 256-905-0140

Home

Work

**Date of Birth:** 02/14/1960

**Education:** 3 years college

**Occupation and Business Experience during Past Five (5) Years:**

Red Land Farms, LLC - row crops and cattle. Farms approximately 5,270 acres of corn and cotton.

Maintains a beef cow herd of approximately 325 cows.

Yeager Gin Company, LLC - cotton gin located in Lawrence County.

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**List all business interests on which you serve as a board of director or are otherwise employed in a position of authority and state the principal business in which the business interest is engaged:**

Was previously on the board of Citizens Bank until it was sold to Bank Independent four years ago.  

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**Present and Former Affiliations (See attached 620.1 (a)):**

NONE  

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**Farming Experience:**

Farmed most my life, but on a bigger scale for the past 30 years. Primarily in row crops, cattle and cotton ginning. Been a member of Alabama Farm Credit for past 35 years.  

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**Additional Information (Clubs, Memberships, Community Involvement, Etc.):**

Member of the Alabama Cattlemen's Association and the National Cotton Council.  

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**Involvement in Certain Legal Proceedings:**

(Describe any of the following events which might have occurred during the past five years. If not applicable, so indicate.)

1. Petition under the Federal bankruptcy laws or any State Insolvency Law that was filed by or against you, the appointment of a receiver, fiscal agent was appointed by a court for a business or property or any partnership wherein you were a general partner, at or within two years before the time of filing, or any corporation or business association of which you were a senior officer at or within two years before the time of filing.

NONE

2. Conviction in a criminal proceeding or a named party in a pending criminal proceeding.

NONE

3. Subject to any order, judgment, or decree still in effect by any court which would permanently or temporarily limit you from engaging in any type of business practice.

NONE

4. I have the following family members that have Business Relationships or Loans with Alabama Farm Credit, ACA. (See attached 620.1 (e))

My spouse, Cassandra Yeager

5. I have entered into the following transactions with the below named Senior Officers of Alabama Farm Credit, ACA.

NONE

**Signature of Candidate:**

Mark A. Yeager

\*By signing this document you are agreeing to allow the Association to make simple grammatical and synthetic corrections to your educational materials.

\*\*This information prepared and submitted by the candidate is for educational purposes only.

**RETURN ENVELOPE ENCLOSED**