ANNUAL 2014 REPORT

LONE STAR
AG CREDIT
Financing your piece of Texas

SUPPORTING TEXAS-SIZED DREAMS SINCE 1916

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REPORT OF MANAGEMENT

The consolidated financial statements of Lone Star, ACA (association) are prepared by management, who is responsible for the statements' integrity and objectivity, including amounts that must necessarily be based on judgments and estimates. The consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America appropriate in the circumstances. Other financial information included in the annual report is consistent with that in the consolidated financial statements.

To meet its responsibility for reliable financial information, management depends on the Farm Credit Bank of Texas' and the association's accounting and internal control systems, which have been designed to provide reasonable, but not absolute, assurance that assets are safeguarded and transactions are properly authorized and recorded. The systems have been designed to recognize that the cost of controls must be related to the benefits derived. The consolidated financial statements are audited by PricewaterhouseCoopers LLP, independent accountants, who conduct a review of internal controls solely for the purpose of establishing a basis for reliance thereon in determining the nature, extent and timing of audit tests applied in the audit of the consolidated financial statements in accordance with auditing standards generally accepted in the United States of America. The association is also examined by the Farm Credit Administration.

The board of directors has overall responsibility for the association's systems of internal control and financial reporting. The board consults regularly with management and reviews the results of the audits and examinations referred to previously.

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

Troy Bussmeir, Chief Executive Officer

March 11, 2015

Tom Johnson, Chairman, Board of Directors

March 11, 2015

M'Lissa Kiel, Chief Financial Officer

March 11, 2015

Don Crawford, Chairman, Audit Committee

March 11, 2015

REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The association's chief executive officer and chief financial officer, or persons performing similar functions, are responsible for establishing and maintaining adequate internal control over financial reporting for the association's consolidated financial statements. For purposes of this report, "internal control over financial reporting" is defined as a process designed by, or under the supervision of, the association's principal executives and principal financial officers, or persons performing similar functions, and effected by its boards of directors, management and other personnel, to provide 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 and 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 December 31, 2014. In making the assessment, management used the framework in Internal Control - Integrated Framework, 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 concluded that as of December 31, 2014, the internal control over financial reporting was effective based upon the COSO criteria. Additionally, based on this assessment, the association determined that there were no material weaknesses in the internal control over financial reporting as of December 31, 2014. A review of the assessment performed was reported to the association's audit committee.

Troy Bussmeir, Chief Executive Officer

March 11, 2015

Tom Johnson, Chairman, Board of Directors

March 11, 2015

REPORT OF AUDIT COMMITTEE

The Audit Committee (committee) is composed of six members from the board of directors of Lone Star, ACA. Don Crawford, CPA, serves as the chairman of the committee, and David W. Conrad, CPA, serves as vice-chairman. Linda Floerke, David Harris, James Hooser and Bert Pruett are also members of the audit committee. In 2014, 12 committee meetings were held. The committee oversees the scope of Lone Star, ACA's system of internal controls and procedures, and the adequacy of management's action with respect to recommendations arising from those auditing activities. The committee's approved responsibilities are described more fully in the Audit Committee Charter, which is available on request or on Lone Star, ACA's website. The committee approved the appointment of PricewaterhouseCoopers LLP, independent auditors, to perform the outside audit for 2014.

Management is responsible for Lone Star, ACA's internal controls and the preparation of the consolidated financial statements in accordance with accounting principles generally accepted in the United States of America. The consolidated financial statements are prepared under the oversight of the committee. PricewaterhouseCoopers LLP, is responsible for performing an independent audit of Lone Star, ACA's consolidated financial statements in accordance with auditing standards generally accepted in the United States of America and for issuing a report thereon. The committee's responsibilities include monitoring and overseeing the processes.

In this context, the committee reviewed and discussed Lone Star, ACA's audited consolidated financial statements for the year ended December 31, 2014 (audited consolidated financial statements) with management and PricewaterhouseCoopers LLP. The committee also reviews with PricewaterhouseCoopers LLP the matters required to be discussed by authoritative guidance "The Auditor's Communication With Those Charged With Governance," and both PricewaterhouseCoopers LLP's and Lone Star, ACA's internal auditors directly provide reports on significant matters to the committee.

The committee discussed with PricewaterhouseCoopers LLP its independence from Lone Star, ACA. The committee also reviewed the nonaudit services provided by PricewaterhouseCoopers LLP and concluded that these services were not incompatible with maintaining the independent accountant's independence. The committee has discussed with management and PricewaterhouseCoopers LLP such other matters and received such assurances from them as the committee deemed appropriate.

Based on the foregoing review and discussions and relying thereon, the committee recommended that the board of directors include the audited consolidated financial statements in Lone Star, ACA's Annual Report to Stockholders for the year ended December 31, 2014.

Audit Committee Members

Don Crawford, CPA
David W. Conrad, CPA
Linda Floerke
David Harris
James Hooser
Bert Pruett

March 11, 2015

LONE STAR, ACA

FIVE-YEAR SUMMARY OF SELECTED CONSOLIDATED FINANCIAL DATA
(unaudited)
(dollars in thousands)

	2014	2013	2012	2011	2010
Balance Sheet Data					
Assets					
Cash	**$ 72**	$ 28	$ 77	$ 64	$ 66
Investments	**-**	-	-	35,689	45,232
Loans	**1,400,308**	841,975	831,335	872,046	958,023
Less: allowance for loan losses	**(5,683)**	(6,880)	(10,234)	(12,463)	(19,068)
Net loans	**1,394,625**	835,095	821,101	859,583	938,955
Investment in and receivable from the Farm Credit Bank of Texas	**23,306**	14,835	15,391	17,628	20,427
Other property owned, net	**201**	858	1,061	5,487	9,472
Other assets	**11,382**	6,684	7,064	9,185	10,079
Total assets	**$ 1,429,586**	$ 857,500	$ 844,694	$ 927,636	$ 1,024,231
Liabilities					
Obligations with maturities of one year or less	**$ 24,158**	$ 12,686	$ 11,460	$ 6,034	$ 3,294
Obligations with maturities greater than one year	**1,088,806**	643,308	644,820	745,310	852,113
Total liabilities	**1,112,964**	655,994	656,280	751,344	855,407
Members' Equity					
Capital stock and participation certificates	**6,367**	3,716	3,772	4,043	4,417
Additional paid-in capital	**91,343**	-	-	-	-
Allocated retained earnings	**7,115**	-	-	-	-
Unallocated retained earnings	**213,133**	198,155	185,513	172,748	164,672
Accumulated other comprehensive income (loss)	**(1,336)**	(365)	(871)	(499)	(265)
Total members' equity	**316,622**	201,506	188,414	176,292	168,824
Total liabilities and members' equity	**$ 1,429,586**	$ 857,500	$ 844,694	$ 927,636	$ 1,024,231
Statement of Income Data					
Net interest income	**$ 40,943**	$ 26,998	$ 26,439	$ 28,032	$ 28,295
(Provision for loan losses) or loan loss reversal	**1,080**	2,593	(666)	(5,669)	(21,871)
Income from the Farm Credit Bank of Texas	**5,657**	3,860	4,059	3,863	5,214
Other noninterest income	**1,045**	835	3,975	909	2,024
Noninterest expense	**(21,695)**	(14,223)	(13,995)	(17,046)	(14,804)
(Provision for) benefit from income taxes	**53**	(21)	(48)	(13)	(15)
Net income (loss)	**$ 27,083**	$ 20,042	$ 19,764	$ 10,076	$ (1,157)
Key Financial Ratios for the Year					
Return on average assets	**1.9%**	2.3%	2.3%	1.0%	-0.1%
Return on average members' equity	**8.5%**	10.1%	10.5%	5.8%	-0.7%
Net interest income as a percentage of average earning assets	**3.0%**	3.2%	3.1%	2.9%	2.7%
Net charge-offs (recoveries) as a percentage of average loans	**0.0%**	0.1%	0.3%	1.3%	1.0%

LONE STAR, ACA

FIVE-YEAR SUMMARY OF SELECTED CONSOLIDATED FINANCIAL DATA
(unaudited)
(dollars in thousands)

	2014	2013	2012	2011	2010
Key Financial Ratios at Year End					
Members' equity as a percentage of total assets	**22.1%**	23.5%	22.3%	19.0%	16.5%
Debt as a percentage of members' equity	**351.5%**	325.5%	348.3%	426.2%	506.7%
Allowance for loan losses as a percentage of loans	**0.4%**	0.8%	1.2%	1.4%	2.0%
Permanent capital ratio	**21.4%**	21.5%	20.7%	17.3%	15.2%
Core surplus ratio	**21.0%**	21.1%	20.2%	16.9%	14.7%
Total surplus ratio	**21.0%**	21.1%	20.2%	16.9%	14.7%
Net Income Distribution					
Cash dividends paid	**$ 16,447**	$ 7,000	$ 2,000	$ -	$ 122

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following commentary explains management's assessment of the principal aspects of the consolidated financial condition and results of operations of Lone Star, ACA, including its wholly-owned subsidiaries, Lone Star, PCA and Lone Star, FLCA (association) for the years ended December 31, 2014, 2013 and 2012, and should be read in conjunction with the accompanying consolidated financial statements. The accompanying financial statements were prepared under the oversight of the association's audit committee.

Forward-Looking Information:

This annual information statement contains forward-looking statements. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions that are difficult to predict. Words such as "anticipates," "believes," "could," "estimates," "may," "should," "will" or other variations of these terms are intended to identify the forward-looking statements. These statements are based on assumptions and analyses made in light of experience and other historical trends, current conditions and expected future developments. However, actual results and developments may differ materially from our expectations and predictions due to a number of risks and uncertainties, many of which are beyond our control. These risks and uncertainties include, but are not limited to:

- political, legal, regulatory and economic conditions and developments in the United States and abroad;
- economic fluctuations in the agricultural, rural utility, international and farm-related business sectors;
- weather-related, disease-related and other adverse climatic or biological conditions that periodically occur that impact agricultural productivity and income;
- changes in United States government support of the agricultural industry; and
- actions taken by the Federal Reserve System in implementing monetary policy.

Significant Events:

Effective January 1, 2014, the association merged with Texas Land Bank, ACA through a business acquisition in accordance with authoritative accounting guidance. Texas Land Bank, ACA was previously headquartered in Waco, TX and served a territory covering 16 counties in Central Texas. The types of loans and commodities financed by Texas Land Bank, ACA are very similar to those of the association. The association's board of directors and management feel this acquisition has provided the association with an opportunity to strengthen capital position through higher earnings, increase its market share of agricultural financing and extend an overall improved quality of farm credit lending to its stockholders.

In December 2013, the pre-merged boards of Lone Star, ACA and Texas Land Bank, ACA, each declared a 100 basis point (1.0 percent) cash patronage to be paid in April of 2014, based on 2013 earnings. The patronage was paid to eligible borrowers based on their average outstanding loan balance for the year ending December 31, 2013. The combined patronage amount paid was $11,951,814. In October 2014, the board approved the distribution of $4,495,338 of equities allocated to the stockholders of the former Texas Land Bank, ACA to be paid in December 2014. This distribution was set forth in the merger disclosure document. Total patronage paid in 2014 was $16,447,152. The combined association's capital position has increased and is above 21 percent for the period ending December 2014.

For over 97 years, the association and its predecessors have continued to provide its members with quality financial services. The board of directors and management remain committed to maintaining the financial integrity of the association while offering competitive loan products that meet the financial needs of agricultural producers.

Loan Portfolio:

The association makes and services loans to farmers, ranchers, rural homeowners and certain farm-related businesses. The association's loan volume consists of long-term farm mortgage loans, production and intermediate-term loans, and farm-related business loans. These loan products are available to eligible borrowers with competitive variable, fixed, adjustable, LIBOR-based and prime-based interest rates. Loan maturities range from one to 40 years, with annual operating loans comprising the majority of the commercial loans and 20- to 30-year maturities comprising the majority of the mortgage loans. Loans serviced by the

association offer several installment payment cycles, the timing of which usually coincides with the seasonal cash-flow capabilities of the borrower.

The composition of the association's loan portfolio, including principal less funds held of $1,400,308,027, $841,974,808 and $831,334,481 as of December 31, 2014, 2013 and 2012, respectively, is described more fully in detailed tables in Note 4 to the consolidated financial statements, "Loans and Allowance for Loan Losses," included in this annual report.

Of the $558,333,219 increase of loan portfolio between December 31, 2013 and December 31, 2014, $501,427,038 resulted from the merger with Texas Land Bank, ACA effective January 1, 2014. The remaining $56,906,181 increase was the result of increased demand for real estate transactions, growth in the Capital Markets participation portfolio and overall increased efforts by credit staff on growth of accrual loan volume. The association anticipates continued growth in loan volume during 2015.

Purchase and Sales of Loans:

During 2014, 2013 and 2012, the association was participating in loans with other lenders. As of December 31, 2014, 2013 and 2012, these participations totaled $198,352,764, $141,408,489 and $125,599,389, or 14.2 percent, 16.8 percent and 15.1 percent of loans, respectively. The association had no participation with entities outside the district for the years ended 2014, 2013 and 2012. The association has also sold participations of $18,544,108, $12,878,903 and $13,474,394 as of December 31, 2014, 2013 and 2012, respectively.

Effective January 26, 2012 the Farm Credit Bank of Texas (the bank) purchased Lone Star, ACA's securitized Farmer Mac Agricultural Mortgage Backed Securities (AMBS) investments. The purchase of $35,459,508 included outstanding principal and accrued interest as of that date. There was no gain or loss recognized by the association on this transaction. The association will continue to service the underlying loans that were included in this security. Also, there should be no effect to Lone Star, ACA's income based on this transaction as it is expected that the bank will be able to pay the association a patronage equivalent to the net interest that would have been earned on the AMBS investment. However, the bank's payment of patronage is at the discretion of the bank's board of directors. The remaining balance of the AMBS investment at December 31, 2014 was $15,728,281

Risk Exposure:

High-risk assets include nonaccrual loans, loans that are past due 90 days or more and still accruing interest, formally restructured loans, and other property owned, net. The following table illustrates the association's components and trends of high-risk assets serviced for the prior three years as of December 31:

	2014		2013		2012	
	Amount	**%**	Amount	%	Amount	%
Nonaccrual	**$ 10,223,217**	**96.1%**	$ 13,794,752	93.8%	$ 24,276,925	95.5%
Formally restructured	**208,621**	**2.0%**	50,748	0.4%	67,657	0.3%
Other property owned, net	**201,363**	**1.9%**	858,367	5.8%	1,060,973	4.2%
Total	**$ 10,633,201**	**100.0%**	$ 14,703,867	100.0%	$ 25,405,555	100.0%

At December 31, 2014, 2013 and 2012, loans that were considered impaired were $10,431,838, $13,845,500 and $24,344,582, representing 0.7 percent, 1.6 percent and 2.9 percent of loan volume, respectively. Impaired loans consist of all high-risk assets except other property owned, net.

The association's nonaccrual balance increased $1,143,809 as a result of the merger with Texas Land Bank, ACA. During 2014, the association experienced a $4,715,344 decrease in nonaccrual loan volume for a total outstanding volume of $10,223,217 as of December 31, 2014. Of the $10,223,217, dairy loans and general livestock comprised $7,931,695, ornamental nursery products comprised $1,155,684 and general farms comprised $441,273, with the remaining balance of nonaccrual volume being comprised by other various commodities.

Except for the relationship between installment due date and seasonal cash-flow capabilities of the borrower, the association is not affected by any seasonal characteristics. The factors affecting the operations of the association are the same factors that would affect any agricultural real estate lender.

Allowance for Loan Losses:

The following table provides relevant information regarding the allowance for loan losses as of, or for the year ended, December 31:

	2014	2013	2012
Allowance for loan losses	**$ 5,683,210**	$ 6,879,823	$ 10,233,598
Allowance for loan losses to total loans	**0.4%**	0.8%	1.2%
Allowance for loan losses to nonaccrual loans	**55.6%**	49.9%	42.2%
Allowance for loan losses to impaired loans	**54.5%**	49.7%	42.0%
Net charge-offs to average loans	**0.0%**	0.1%	0.3%

The allowance is based on a periodic evaluation of the loan portfolio by management in which numerous factors are considered, including economic conditions, loan portfolio composition, collateral value, portfolio quality, current production conditions and economic conditions, and prior loan loss experience. Management considers the following factors in determining and supporting the level of allowance for loan losses: the concentration of lending in agriculture, combined with uncertainties associated with farmland values, commodity prices, exports, government assistance programs, regional economic effects and weather-related influences.

Based upon ongoing risk assessment and the allowance for loan losses procedures outlined above, the allowance for loan losses of $5,683,210, $6,879,823 and $10,233,598 at December 31, 2014, 2013 and 2012, respectively, is considered adequate by management to compensate for inherent losses in the loan portfolio at such dates. Management's process for the evaluation of allowance for loan losses includes a portfolio analysis, peer comparison with similar Farm Credit institutions and similar commercial banks, and an analysis of historical loss experience. During 2012 management implemented an allowance pool to address the need for additional allowance for under-secured loans, should they deteriorate, and ultimately require a specific allowance. In addition, during 2014 management implemented an additional allowance pool to address the need for allowance for loan commitments that have been established, but are not yet drawn. This allowance pool on unfunded commitments is reflected in other liabilities and is not reflected in the allowance for loan losses balance. In view of portfolio analysis, historical trends, projected needs and the implementation of the additional allowance pool, management believes that the allowance is adequate.

Results of Operations:

The association's net income for the year ended December 31, 2014, was $27,082,890 as compared to $20,042,115 for the year ended December 31, 2013, reflecting an increase of $7,040,775, or 35.1 percent. The association's net income for the year ended December 31, 2012 was $19,764,483. Net income increased $277,632, or 1.4 percent, in 2013 versus 2012.

Net interest income for 2014, 2013 and 2012 was $40,942,907, $26,997,935 and $26,439,176, respectively, reflecting increases of $13,944,972, or 51.7 percent, for 2014 versus 2013 and $558,759, or 2.1 percent, for 2013 versus 2012. Net interest income is the principal source of earnings for the association and is impacted by volume, yields on assets and cost of debt. The effects of changes in average volume and interest rates on net interest income over the past three years are presented in the following tables:

	2014		2013		2012	
	Average Balance	**Interest**	Average Balance	Interest	Average Balance	Interest
Loans	**$ 1,362,346,543**	**$ 61,539,802**	$839,864,869	$ 38,323,086	$843,602,912	$ 40,144,277
Investments	**-**	**-**	-	-	2,421,791	211,055
Total interest-earning assets	**1,362,346,543**	**61,539,802**	839,864,869	38,323,086	846,024,703	40,355,332
Interest-bearing liabilities	**1,060,984,184**	**20,596,895**	649,430,016	11,325,151	671,237,817	13,916,156
Impact of capital	**$ 301,362,359**		$190,434,853		$174,786,886	
Net interest income		**$ 40,942,907**		$ 26,997,935		$ 26,439,176

	2014 Average Yield	2013 Average Yield	2012 Average Yield
Yield on loans	**4.52%**	4.56%	4.76%
Yield on investments	**0.00%**	0.00%	8.71%
Total yield on interest-earning assets	**4.52%**	4.56%	4.77%
Cost of interest-bearing liabilities	**1.94%**	1.74%	2.07%
Interest rate spread	**2.58%**	2.82%	2.70%
Net interest income as a percentage of average earning assets	**3.01%**	3.21%	3.13%

	2014 vs. 2013			2013 vs. 2012		
	Increase (decrease) due to			Increase (decrease) due to		
	Volume	**Rate**	**Total**	Volume	Rate	Total
Interest income - loans	**$ 23,840,839**	**$ (624,123)**	**$ 23,216,716**	$ (177,882)	$ (1,643,309)	$ (1,821,191)
Interest income - investments	**-**	**-**	**-**	(211,054)	(1)	(211,055)
Total interest income	**23,840,839**	**(624,123)**	**23,216,716**	(388,936)	(1,643,310)	(2,032,246)
Interest expense	**7,177,093**	**2,094,651**	**9,271,744**	(452,119)	(2,138,886)	(2,591,005)
Net interest income	**$ 16,663,746**	**$ (2,718,774)**	**$ 13,944,972**	$ 63,183	$ 495,576	$ 558,759

Interest income for 2014 increased by $23,216,716, or 60.6 percent, compared to 2013, primarily due to the merger with Texas Land Bank, ACA, which resulted in an increase in average loan volume. Interest expense for 2014 increased by $9,271,744, or 81.9 percent, compared to 2013 due to an increase in average interest-bearing liabilities resulting from the merger. The interest rate spread decreased by 24 basis points to 2.58 percent in 2014 from 2.82 percent in 2013, primarily because association's rate of borrowing from its lender was not as favorable in 2014 compared to 2013 leading to decreased spreads on loans.

The interest rate spread increased by 12 basis points to 2.82 percent in 2013 from 2.70 percent in 2012, primarily because the association's rate of borrowing from its lender was very favorable in 2013 relative to prior years, giving it the ability to maintain good rates to borrowers and increase spreads on loans. Also contributing to this increase is the decline in non-earning assets, which act as a drag on the association's interest rate spread.

The association offers a number of different interest rate programs including fixed rate products lasting for a set period up to the term of a loan, products indexed to Prime or LIBOR, and a variety of adjustable interest rate products. The association's control over interest rate margins resides in its ability to add a spread over cost of funds, the goal of which is to achieve an acceptable level of revenue to fund operations and generate a return for shareholders. Net interest margin for year end 2014 was 3.01, versus 3.21 for the same period in 2013. This can be attributed to the aforementioned decrease in net interest spread.

Noninterest income for 2014 increased by $2,006,453, or 42.7 percent, compared to 2013, due primarily to increased patronage income from the Farm Credit Bank of Texas resulting from the merger. Noninterest income for 2013 decreased by $3,339,887, or 41.6 percent, compared to 2012, due primarily to an increase in gains on other property owned and a decrease in other noninterest income, which included a $1,001,628 refund from the Farm Credit System Insurance Corporation (FCSIC or Insurance Fund). The distributions from the FCSIC included reserves it held in excess of its secure base amount in 2003 which had been previously allocated to its Allocated Insurance Reserves Accounts, and also included reserves in excess of its secure base amount in 2009, which were likewise allocated. The 2008 Farm Bill amended the Farm Credit Act and simplified the formula for payments from the Allocated Insurance Reserves Accounts to allow more immediate distribution of excess Insurance Fund balances to System banks. Authoritative accounting guidance requiring the capitalization and amortization of loan origination fees and costs was implemented during 2010 for loans closed in 2010 and forward, resulting in the capitalization of $1,379,209, $682,218 and $551,008 for 2014, 2013 and 2012 respectively, in origination fees, which will be amortized over the life of the loans as an adjustment to yield in net interest income.

Reversal of provision for loan losses decreased by $1,513,605, or 58.4 percent, compared to 2013, due primarily to 2013 having higher collection of nonaccruals in full resulting in more reversal of provisions for loan losses in 2013.

Operating expenses consist primarily of salaries, employee benefits, purchased services, occupancy and equipment expenses and insurance fund premiums. Expenses for purchased services include administrative services, marketing, accounting and loan processing, audit and credit review fees, and legal fees, among others. Net operating expense for 2014, 2013 and 2012 was $21,694,932, $14,223,128 and $13,995,492, respectively, reflecting an increase of $7,471,804 or 52.5 percent for 2014 and an increase of $227,636 or 1.6 percent for 2013. The increase in operating expenses for 2014 was driven primarily by the merger with Texas Land Bank, ACA. Authoritative accounting guidance requiring the capitalization and amortization of loan origination fees and costs resulted in the capitalization of $1,584,720, $864,178 and $932,752 for 2014, 2013 and 2012, respectively, in origination costs, which will be amortized over the life of the loans as an adjustment to yield in net interest income. The 2014 capitalized costs consisted of salaries and benefits totaling $1,584,720 related to the origination of loans.

For the year ended December 31, 2014, the association's return on average assets was 1.9 percent, as compared to 2.3 percent and 2.3 percent for the years ended December 31, 2013 and 2012, respectively. For the year ended December 31, 2014, the association's return on average members' equity was 8.5 percent, as compared to 10.1 percent and 10.5 percent for the years ended December 31, 2013 and 2012, respectively.

Liquidity and Funding Sources:

The interest rate risk inherent in the association's loan portfolio is substantially mitigated through the funding relationship with the bank. The bank manages interest rate risk through its direct loan pricing and asset/liability management process.

Because the association depends on the bank for funding, any significant positive or negative factors affecting the operations of the bank would have a similar effect on the operations of the association.

The primary source of liquidity and funding for the association is a direct loan from the bank. The outstanding balance of $1,087,039,175, $642,361,465 and $643,933,881 as of December 31, 2014, 2013 and 2012, respectively, is recorded as a liability on the association's balance sheet. The note carried a weighted average interest rate of 1.85 percent, 1.68 percent and 1.86 percent at December 31, 2014, 2013 and 2012, respectively. The indebtedness is collateralized by a pledge of substantially all of the association's assets to the bank and is governed by a general financing agreement. The increase in note payable to the bank and related accrued interest payable since December 31, 2013, correlates directly with the growth in association loan volume that resulted from the merger, increased demand for real estate transactions, growth in Capital Markets participation portfolio and overall increased efforts by credit staff on growth of accrual loan volume. The association's own funds, which represent the amount of the association's loan portfolio funded by the association's equity, were $313,542,721, $199,401,315 and $187,566,837 at December 31, 2014, 2013 and 2012, respectively. The maximum amount the association may borrow from the bank as of December 31, 2014, was $1,396,634,449 as defined by the general financing agreement. The indebtedness continues in effect until the expiration date of the general financing agreement, which is September 30, 2015, unless sooner terminated by the bank upon the occurrence of an event of default, or by the association, in the event of a breach of this agreement by the bank, upon giving the bank 30 calendar days' prior written notice, or in all other circumstances, upon giving the bank 120 days' prior written notice.

The liquidity policy of the association is to manage cash balances, to maximize debt reduction and to increase accrual loan volume. This policy will continue to be pursued during 2015. As borrower payments are received, they are applied to the association's note payable to the bank.

The association will continue to fund its operations through direct borrowings from the bank, capital surplus from prior years and borrower stock. It is management's opinion that funds available to the association are sufficient to fund its operations for the coming year.

Capital Resources:

The association's capital position remains strong, with total members' equity of $316,622,486, $201,506,742 and $188,414,171 at December 31, 2014, 2013 and 2012, respectively. Under regulations governing minimum permanent capital adequacy and other capitalization issues, the association is required to maintain a minimum adjusted permanent capital of 7.0 percent of risk-adjusted assets as defined by the Farm Credit Administration (FCA). The permanent capital ratio measures available at-risk capital relative to risk-adjusted assets and off-balance-sheet contingencies. The ratio is an indicator of the institution's financial capacity to absorb potential losses beyond that provided in the allowance for loss accounts. The association's permanent capital ratio at December 31, 2014, 2013 and 2012 was 21.4 percent, 21.5 percent and 20.7 percent, respectively.

The core surplus ratio measures available core surplus capital relative to risk-adjusted assets and off-balance-sheet contingencies. The ratio is an indicator of the quality of capital that exists to maintain stable earnings and financial strength. The association's core surplus ratio at December 31, 2014, 2013 and 2012 was 21.0 percent, 21.1 percent and 20.2 percent, respectively, which is in compliance with the FCA's minimum ratio requirement of 3.5 percent. The total surplus ratio measures available surplus capital relative to risk-adjusted assets and off-balance-sheet contingencies. The ratio is an indicator of the reserves existing to protect borrowers' investments in the association. The association's total surplus ratio at December 31, 2014, 2013 and 2012 was 21.0 percent, 21.1 percent and 20.2 percent, respectively, which is in compliance with the FCA's minimum ratio requirement of 7.0 percent.

The association's members' equity includes accumulated other comprehensive loss (AOCL) related to certain health care benefits to qualifying retired employees (other postretirement benefits). These benefits are not characterized as multi-employer and, consequently, the liability for these benefits is included in other liabilities. The AOCL includes net actuarial losses and prior service costs/credits that have been included in liabilities, but have not yet been amortized into earnings. In October 2014, the Society of Actuaries issued revised mortality tables (RP 2014) and a mortality improvement scale (MP 2014) for use by actuaries, insurance companies, governments, benefit plan sponsors and others in setting assumptions regarding life expectancy in the United States for purposes of estimating pension and other postemployment benefit obligations, costs and required contribution amounts. The new mortality tables indicate substantial life expectancy improvements since the last study published in 2000 (RP 2000). The adoption of these new tables resulted in an increase of $553,427 to our retiree welfare plan's projected benefit obligation.

In 2014, the association paid patronage of $16,447,152, comprised of distributions of $7,400,000 and $4,551,814, which represents the 100 basis point cash patronage declared in December 2013 by the pre-merged boards of Lone Star, ACA and Texas Land Bank, ACA, respectively, and $4,495,338, which represents the distribution of equities allocated to the stockholders of the former Texas Land Bank, ACA. In 2013 and 2012, the association paid patronage of $7,000,000 and $2,000,000, respectively. In December 2014, the board of directors approved a 100-basis-point cash patronage. The patronage will be paid to eligible borrowers based on their average outstanding loan balance for the year ending December 31, 2014. The patronage amount is estimated to be $12,105,352 and will be paid in April 2015.

Regulatory Matters:

On July 25, 2014, the Farm Credit Administration published a proposed rule to revise the requirements governing the eligibility of investments for System banks and associations. 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 Act,
- To modernize the investment eligibility criteria for System banks and
- To revise the investment regulation for System associations to improve their investment management practices so they are more resilient to risk.

The public comment period ended on October 23, 2014.

On September 4, 2014, the Farm Credit Administration published a proposed rule to modify the regulatory capital requirements for System banks and associations. The stated objectives of the proposed rule are as follows:

- To modernize capital requirements while ensuring that the institutions continue to hold sufficient regulatory capital to fulfill their mission as a government-sponsored 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 and
- To meet the requirements of section 939A of the Dodd-Frank Act.

The public comment period ended on February 16, 2015.

Relationship With the Bank:

The association operates under a general financing agreement (GFA) with the bank. The current GFA is effective through September 30, 2015.

The association's statutory obligation to borrow only from the bank is discussed in Note 9 to the consolidated financial statements, "Note Payable to the Bank," included in this annual report.

The bank's ability to access capital of the association is discussed in Note 2 to the consolidated financial statements, "Summary of Significant Accounting Policies," included in this annual report, within the section "Capital Stock Investment in the Farm Credit Bank of Texas."

The bank's role in mitigating the association's exposure to interest rate risk is described in the section "Liquidity and Funding Sources" of Management's Discussion and Analysis and in Note 9 to the consolidated financial statements, "Note Payable to the Bank," included in this annual report.

The bank provides computer systems to support the critical operations of all district associations. In addition, each association has operating systems and facility-based systems that are not supported by the bank. As disclosed in Note 13 to the consolidated financial statements, "Related Party Transactions," included in this annual report, the bank provides many services that the association can utilize, such as administrative, marketing, information systems and accounting services. Additionally, the bank bills district expenses to the associations, such as the Farm Credit System Insurance Corporation insurance premiums. As of April 2011, the bank only bills associations for direct pass-through expenses and no longer bills for allocated expenses.

Summary:

Over the past 97 years, regardless of the state of the agricultural economy, your association's board of directors and management, as well as the board of directors and management of the bank, have been committed to offering their borrowers a ready source of financing at a competitive price. Your continued support will be critical to the success of this association.

Independent Auditor's Report

To the Board of Directors of Lone Star, ACA:

We have audited the accompanying consolidated financial statements of Lone Star, ACA and its subsidiaries (the Association), which comprise the consolidated balance sheets as of December 31, 2014, 2013 and 2012, and the related consolidated statements of comprehensive income, of changes in members' equity and of cash flows for the years then ended.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on the consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the Association's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Association's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Lone Star, ACA and its subsidiaries at December 31, 2014, 2013 and 2012, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As stated in Note 1, on January 1, 2014, Texas Land Bank, ACA merged with and into Lone Star, ACA. Our opinion is not modified with respect to this matter.

PricewaterhouseCoopers LLP

March 11, 2015

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LONE STAR, ACA

CONSOLIDATED BALANCE SHEET

	December 31,		
	2014	2013	2012
Assets			
Cash	**$ 72,550**	$ 27,797	$ 77,431
Loans	**1,400,308,027**	841,974,808	831,334,481
Less: allowance for loan losses	**(5,683,210)**	(6,879,823)	(10,233,598)
Net loans	**1,394,624,817**	835,094,985	821,100,883
Accrued interest receivable	**7,228,983**	4,568,095	4,873,843
Investment in and receivable from the Farm Credit Bank of Texas:			
Capital stock	**21,608,055**	13,436,625	13,922,385
Other	**1,697,818**	1,398,828	1,468,168
Other property owned, net	**201,363**	858,367	1,060,973
Premises and equipment	**3,287,896**	1,475,029	1,615,834
Other assets	**864,995**	640,534	574,206
Total assets	**$ 1,429,586,477**	$ 857,500,260	$ 844,693,723
Liabilities			
Note payable to the Farm Credit Bank of Texas	**$ 1,087,039,175**	$ 642,361,465	$ 643,933,881
Accrued interest payable	**1,766,688**	946,559	1,036,026
Drafts outstanding	**345,770**	638,403	142,345
Dividends payable	**12,105,352**	7,400,000	7,000,000
Other liabilities	**11,707,006**	4,647,091	4,167,300
Total liabilities	**1,112,963,991**	655,993,518	656,279,552
Members' Equity			
Capital stock and participation certificates	**6,366,550**	3,716,310	3,772,180
Additional paid-in capital	**91,343,553**	-	-
Allocated retained earnings	**7,115,406**	-	-
Unallocated retained earnings	**213,132,634**	198,155,096	185,512,981
Accumulated other comprehensive income (loss)	**(1,335,657)**	(364,664)	(870,990)
Total members' equity	**316,622,486**	201,506,742	188,414,171
Total liabilities and members' equity	**$ 1,429,586,477**	$ 857,500,260	$ 844,693,723

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

LONE STAR, ACA

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Year Ended December 31,		
	2014	2013	2012
Interest Income			
Loans	**$ 61,539,802**	$ 38,323,086	$ 40,144,277
Investments	**-**	-	211,055
Total interest income	**61,539,802**	38,323,086	40,355,332
Interest Expense			
Note payable to the Farm Credit Bank of Texas	**20,596,883**	11,325,054	13,916,071
Advance conditional payments	**12**	97	85
Total interest expense	**20,596,895**	11,325,151	13,916,156
Net interest income	**40,942,907**	26,997,935	26,439,176
Provision for Loan Losses	**(1,079,699)**	(2,593,304)	665,992
Net interest income after provision for losses	**42,022,606**	29,591,239	25,773,184
Noninterest Income			
Income from the Farm Credit Bank of Texas:			
Patronage income	**5,656,782**	3,860,249	4,058,689
Loan fees	**112,784**	270,735	808,788
Financially related services income	**36,279**	7,767	(1,274)
Gain on other property owned, net	**700,208**	438,521	2,060,825
Gain on sale of premises and equipment, net	**(12,160)**	10,079	-
Other noninterest income	**207,717**	107,806	1,108,016
Total noninterest income	**6,701,610**	4,695,157	8,035,044
Noninterest Expenses			
Salaries and employee benefits	**13,535,110**	8,610,442	7,998,366
Directors' expense	**590,456**	409,999	345,297
Purchased services	**914,407**	1,133,093	908,446
Travel	**898,855**	749,367	682,396
Occupancy and equipment	**1,241,230**	737,939	680,849
Communications	**316,536**	169,879	172,067
Advertising	**844,445**	493,943	437,996
Public and member relations	**894,847**	595,799	471,183
Supervisory and exam expense	**427,679**	284,648	349,796
Insurance Fund premiums	**1,374,385**	749,097	509,116
Provisions for acquired property losses	**36,381**	45,408	1,133,902
Other noninterest expense	**620,601**	243,514	306,078
Total noninterest expenses	**21,694,932**	14,223,128	13,995,492
Income before income taxes	**27,029,284**	20,063,268	19,812,736
(Benefit from) provision for income taxes	**(53,606)**	21,153	48,253
NET INCOME	**27,082,890**	20,042,115	19,764,483
Other comprehensive income:			
Change in postretirement benefit plans	**(970,993)**	506,326	(372,301)
Other comprehensive income, net of tax	**(970,993)**	506,326	(372,301)
COMPREHENSIVE INCOME	**$ 26,111,897**	$ 20,548,441	$ 19,392,182

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

LONE STAR, ACA

CONSOLIDATED STATEMENT OF CHANGES IN MEMBERS' EQUITY

	Capital Stock/ Participation Certificates	Additional Paid-in-Capital	Retained Earnings		Accumulated Other Comprehensive Income (Loss)	Total Members' Equity
			Allocated	Unallocated		
Balance at December 31, 2011	$ 4,043,055	$ -	$ -	$ 172,748,498	$ (498,689)	$ 176,292,864
Comprehensive income	-	-	-	19,764,483	(372,301)	19,392,182
Capital stock/participation certificates issued	384,170	-	-	-	-	384,170
Capital stock/participation certificates and allocated retained earnings retired	(655,045)	-	-	-	-	(655,045)
Dividends declared	-	-	-	(7,000,000)	-	(7,000,000)
Balance at December 31, 2012	3,772,180	-	-	185,512,981	(870,990)	188,414,171
Comprehensive income	-	-	-	20,042,115	506,326	20,548,441
Capital stock/participation certificates issued	498,485	-	-	-	-	498,485
Capital stock/participation certificates and allocated retained earnings retired	(554,355)	-	-	-	-	(554,355)
Dividends declared	-	-	-	(7,400,000)	-	(7,400,000)
Balance at December 31, 2013	3,716,310	-	-	198,155,096	(364,664)	201,506,742
Comprehensive income	-	-	-	27,082,890	(970,993)	26,111,897
Capital stock/participation certificates issued	3,496,405	-	-	-	-	3,496,405
Capital stock/participation certificates and allocated retained earnings retired	(846,165)	-	-	-	-	(846,165)
Dividends declared	-	-	-	(12,105,352)	-	(12,105,352)
Equity issued or re-characterized upon merger	-	91,343,553	-	-	-	91,343,553
Patronage dividends:						
Capital stock/participation certificates and allocated retained earnings	-	-	7,115,406	-	-	7,115,406
Balance at December 31, 2014	**$ 6,366,550**	**$ 91,343,553**	**$ 7,115,406**	**$ 213,132,634**	**$ (1,335,657)**	**$ 316,622,486**

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

LONE STAR, ACA

CONSOLIDATED STATEMENT OF CASH FLOWS

	Year Ended December 31,		
	2014	2013	2012
Cash flows from operating activities:			
Net income	**$ 27,082,890**	$ 20,042,115	$ 19,764,483
Adjustments to reconcile net income to net cash provided by operating activities:			
Provision for loan losses or (loan loss reversal)	**(1,079,699)**	(2,593,304)	665,992
Gain on sale of other property owned, net	**(663,827)**	(393,113)	(926,923)
Depreciation and amortization	**742,531**	458,594	555,368
Accretion of yield related to loans and notes payable acquired in merger	**(246,981)**	-	-
(Gain) loss on sale of premises and equipment, net	**(12,160)**	10,079	-
Decrease in accrued interest receivable	**25,597**	305,748	2,214,684
(Increase) decrease in other receivables from the Farm Credit Bank of Texas	**(200,129)**	69,340	30,515
Decrease (increase) in other assets	**222,723**	(132,583)	(144,137)
Increase (decrease) in accrued interest payable	**95,182**	(89,467)	(498,517)
Increase (decrease) in other liabilities	**2,775,314**	986,117	(193,295)
Net cash provided by operating activities	**28,741,441**	18,663,526	21,468,170
Cash flows from investing activities:			
(Increase) decrease in loans, net	**(56,594,991)**	(13,632,170)	30,696,173
Cash recoveries of loans previously charged off	**318,791**	367,893	1,019,576
Proceeds from redemption (purchase) of investment in the Farm Credit Bank of Texas	**(206,065)**	485,760	2,206,820
Unfunded disbursements acquired in merger	**1,058,752**		
Investment securities held-to-maturity			
Proceeds from maturities, calls and prepayments	**-**	-	35,688,875
Purchases of premises and equipment	**(1,019,700)**	(408,925)	(346,979)
Proceeds from sales of premises and equipment	**49,910**	262,605	(68,511)
Proceeds from sales of other property owned	**1,979,567**	2,343,905	11,364,052
Net cash (used in) provided by investing activities	**(54,413,736)**	(10,580,932)	80,560,006

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

LONE STAR, ACA

CONSOLIDATED STATEMENT OF CASH FLOWS

	Year Ended December 31,		
	2014	2013	2012
Cash flows from financing activities:			
Net draws on (repayment of) note payable to the Farm Credit Bank of Texas	**43,113,596**	(1,572,416)	(99,841,477)
(Decrease) increase in drafts outstanding	**(775,731)**	496,058	97,813
Issuance of capital stock and participation certificates	**672,500**	498,485	384,170
Retirement of capital stock and participation certificates	**(846,165)**	(554,355)	(655,045)
Cash dividends paid	**(16,447,152)**	(7,000,000)	(2,000,000)
Net cash provided by (used in) financing activities	**25,717,048**	(8,132,228)	(102,014,539)
Net increase (decrease) in cash	**44,753**	(49,634)	13,637
Cash at the beginning of the year	**27,797**	77,431	63,794
Cash at the end of the year	**$ 72,550**	$ 27,797	$ 77,431
Supplemental schedule of noncash investing and financing activities:			
Loans transferred to other property owned	**$ 674,269**	$ 1,748,186	$ 6,010,573
Receivable from sales of other property owned	**43,650**	-	-
Loans charged off	**160,534**	1,128,364	3,915,121
Patronage distributions declared	**12,105,352**	7,400,000	7,000,000
Acquisition-related transactions			
Cash	**(1,058,752)**	-	-
Loans acquired	**(501,427,038)**	-	-
Accrued interest receivable	**(2,686,485)**	-	-
Investment in Farm Credit Bank of Texas	**(8,064,226)**	-	-
Other property owned, net	**(425,948)**	-	-
Premises and equipment	**(1,503,278)**	-	-
Other assets	**(380,929)**	-	-
Note payable to the Farm Credit Bank of Texas	**400,970,158**	-	-
Accrued interest payable	**724,947**	-	-
Drafts outstanding	**483,098**	-	-
Patronage distributions payable	**4,551,813**	-	-
Other liabilities	**3,038,437**	-	-
Stock	**2,823,905**	-	-
Equity transferred	**102,954,298**	-	-
Transfer of allowance for loan losses from (into) reserve for unfunded commitments	**275,171**	-	-
Supplemental cash information:			
Cash paid during the year for:			
Interest	**$ 20,501,713**	$ 11,414,618	$ 14,414,673

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

NOTE 1 — ORGANIZATION, MERGER AND OPERATIONS:

A. Organization: Lone Star, ACA, including its wholly-owned subsidiaries, Lone Star, PCA and Lone Star, FLCA (collectively called "the association"), is a member-owned cooperative which provides credit and credit-related services to, or for the benefit of, eligible borrowers/stockholders for qualified agricultural purposes in the counties of Bell, Borden, Bosque, Bowie, Burnet, Camp, Cass, Cooke, Coryell, Dallas, Delta, Denton, Eastland, Ellis, Erath, Falls, Fannin, Fisher, Freestone, Grayson, Hamilton, Hill, Hood, Johnson, Kent, Lamar, Lampasas, Limestone, McLennan, Milam, Mitchell, Morris, Navarro, Nolan, Palo Pinto, Parker, Red River, Scurry, Shackelford, Somerville, Stephens, Tarrant, Taylor, Throckmorton, Titus, Williamson, Wise and Young in the state of Texas.

The association is a lending institution of the Farm Credit System (System), a nationwide system of cooperatively owned banks and associations that was established by Acts of Congress to meet the credit needs of American agriculture and is subject to the provisions of the Farm Credit Act of 1971, as amended (Act). At December 31, 2014, the System consisted of three Farm Credit Banks (FCBs) and their affiliated associations, one Agricultural Credit Bank (ACB) and its affiliated associations, the Federal Farm Credit Banks Funding Corporation (Funding Corporation), and various service and other organizations.

The Farm Credit Bank of Texas (bank) and its related associations are collectively referred to as the "district". The bank provides funding to all associations within the district and is responsible for supervising certain activities of the district associations. At December 31, 2014, the district consisted of the bank, one FLCA and 14 ACA parent companies, which have two wholly-owned subsidiaries, an FLCA and a PCA, operating in or servicing the states of Alabama, Louisiana, Mississippi, New Mexico and Texas. ACA parent companies provide financing and related services through their FLCA and PCA subsidiaries. The FLCA makes secured long-term agricultural real estate and rural home mortgage loans. The PCA makes short- and intermediate-term loans for agricultural production or operating purposes.

The Farm Credit Administration (FCA) is delegated authority by Congress to regulate the System banks and associations. The FCA examines the activities of System associations to ensure their compliance with the Farm Credit Act, FCA regulations, and safe and sound banking practices.

The Act established the Farm Credit System Insurance Corporation (FCSIC) to administer the Farm Credit Insurance Fund (Insurance Fund). The Insurance Fund is required to be used (1) to ensure the timely payment of principal and interest on Systemwide debt obligations, (2) to ensure the retirement of protected borrower capital at par or stated value, and (3) for other specified purposes. The Insurance Fund is also available for the discretionary uses by the FCSIC of providing assistance to certain troubled System institutions and to cover the operating expenses of the FCSIC. Each System bank has been required to pay premiums, which may be passed on to the association, into the Insurance Fund, based on its annual average adjusted outstanding insured debt until the monies in the Insurance Fund reach the "secure base amount," which is defined in the Farm Credit Act as 2.0 percent of the aggregate insured obligations (adjusted to reflect the reduced risk on loans or investments guaranteed by federal or state governments) or other such percentage of the aggregate obligations as the Insurance Corporation in its sole discretion determines to be actuarially sound. When the amount in the Insurance Fund exceeds the secure base amount, the FCSIC is required to reduce premiums as necessary to maintain the Insurance Fund at the 2 percent level. As required by the Farm Credit Act, as amended, the FCSIC may return excess funds above the secure base amount to System institutions.

FCA regulations require borrower information to be held in strict confidence by Farm Credit institutions, their directors, officers and employees. Directors and employees of the Farm Credit institutions are prohibited, except under specified circumstances, from disclosing nonpublic personal information about members.

B. Intra-District Restructurings:

Effective January 1, 2014, the association merged with Texas Land Bank, ACA. The primary reason for the merger was based on a determination that the combined organization would be financially and operationally stronger than either association on a stand-alone basis. The merger was accounted for under the acquisition method of accounting.

Since the association operates for the mutual benefit of its customer-owners and other customers and not for the benefit of any other equity investors, capital stock provides no significant interest in corporate earnings or growth. Specifically, due to restrictions in applicable regulations and their bylaws, the associations can issue stock only at its par value of $5 per share, the

stock is not tradable, and the stock can be retired only for the lesser of par value or book value. In these and other respects, the shares of stock in one association that were converted to shares of another association had identical rights and attributes. For this reason, the conversion of stock pursuant to the merger occurred at a one-for-one exchange ratio. Management believes that because the stock in each association is fixed in value, the stock issued pursuant to the merger provides no basis for estimating the fair value of the consideration transferred pursuant to the merger. In the absence of a purchase price determination, the acquiring association identified and estimated the acquisition date fair value of the net assets of the acquired association instead of the acquisition date fair value of the equity interests transferred as consideration. The fair value of the assets acquired, including specific intangible assets and liabilities assumed, were measured based on various estimates using assumptions that management believes are reasonable utilizing information currently available. This evaluation produced a fair value of identifiable assets acquired and liabilities assumed that was substantially equal to the fair value of the member interests transferred in the merger. The excess value received, by the acquiring association from the acquired association, over the par value of capital stock and participation certificates issued in the merger is considered to be additional paid-in capital.

The following table summarizes the fair values of the identifiable assets acquired and liabilities assumed as of date of merger:

	Fair Value
Total assets acquired	$ 515,546,656
Total liabilities assumed	409,768,453
Net assets acquired	105,778,203

The assets acquired included gross loans at fair value of $501 million with a contractual amount of $508 million. As of January 1, 2014 the gross contractual amount of loans not expected to be collected was $7 million.

C. Operations: The Act sets forth the types of authorized lending activity, persons eligible to borrow and financial services that can be offered by the association. The association is authorized to provide, either directly or in participation with other lenders, credit, credit commitments and related services to eligible borrowers. Eligible borrowers include farmers, ranchers, producers or harvesters of aquatic products, rural residents and farm-related businesses. The association makes and services short- and intermediate-term loans for agricultural production or operating purposes, and secured long-term real estate mortgage loans, with funding from the bank.

The association provides a service facilitating the origination of residential loans that are funded by other lenders as well as acting as an intermediary in offering credit life insurance.

The association's financial condition may be affected by factors that affect the bank. The financial condition and results of operations of the bank may materially affect stockholders' investments in the association. Upon request, stockholders of the association will be provided with the Farm Credit Bank of Texas and District Associations' Annual Report to Stockholders, which includes the combined financial statements of the bank and all of the district associations. The district's annual report discusses the material aspects of the financial condition, changes in financial condition, and results of operations for the bank and the district. In addition, the district's annual report identifies favorable and unfavorable trends, significant events, uncertainties and the impact of activities of the Insurance Fund.

The lending and financial services offered by the bank are described in Note 1, "Organization and Operations," of the district's annual report to stockholders.

NOTE 2 — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

The accounting and reporting policies of the association conform to accounting principles generally accepted in the United States of America (GAAP) and prevailing practices within the banking industry. The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Significant estimates are discussed in these footnotes, as applicable. Actual results could differ from those estimates. Certain amounts in prior years' consolidated financial statements have been reclassified to conform to current financial statement presentation. The consolidated financial statements include the accounts of Lone Star, PCA and Lone Star, FLCA. All significant intercompany transactions have been eliminated in consolidation.

A. Effective January 1, 2014, the association merged with Texas Land Bank, ACA, a Farm Credit System association within the Farm Credit Bank of Texas district. The primary reason to merge was based on a determination that the combined organization should be financially and operationally stronger than either association on a stand-alone basis. The merger was accounted for

under the acquisition method of accounting. Pursuant to these rules, as the accounting acquirer, the association acquired the assets and assumed the liabilities of Texas Land Bank, ACA at their acquisition-date fair value.

As cooperative organizations, Farm Credit associations operate for the mutual benefit of their borrowers and other customers and not for the benefit of equity investors. As such, their capital stock provides no significant interest in corporate earnings or growth. Specifically, due to restrictions in applicable regulations and the bylaws, the associations can issue stock only at its par value of $5 per share, the stock is not tradable, and the stock can be retired only for the lesser of par value or book value. In these and other respects, the shares of Texas Land Bank, ACA stock that were converted in the merger and the shares of the association's stock to which they were converted had identical rights and attributes. For this reason, the conversion of Texas Land Bank, ACA's stock pursuant to the merger occurred at a one-for-one exchange ratio (i.e., each Texas Land Bank, ACA share was converted into one share of the association's stock with an equal par value).

Management believes that because the stock in each association is fixed in value (although subject to impairment), the association's stock issued pursuant to the merger provides no basis for estimating the fair value of the consideration transferred pursuant to the merger. In the absence of a purchase price determination, the association undertook a process to identify and estimate the acquisition-date fair value of Texas Land Bank, ACA's equity interest (net assets) instead of the acquisition-date fair value of Texas Land Bank, ACA's equity interests transferred as consideration. The fair value of the assets acquired and liabilities assumed from Texas Land Bank, ACA were measured based on various estimates using assumptions that the association's management believes are reasonable utilizing information currently available. Use of different estimates and judgments could yield materially different results. This evaluation produced a fair value of identifiable assets acquired and liabilities assumed that was substantially equal to the fair value of the member interests transferred in the merger. As a result, management recorded no goodwill.

The following table summarizes the fair values of the identifiable assets acquired and liabilities assumed from Texas Land Bank, ACA as of January 1, 2014:

	Fair Value	Contractual Amount	Contractual Amounts Not Expected to be Collected
Assets			
Cash	$ 1,058,752		
Loans receivable	501,427,038	$ 508,020,985	$ 6,593,947
Accrued interest receivable	2,686,485		
Investment in Farm Credit Bank of Texas	8,064,226		
Other property owned, net	425,948		
Premises and equipment	1,503,278		
Other assets	380,929		
Total assets	$ 515,546,656		
Liabilities			
Note payable to the Farm Credit Bank of Texas	$ 400,970,158	$ 405,616,084	$ -
Accrued interest payable	724,947		
Drafts outstanding	483,098		
Patronage distributions payable	4,551,813		
Other liabilities	3,038,437		
Total liabilities	$ 409,768,453		
Net assets acquired	$ 105,778,203		

The fair value of the impaired loans acquired as of January 1, 2014, was $1,439,961. The gross contractual amount of these impaired loans was $1,573,513. At December 31, 2014, the balance of these impaired loans was $911,060. The amount of accretable yield relating to impaired loans acquired, with a weighted average amortization period of 4.0 years, was $133,552 at January 1, 2014, and $100,164 at December 31, 2014. The amount of accretable yield relating to nonimpaired loans acquired, with a weighted average amortization period of 8.0 years, was $5,739,807 at January 1, 2014, and $5,022,331 at December 31, 2014. The amount of nonaccretable yield relating to all loans acquired was $830,550 at January 1, 2014, and $740,477 at December 31, 2014.

Costs associated with the merger implementation and restructuring totaled $131,729, and are included in purchased services in the Consolidated Statements of Comprehensive Income.

The acquisition method of accounting requires the financial statement presentations of combined balances as of the date of the merger, but not for previous periods. The Consolidated Balance Sheets reflects the merged entity balances as of December 31, 2014, and the balances of the association only as previously presented for December 31, 2013 and 2012. The Consolidated Statements of Comprehensive Income reflects the results of operations for the merged entity for 2014 and for the association as previously reported for 2013 and 2012. The Consolidated Statements of Changes in Members' Equity reflects the changes in equity for the merged entity for 2014 and for the association as previously reported for 2013 and 2012. The Consolidated Statements of Cash Flows reflects the cash flows for the merged entity for 2014 and for the association as previously reported for 2013 and 2012. Information presented in the footnotes to the Consolidated Financial Statements reflects information for the merged entity for 2014 and for the association as previously reported for 2013 and 2012.

The capital position of the association is measured by regulatory standards issued by the Farm Credit Administration (FCA). At December 31, 2014, the association's Permanent Capital Ratio, as prescribed by regulation, was 21.4 percent. The impact of the merger on capital was to decrease the Permanent Capital Ratio by approximately 60 basis points. The year-end Permanent Capital Ratio is also affected by annual net earnings, patronage dividends, asset size and other factors. There were no regulatory conditions affecting the use of capital as a result of the merger.

B. Recently Issued or Adopted Accounting Pronouncements:

In May 2014, the Financial Accounting Standards Board (FASB) issued guidance entitled "Revenue from Contracts with Customers." The guidance governs revenue recognition from contracts with customers and requires an entity to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Financial instruments and other contractual rights within the scope of other guidance issued by the FASB are excluded from the scope of this new revenue recognition guidance. In this regard, a majority of our contracts would be excluded from the scope of this new guidance. The guidance becomes effective for the first interim reporting period within the annual reporting periods after December 15, 2016. The Association is in the process of reviewing contracts to determine the effect, if any, on the Association's financial condition or its results of operations.

In August 2014, the Financial Accounting Standards Board (FASB) issued guidance entitled "Presentation of Financial Statements – Going Concern." The guidance governs management's responsibility to evaluate whether there is substantial doubt about an entity's ability to continue as a going concern and to provide related footnote disclosures. This guidance requires management to perform interim and annual assessments of an entity's ability to continue as a going concern within one year after the date the financial statements are issued or within one year after the financial statements are available to be issued, when applicable. Substantial doubt exists if it is probable that the entity will be unable to meet its obligations for the assessed period. This guidance becomes effective for interim and annual periods ending after December 15, 2016, and early application is permitted. Management will be required to make its initial assessment as of December 31, 2016.

C. Cash: Cash, as included in the statement of cash flows, represent cash on hand and on deposit at local banks.

D. Investments: The association's investments include mortgage-backed securities issued by Federal Agricultural Mortgage Corporation (Farmer Mac) for which the association has the intent and ability to hold to maturity and which are consequently classified as held to maturity. Held-to-maturity investments are carried at cost, adjusted for the amortization of premiums and accretion of discounts. Changes in the fair value of these investments are not recorded unless the investment is deemed to be other-than-temporarily impaired. Impairment is considered to be other than temporary if the present value of cash flows expected to be collected from the debt security is less than the amortized cost basis of the security (any such shortfall is referred to as a "credit loss"). If an entity intends to sell an impaired debt security or is more likely than not to be required to sell the security before recovery of its amortized cost basis less any current-period credit loss, the impairment is other than temporary and should be recognized currently in earnings in an amount equal to the entire difference between fair value and amortized cost. If a credit loss exists, but an entity does not intend to sell the impaired debt security and is not more likely than not to be required to sell before recovery, the impairment is other than temporary and should be separated into (i) the estimated amount relating to credit loss and (ii) the amount relating to all other factors. Only the estimated credit loss amount is recognized currently in earnings, with the remainder of the loss amount recognized in other comprehensive income.

Gains and losses on the sales of investments available for sale are determined using the specific identification method. Premiums and discounts are amortized or accreted into interest income over the term of the respective issues. The association does not hold investments for trading purposes.

E. Loans and Allowance for Loan Losses: Long-term real estate mortgage loans generally have original maturities ranging from five to 40 years. Substantially all short- and intermediate-term loans for agricultural production or operating purposes have maturities of 10 years or less. Loans are carried at their principal amount outstanding adjusted for charge-offs and deferred loan fees or costs. Interest on loans is accrued and credited to interest income based upon the daily principal amount outstanding. Authoritative accounting guidance requires loan origination fees and direct loan origination costs, if material, to be capitalized and the net fee or cost to be amortized over the life of the related loan as an adjustment to yield. The guidance was implemented in 2010 for loans closed in 2010 and forward, resulting in the capitalization of $1,379,209, $682,218 and $551,008 for 2014, 2013 and 2012, respectively, in origination fees and $1,584,720, $864,178 and $932,752 for 2014, 2013 and 2012, respectively, in origination costs, primarily salaries and benefits related to the origination of loans.

Loans acquired in a business combination are initially recognized at fair value, and therefore, no "carryover" of the allowance for loan losses is permitted. Those loans with evidence of credit quality deterioration at purchase are required to follow the authoritative accounting guidance on "Accounting for Certain Loans or Debt Securities Acquired in a Transfer." This guidance addresses accounting for differences between contractual cash flows and cash flows expected to be collected from the initial investment in loans if those differences are attributable, at least in part, to credit quality. The initial fair values for these types of loans are determined by discounting both principal and interest cash flows expected to be collected using an observable discount rate for similar instruments with adjustments that management believes a market participant would consider in determining fair value. Subsequent decreases to expected principal cash flows will result in a charge to the provision for loan losses and a corresponding increase to allowance for loan losses. Subsequent increases in expected principal cash flows will result in recovery of any previously recorded allowance for loan losses, to the extent applicable, and a reclassification from nonaccretable difference to accretable yield for any remaining increase. For variable rate loans, expected future cash flows were initially based on the rate in effect at acquisition; expected future cash flows are recalculated as rates change over the lives of the loans.

Impaired loans are loans for which it is probable that not all principal and interest will be collected according to the contractual terms of the loan and are generally considered substandard or doubtful, which is in accordance with the loan rating model, as described below. Impaired loans include nonaccrual loans, restructured loans, and loans past due 90 days or more and still accruing interest. A loan is considered contractually past due when any principal repayment or interest payment required by the loan instrument is not received on or before the due date. A loan shall remain contractually past due until it is formally restructured or until the entire amount past due, including principal, accrued interest and penalty interest incurred as a result of past-due status, is collected or otherwise discharged in full.

Impaired loans are generally placed in nonaccrual status when principal or interest is delinquent for 90 days (unless adequately secured and in the process of collection) or circumstances indicate that collection of principal and/or interest is in doubt. Additionally, all loans over 180 days past due are placed in nonaccrual status. When a loan is placed in nonaccrual status, accrued interest deemed uncollectible is either reversed (if accrued in the current year) or charged against the allowance for loan losses (if accrued in prior years). Loans are charged off at the time they are determined to be uncollectible.

A restructured loan constitutes a troubled debt restructuring (TDR) if for economic or legal reasons related to the debtor's financial difficulties the association grants a concession to the debtor that it would not otherwise consider. A concession is generally granted in order to minimize the association's economic loss and avoid foreclosure. Concessions vary by program and are borrower-specific and may include interest rate reductions, term extensions, payment deferrals or the acceptance of additional collateral in lieu of payments. In limited circumstances, principal may be forgiven. A loan restructured in a troubled debt restructuring is an impaired loan.

Payments received on nonaccrual loans are generally applied to the recorded investment in the loan asset. If collection of the recorded investment in the loan is fully expected and the loan does not have a remaining unrecovered prior charge-off associated with it, the interest portion of payments is recognized as current interest income. Nonaccrual loans may be returned to accrual status when principal and interest are current, the borrower has demonstrated payment performance, there are no unrecovered prior charge-offs, and collection of future payments is no longer in doubt. If previously unrecognized interest income exists at the time the loan is transferred to accrual status, cash received at the time of or subsequent to the transfer is first recorded as interest income until such time as the recorded balance equals the contractual indebtedness of the borrower.

The bank and related associations use a two-dimensional loan rating model based on an internally generated combined system risk-rating guidance that incorporates a 14-point risk-rating scale to identify and track the probability of borrower default and a separate scale addressing loss given default over a period of time. Probability of default is the probability that a borrower will experience a default within 12 months from the date of the determination of the risk rating. A default is considered to have occurred if the lender believes the borrower will not be able to pay its obligation in full or the borrower is past due more than

90 days. The loss given default is management's estimate as to the anticipated economic loss on a specific loan, assuming default has occurred or is expected to occur within the next 12 months.

Each of the probability of default categories carries a distinct percentage of default probability. The 14-point risk-rating scale provides for granularity of the probability of default, especially in the acceptable ratings. There are nine acceptable categories that range from a borrower of the highest quality to a borrower of minimally acceptable quality. The probability of default between 1 and 9 is very narrow and would reflect almost no default to a minimal default percentage. The probability of default grows more rapidly as a loan moves from a "9" to other assets especially mentioned (OAEM) and grows significantly as a loan moves to a substandard (viable) level. A substandard (nonviable) rating indicates that the probability of default is almost certain.

The credit risk-rating methodology is a key component of the association's allowance for loan losses evaluation, and is generally incorporated into its loan underwriting standards and internal lending limit. The allowance for loan losses is maintained at a level considered adequate by management to provide for probable losses inherent in the loan portfolio.

The allowance is based on a periodic evaluation of the loan portfolio by management in which numerous factors are considered, including agricultural economy, loan portfolio composition, collateral value, management's process for classification of risk of the loans within the portfolio and the portfolio's prior loss experience. The allowance for loan losses encompasses various judgments, evaluations and appraisals with respect to the loans and their underlying security that, by their nature, contain elements of uncertainty and imprecision. Changes in the agricultural economy and their impact on borrower repayment capacity will cause these various judgments, evaluations and appraisals to change over time. Accordingly, actual circumstances could vary significantly from the institutions' expectations and predictions of those circumstances. The allowance for loan losses process is supported by loan portfolio stress testing, which simulates stress in the current portfolio and the correlating allowance that would be needed.

The allowance for loan losses includes components for loans individually evaluated for impairment and loans collectively evaluated for impairment. Generally, for loans individually evaluated the allowance for loan losses represents the difference between the recorded investment in the loan and the present value of the cash flows expected to be collected discounted at the loan's effective interest rate, or at the fair value of the collateral, less estimated costs to sell, if the loan is collateral-dependent. For those loans collectively evaluated for impairment, the allowance for loan losses is determined using the risk-rating model.

F. Capital Stock Investment in the Farm Credit Bank of Texas: The association's investment in the bank is in the form of Class A voting capital stock and allocated retained earnings. This investment is adjusted periodically based on the association's proportional utilization of the bank compared to other district associations. The bank requires a minimum stock investment of 2 percent of the association's average borrowing from the bank. This investment is carried at cost plus allocated equities in the accompanying consolidated balance sheet.

If needed to meet regulatory capital adequacy requirements, the board of directors of the bank may increase the percentage of stock held by an association from 2 percent of the average outstanding balance of borrowings from the bank to a maximum of 5 percent of the average outstanding balance of borrowings from the bank.

G. Other Property Owned, Net: Other property owned, net, consists of real and personal property acquired through foreclosure or deed in lieu of foreclosure, is recorded at fair value less estimated selling costs upon acquisition. Any initial reduction in the carrying amount of a loan to the fair value of the collateral received is charged to the allowance for loan losses. On at least an annual basis, revised estimates to the fair value less cost to sell are reported as adjustments to the carrying amount of the asset, provided that such adjusted value is not in excess of the carrying amount at acquisition. Income and expenses from operations and carrying value adjustments are included in net gains (losses) on other property owned in the statements of comprehensive income.

H. Premises and Equipment: Premises and equipment are carried at cost less accumulated depreciation. Land is carried at cost. Depreciation is provided on the straight-line method using estimated useful lives of the assets. Gains and losses on dispositions are reflected in current operations. Maintenance and repairs are charged to operating expense, and improvements are capitalized.

I. Advance Conditional Payments: The association is authorized under the Act to accept advance payments from borrowers. To the extent that the borrower's access to such funds is restricted, the advance conditional payments are netted against the borrower's related loan balance. Amounts in excess of the related loan balance and amounts to which the borrower has

unrestricted access are presented as liabilities in the accompanying consolidated balance sheet. Advance conditional payments are not insured. Interest is generally paid by the association on such accounts at rates established by the board of directors.

J. Employee Benefit Plans: Employees of the association participate in either the district defined benefit retirement plan (DB Plan) or the defined contribution plan (DC Plan). All eligible employees may participate in the Farm Credit Benefits Alliance 401(k) Plan. The DB Plan is closed to new participants. Participants generally include employees hired prior to January 1, 1996. The DB Plan is noncontributory and provides benefits based on salary and years of service. The "projected unit credit" actuarial method is used for financial reporting and funding purposes for the DB Plan.

Participants in the DC plan generally include employees who elected to transfer from the DB plan prior to January 1, 1996, and employees hired on or after January 1, 1996. Participants in the DC plan direct the placement of their employers' contributions, 5.0 percent of eligible pay for the year ended December 31, 2014, made on their behalf into various investment alternatives.

The structure of the district's DB plan is characterized as multi-employer, since neither the assets, liabilities nor costs of the plan are segregated or separately accounted for by the associations. No portion of any surplus assets is available to the associations, nor are the associations required to pay for plan liabilities upon withdrawal from the plans. As a result, the associations recognize as pension cost the required contribution to the plans for the year. Contributions due and unpaid are recognized as a liability. The association recognized pension costs for the DC plan of $357,204, $252,776 and $241,608 for the years ended December 31, 2014, 2013 and 2012, respectively. For the DB plan, the association recognized pension costs of $842,447, $482,687 and $460,568 for the years ended December 31, 2014, 2013 and 2012, respectively.

The association also participates in the Farm Credit Benefits Alliance 401(k) Plan, which requires the associations to match 100 percent of employee contributions up to 3.0 percent of eligible earnings and to match 50 percent of employee contributions for the next 2.0 percent of employee contributions, up to a maximum employer contribution of 4.0 percent of eligible earnings. Association 401(k) plan costs are expensed as incurred. The association's contributions to the 401(k) plan were $315,393, $241,489 and $228,546 for the years ended December 31, 2014, 2013 and 2012, respectively.

In addition to pension benefits, the association provides certain health care and life insurance benefits to qualifying retired employees (other postretirement benefits). These benefits are not characterized as multi-employer and, consequently, the liability for these benefits is included in other liabilities. In 2004, the District discontinued its multi-employer health and welfare plan, which provided substantially all employees with health care, life insurance, and postretirement benefits during their working lives and after retirement if they reach a normal retirement age and met the years of service criteria while working for the association. At that time, the association adopted a new plan to provide the same benefits to its retirees and employees. Under the new plan, the association no longer participates in the joint and several liability with any other entities, which was intrinsic to the multi-employer plan. For employers providing these benefits outside of a multi-employer plan, FASB guidance, "Employers Accounting for Postretirement Benefits Other than Pensions," requires the liability for the contractual obligation of these benefits to be recognized as employees render the services necessary to earn the benefits. Accordingly, in December 2004, the association recognized as an expense the unfunded liability for these postretirement benefits. Since that time, the net periodic expense for these benefits has been accrued in accordance with this guidance.

K. Income Taxes: The ACA holding company conducts its business activities through two wholly-owned subsidiaries. Long-term mortgage lending activities are operated through the wholly-owned FLCA subsidiary, which is exempt from federal and state income tax. Short- and intermediate-term lending activities are operated through the wholly-owned PCA subsidiary. Operating expenses are allocated to each subsidiary based on estimated relative service. All significant transactions between the subsidiaries and the parent company have been eliminated in consolidation. The ACA, along with the PCA subsidiary, is subject to income tax. The association is eligible to operate as a cooperative that qualifies for tax treatment under Subchapter T of the Internal Revenue Code. Accordingly, under specified conditions, the association can exclude from taxable income amounts distributed as qualified patronage refunds in the form of cash, stock or allocated retained earnings. Provisions for income taxes are made only on those earnings that will not be distributed as qualified patronage refunds. Deferred taxes are provided on the association's taxable income on the basis of a proportionate share of the tax effect of temporary differences not allocated in patronage form. A valuation allowance is provided against deferred tax assets to the extent that it is more likely than not (over 50 percent probability), based on management's estimate, that they will not be realized. The consideration of valuation allowances involves various estimates and assumptions as to future taxable earnings, including the effects of the association's expected patronage program, which reduces taxable earnings.

L. Patronage Refunds From the Farm Credit Bank of Texas: The association records patronage refunds from the bank on an accrual basis.

M. Fair Value Measurement: The FASB guidance defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. It describes three levels of inputs that may be used to measure fair value:

Level 1 — Quoted prices in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date. Level 1 assets and liabilities include debt and equity securities and derivative contracts that are traded in an active exchange market, as well as certain U.S. Treasury, other U.S. government and agency mortgage-backed debt securities that are highly liquid and are actively traded in over-the-counter markets. Also included in Level 1 are assets held in trust funds, which relate to deferred compensation and our supplemental retirement plan. The trust funds include investments that are actively traded and have quoted net asset values that are observable in the marketplace. Pension plan assets that are invested in equity securities, including mutual funds and fixed-income securities that are actively traded, are also included in Level 1.

Level 2 — Observable inputs other than quoted prices included within Level 1 that are observable for the asset or liability either directly or indirectly. Level 2 inputs include the following: (a) quoted prices for similar assets or liabilities in active markets; (b) quoted prices for identical or similar assets or liabilities in markets that are not active so that they are traded less frequently than exchange-traded instruments, the prices are not current or principal market information is not released publicly; (c) inputs other than quoted prices that are observable such as interest rates and yield curves, prepayment speeds, credit risks and default rates; and (d) inputs derived principally from or corroborated by observable market data by correlation or other means. This category generally includes certain U.S. government and agency mortgage-backed debt securities, corporate debt securities, and derivative contracts. Pension plan assets that are derived from observable inputs, including corporate bonds and mortgage-backed securities, are reported in Level 2.

Level 3 — Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities are considered Level 3. These unobservable inputs reflect the reporting entity's own assumptions about assumptions that market participants would use in pricing the asset or liability. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow methodologies or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation. This category generally includes certain private equity investments, retained residual interests in securitizations, asset-backed securities, highly structured or long-term derivative contracts, certain loans and other property owned. Pension plan assets such as certain mortgage-backed securities that are supported by little or no market data in determining the fair value are included in Level 3.

The fair value disclosures are presented in Note 14, "Fair Value Measurements."

N. Off-balance-sheet credit exposures: Commitments to extend credit are agreements to lend to customers, generally having fixed expiration dates or other termination clauses that may require payment of a fee. Commercial letters of credit are conditional commitments issued to guarantee the performance of a customer to a third party. These letters of credit are issued to facilitate commerce and typically result in the commitment being funded when the underlying transaction is consummated between the customer and third party. The credit risk associated with commitments to extend credit and commercial letters of credit is essentially the same as that involved with extending loans to customers and is subject to normal credit policies. Collateral may be obtained based on management's assessment of the customer's creditworthiness. The association's exposure in off balance-balance-sheet credit exposures is further disclosed in Note 15, "Commitments and Contingencies."

NOTE 3 — INVESTMENTS:

The association may hold mission-related and other investments. The Farm Credit Administration approves mission-related programs and other mission-related investments. The following is a summary of mission-related and other investments that are held to maturity:

During 2010, the association exchanged loans totaling $59,626,146 for Federal Agricultural Mortgage Corporation (Farmer Mac) guaranteed mortgage-backed securities (AMBS). The loans were previously covered under the Long-Term Standby Commitment to Purchase Agreements with Farmer Mac. No gain or loss was recognized in the financial statements upon completion of the exchange transactions.

Effective January 26, 2012, The Farm Credit Bank of Texas (the bank) purchased Lone Star's securitized Farmer Mac Agricultural Mortgage Backed Securities (AMBS) Investments. The purchase of $35,459,508 included outstanding principal and accrued interest as of that date. There was no gain or loss recognized by the association on this transaction. The association will continue to service the underlying loans that were included in this security. Also, for 2012 there was no effect to Lone Star's income based on

this transaction as the bank was able to pay the association a patronage equivalent to the net interest that it would have earned on the AMBS investment. The amount of patronage received in 2014 was $554,771. However, for future years, the bank's payment of patronage is at the discretion of the bank's board of directors. The remaining balance of the AMBS investment at December 31, 2014 was $15,728,281.

NOTE 4 — LOANS AND ALLOWANCE FOR LOAN LOSSES:

A summary of loans as of December 31 follows:

	2014		2013		2012	
Loan Type	**Amount**	**%**	Amount	%	Amount	%
Real estate mortgage	**$ 1,126,484,993**	**80.4%**	$ 655,294,730	77.8%	$ 641,681,563	77.1%
Production and intermediate term	**114,955,076**	**8.2%**	66,322,143	7.9%	77,797,798	9.4%
Agribusiness:						
Loans to cooperatives	**1,388,174**	**0.1%**	-	0.0%	156,067	0.0%
Processing and marketing	**60,054,115**	**4.3%**	56,675,360	6.7%	57,413,674	6.9%
Farm-related business	**14,501,674**	**1.0%**	3,854,580	0.5%	4,848,876	0.6%
Communication	**4,972,189**	**0.4%**	2,152,156	0.3%	1,676,270	0.2%
Energy	**55,828,771**	**4.0%**	43,829,876	5.2%	33,441,681	4.0%
Water and waste water	**1,586,580**	**0.1%**	1,152,930	0.1%	548,300	0.1%
Rural residential real estate	**20,536,455**	**1.5%**	12,693,033	1.5%	13,770,252	1.7%
Total	**$ 1,400,308,027**	**100.0%**	$ 841,974,808	100.0%	$ 831,334,481	100.0%

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 regulations. The following table presents information regarding participations purchased and sold as of December 31, 2014:

	Other Farm Credit Institutions		Non-Farm Credit Institutions		Total	
	Participations Purchased	Participations Sold	Participations Purchased	Participations Sold	Participations Purchased	Participations Sold
Real estate mortgage	$ 24,666,751	$ 18,409,395	$ -	$ -	$ 24,666,751	$ 18,409,395
Production and intermediate term	44,484,270	144,713	-	-	44,484,270	144,713
Agribusiness	66,814,203	-	-	-	66,814,203	-
Communication	4,972,189	-	-	-	4,972,189	-
Energy	55,828,771	-	-	-	55,828,771	-
Water and waste water	1,586,580	-	-	-	1,586,580	-
Total	$ 198,352,764	$ 18,554,108	$ -	$ -	$ 198,352,764	$ 18,554,108

Loan volume by office or geographic location:

Branch	**2014**	2013	2012
Sherman	**14.3%**	21.2%	20.6%
Capital Markets	**13.3%**	15.8%	15.1%
Waco	**11.9%**	0.0%	0.0%
Stephenville	**10.2%**	19.7%	20.2%
Denton	**7.9%**	11.2%	11.4%
Temple	**6.5%**	0.0%	0.0%
Corsicana	**5.4%**	0.0%	0.0%
Lampasas	**4.9%**	0.0%	0.0%
Cleburne	**4.8%**	8.9%	9.5%
New Boston	**4.4%**	6.9%	7.4%
Hillsboro	**4.4%**	0.0%	0.0%
Paris	**4.0%**	6.5%	6.9%
Abilene	**3.4%**	3.5%	4.5%
Sweetwater	**2.0%**	3.1%	3.0%
Weatherford	**1.2%**	1.5%	1.4%
Participations Purchased	**0.7%**	1.0%	0.0%
Fort Worth	**0.7%**	0.7%	0.0%
Round Rock	**0.0%**	0.0%	0.0%
Totals	**100.0%**	100.0%	100.0%

The association's concentration of credit risk in various agricultural commodities is shown in the following table. While the amounts represent the association's maximum potential credit risk as it relates to recorded loan principal, a substantial portion of the association's lending activities is collateralized, and the association's exposure to credit loss associated with lending activities is reduced accordingly. An estimate of the association's credit risk exposure is considered in the determination of the allowance for loan losses.

	2014		2013		2012	
Operation/Commodity	**Amount**	**%**	Amount	%	Amount	%
Livestock, except dairy and poultry	**$ 909,889,911**	**64.8%**	$ 533,899,098	63.3%	$ 535,071,420	64.1%
General farms, primarily crops	**65,872,649**	**4.7%**	49,530,919	5.9%	47,216,455	5.7%
Hunting, trapping and game propagation	**62,854,411**	**4.5%**	15,585,269	1.9%	13,949,237	1.7%
Field crops except cash grains	**53,831,073**	**3.8%**	32,837,632	3.9%	32,040,210	3.9%
Electric services	**52,555,513**	**3.8%**	39,670,207	4.7%	33,989,981	4.1%
Cash grains	**45,095,770**	**3.2%**	14,745,358	1.8%	15,959,167	1.9%
Timber	**41,577,554**	**3.0%**	37,726,308	4.5%	28,949,828	3.5%
Wholesale trade - nondurable goods	**35,628,566**	**2.5%**	21,673,835	2.6%	27,900,805	3.4%
Food and kindred products	**27,018,338**	**1.9%**	8,856,516	1.1%	10,619,160	1.3%
Rural home loans	**20,752,172**	**1.5%**	13,360,072	1.6%	14,327,522	1.7%
Animal specialties	**18,952,505**	**1.4%**	14,706,098	1.7%	12,926,629	1.6%
Dairy farms	**13,862,940**	**1.0%**	19,003,971	2.3%	25,360,712	3.1%
Paper and allied products	**13,612,858**	**1.0%**	25,617,953	3.0%	16,428,635	2.0%
Other	**9,050,573**	**0.6%**	6,621,063	0.8%	6,819,166	0.8%
Chemical and allied products	**5,282,639**	**0.4%**	877,911	0.1%	1,414,532	0.2%
Farm and garden machinery equipment	**5,093,198**	**0.4%**	1,162,438	0.1%	1,520,405	0.2%
Horticultural specialties	**5,085,463**	**0.4%**	-	0.0%	-	0.0%
Communication	**4,972,189**	**0.4%**	2,152,156	0.3%	1,676,270	0.2%
Poultry and eggs	**3,145,578**	**0.2%**	2,064,320	0.2%	3,065,567	0.4%
Agricultural services	**2,220,442**	**0.2%**	753,125	0.1%	855,934	0.1%
Fruit and tree nuts	**1,276,408**	**0.1%**	47,117	0.0%	48,552	0.0%
Lumber and wood products, except furniture	**946,838**	**0.1%**	849,848	0.1%	1,121,751	0.1%
General farms, primarily livestock	**868,244**	**0.1%**	207,516	0.0%	35,209	0.0%
Public warehousing and storage	**658,631**	**0.0%**	-	0.0%	-	0.0%
Fish hatcheries and preserves	**157,772**	**0.0%**	-	0.0%	-	0.0%
Vegetables and melons	**32,687**	**0.0%**	-	0.0%	-	0.0%
Building materials, hardware and garden supplies	**13,105**	**0.0%**	26,078	0.0%	37,334	0.0%
Total	**$ 1,400,308,027**	**100.0%**	$ 841,974,808	100.0%	$ 831,334,481	100.0%

The amount of collateral obtained, if deemed necessary upon extension of credit, is based on management's credit evaluation of the borrower. Collateral held varies but typically includes farmland and income-producing property, such as crops and livestock, as well as receivables. Long-term real estate loans are secured by the first liens on the underlying real property. Federal regulations state that long-term real estate loans are not to exceed 85 percent (or 97 percent if guaranteed by a government agency) of the property's appraised value. However, a decline in a property's market value subsequent to loan origination or advances, or other actions necessary to protect the financial interest of the association in the collateral, may result in the loan-to-value ratios in excess of the regulatory maximum.

To mitigate the risk of loan losses, the association has obtained loan guarantees in the form of standby commitments to purchase qualifying loans from Farmer Mac through an arrangement with the bank. The agreements, which will remain in place until the loans are paid in full, give the association the right to sell the loans identified in the agreements to Farmer Mac in the event of defaults (typically four months past due), subject to certain conditions. At December 31, 2014, 2013 and 2012, loans totaling $562,062, $1,212,714 and $1,273,028, respectively, were guaranteed by these commitments. Fees paid for these guarantees totaled $2,238, $4,213 and $25,587 in 2014, 2013 and 2012, respectively, and are included in "other noninterest expense."

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

	December 31, 2014	December 31, 2013	December 31, 2012
Nonaccrual loans:			
Real estate mortgage	**$ 9,498,629**	$ 12,347,950	$ 17,821,115
Production and intermediate term	**498,067**	705,454	3,838,693
Agribusiness	**20,957**	504,913	588,546
Communication	**-**	-	1,676,270
Rural residential real estate	**205,564**	236,435	352,301
Total nonaccrual loans	**10,223,217**	13,794,752	24,276,925
Accruing restructured loans:			
Real estate mortgage	**198,562**	35,233	35,233
Production and intermediate term	**10,059**	15,515	32,424
Total accruing restructured loans	**208,621**	50,748	67,657
Total nonperforming loans	**10,431,838**	13,845,500	24,344,582
Other property owned	**201,363**	858,367	1,060,973
Total nonperforming assets	**$ 10,633,201**	$ 14,703,867	$ 25,405,555

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

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

The following table shows loans and related accrued interest classified under the Farm Credit Administration's Uniform Loan Classification System as a percentage of total loans and related accrued interest receivable by loan type as of December 31:

	2014	2013	2012
Real estate mortgage			
Acceptable	**96%**	92%	90%
OAEM	**2%**	4%	5%
Substandard/doubtful	**2%**	4%	5%
	100%	100%	100%
Production and intermediate term			
Acceptable	**99%**	98%	92%
OAEM	**1%**	1%	1%
Substandard/doubtful	**0%**	1%	7%
	100%	100%	100%
Loans to cooperatives			
Acceptable	**100%**	100%	100%
OAEM	**0%**	0%	0%
Substandard/doubtful	**0%**	0%	0%
	100%	100%	100%
Processing and marketing			
Acceptable	**100%**	97%	99%
OAEM	**0%**	2%	0%
Substandard/doubtful	**0%**	1%	1%
	100%	100%	100%
Farm-related business			
Acceptable	**99%**	95%	95%
OAEM	**0%**	0%	0%
Substandard/doubtful	**1%**	5%	5%
	100%	100%	100%
Communication			
Acceptable	**76%**	40%	0%
OAEM	**0%**	0%	0%
Substandard/doubtful	**24%**	60%	100%
	100%	100%	100%
Energy			
Acceptable	**100%**	100%	100%
OAEM	**0%**	0%	0%
Substandard/doubtful	**0%**	0%	0%
	100%	100%	100%
Water and waste water			
Acceptable	**100%**	100%	100%
OAEM	**0%**	0%	0%
Substandard/doubtful	**0%**	0%	0%
	100%	100%	100%
Rural residential real estate			
Acceptable	**93%**	88%	86%
OAEM	**1%**	3%	4%
Substandard/doubtful	**6%**	9%	10%
	100%	100%	100%
Total Loans			
Acceptable	**96%**	94%	91%
OAEM	**2%**	3%	4%
Substandard/doubtful	**2%**	3%	5%
	100%	100%	100%

The following tables provide an age analysis of past due loans (including accrued interest) as of December 31, 2014, 2013 and 2012:

December 31, 2014:	**30-89 Days Past Due**	**90 Days or More Past Due**	**Total Past Due**	**Not Past Due or Less than 30 Days Past Due**	**Total Loans**
Real estate mortgage	**$ 674,941**	**$ 1,240,304**	**$ 1,915,245**	**$ 1,131,103,650**	**$ 1,133,018,895**
Production and intermediate-term	**29,848**	**466,399**	**496,247**	**114,853,903**	**115,350,150**
Loans to cooperatives	**-**	**-**	**-**	**1,393,775**	**1,393,775**
Processing and marketing	**-**	**-**	**-**	**60,091,347**	**60,091,347**
Farm-related business	**-**	**20,957**	**20,957**	**14,505,189**	**14,526,146**
Communication	**-**	**-**	**-**	**4,973,124**	**4,973,124**
Energy	**-**	**-**	**-**	**56,004,154**	**56,004,154**
Water and waste water	**-**	**-**	**-**	**1,587,476**	**1,587,476**
Rural residential real estate	**103,686**	**-**	**103,686**	**20,488,257**	**20,591,943**
Total	**$ 808,475**	**$ 1,727,660**	**$ 2,536,135**	**$ 1,405,000,875**	**$ 1,407,537,010**

December 31, 2013:	30-89 Days Past Due	90 Days or More Past Due	Total Past Due	Not Past Due or Less than 30 Days Past Due	Total Loans
Real estate mortgage	$ 916,069	$ 1,468,088	$ 2,384,157	$ 657,015,427	$ 659,399,584
Production and intermediate-term	-	514,591	514,591	66,062,819	66,577,410
Loans to cooperatives	-	-	-	1,646	1,646
Processing and marketing	-	427,288	427,288	56,268,897	56,696,185
Farm-related business	-	77,625	77,625	3,785,265	3,862,890
Communication	-	-	-	2,152,190	2,152,190
Energy	-	-	-	43,968,613	43,968,613
Water and waste water	-	-	-	1,153,831	1,153,831
Rural residential real estate	868,313	-	868,313	11,862,241	12,730,554
Total	$ 1,784,382	$ 2,487,592	$ 4,271,974	$ 842,270,929	$ 846,542,903

December 31, 2012:	30-89 Days Past Due	90 Days or More Past Due	Total Past Due	Not Past Due or Less than 30 Days Past Due	Total Loans
Real estate mortgage	$ 1,280,010	$ 3,630,666	$ 4,910,676	$ 641,145,513	$ 646,056,189
Production and intermediate-term	99,221	2,163,830	2,263,051	75,877,324	78,140,375
Loans to cooperatives	-	-	-	157,146	157,146
Processing and marketing	-	588,546	588,546	56,870,041	57,458,587
Farm-related business	-	-	-	4,851,038	4,851,038
Communication	-	-	-	1,676,270	1,676,270
Energy	-	-	-	33,510,829	33,510,829
Water and waste water	-	-	-	549,010	549,010
Rural residential real estate	47,315	-	47,315	13,761,565	13,808,880
Total	$ 1,426,546	$ 6,383,042	$ 7,809,588	$ 828,398,736	$ 836,208,324

Troubled Debt Restructuring: A restructuring of a debt constitutes a troubled debt restructuring if the creditor for economic or legal reasons related to the debtor's financial difficulties grants a concession to the debtor that it would not otherwise consider. Troubled debt restructurings are undertaken in order to improve the likelihood of recovery on the loan and may include, but are not limited to, forgiveness of principal or interest, interest rate reductions that are lower than the current market rate for new debt with similar risk, or significant term or payment extensions.

As of December 31, 2014, the total recorded investment of troubled debt restructured loans was $5,450,599 including 5,241,978 classified as nonaccrual and $208,621 classified as accrual, with specific allowance for loan losses of $1,137,679. The specific allowance is determined quarterly through a net realizable value analysis for each individual loan asset. As of December 31, 2014, commitments to lend funds to borrowers whose loan terms have been modified in a troubled debt restructuring were $0.

The following tables present additional information regarding troubled debt restructurings, which includes both accrual and nonaccrual loans with troubled debt restructuring designation, that occurred during the years ended December 31, 2014, 2013 and 2012. The pre-modification outstanding recorded investment represents the recorded investment of the loans as of the quarter end prior to the restructuring. The post-modification outstanding recorded investment represents the recorded investment of the loans as of the quarter end the restructuring occurred.

December 31, 2014:	**Pre-modification Outstanding Recorded Investment**	**Post-modification Outstanding Recorded Investment**
Troubled debt restructurings:		
Real estate mortgage	**$ 164,433**	**$ 164,350**
Production and intermediate term	**-**	**-**
Total	**$ 164,433**	**$ 164,350**

December 31, 2013:	Pre-modification Outstanding Recorded Investment	Post-modification Outstanding Recorded Investment
Troubled debt restructurings:		
Real estate mortgage	$ -	$ -
Production and intermediate term	-	-
Total	$ -	$ -

December 31, 2012:	Pre-modification Outstanding Recorded Investment	Post-modification Outstanding Recorded Investment
Troubled debt restructurings:		
Real estate mortgage	$ 326,765	$ 497,027
Production and intermediate term	122,524	147,358
Total	$ 449,289	$ 644,385

In restructurings where principal is forgiven, the amount of the forgiveness is immediately charged off. In restructurings where accrued interest is forgiven, the interest is reversed (if current year interest) or charged off (if prior year interest). There were no restructurings where principal was forgiven that required a charge off, at the modification date, for the year ending December 31, 2014.

The predominate form of concession granted for troubled debt restructuring includes a delay in the repayment of principal. At times these terms might be offset with incremental payments, collateral or new borrower guarantees, in which case the association assesses all of the modified terms to determine if the overall modification qualifies as a troubled debt restructuring.

At December 31, 2014, the association had no loans that met the accounting criteria as a troubled debt restructuring and that occurred within the previous 12 months of that year and for which there was a payment default during the period. A payment default is defined as a payment that is 30 days past due after the date the loan was restructured.

There were no additional commitments to lend to borrowers whose loans have been modified in TDRs at December 31, 2014, December 31, 2013 or December 31, 2012.

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

	Loans Modified as TDRs		
	December 31, 2014	December 31, 2013	December 31, 2012
Troubled debt restructurings:			
Real estate mortgage	**$ 198,562**	$ 35,233	$ 35,233
Production and intermediate term	**10,059**	15,515	32,424
Total	**$ 208,621**	$ 50,748	$ 67,657

	TDRs on Nonaccrual Status*		
	December 31, 2014	December 31, 2013	December 31, 2012
Troubled debt restructurings:			
Real estate mortgage	**$ 5,241,978**	$ 7,934,371	$ 9,941,242
Production and intermediate term	**-**	122,951	1,109,993
Total	**$ 5,241,978**	$ 8,057,322	$ 11,051,235

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

Additional impaired loan information is as follows:

	Recorded Investment at 12/31/2014	**Unpaid Principal Balance[a]**	**Related Allowance**	**Average Impaired Loans**	**Interest Income Recognized**
Impaired loans with a related allowance for credit losses:					
Real estate mortgage	**$ 5,881,649**	**$ 5,995,724**	**$ 1,257,660**	**$ 6,665,267**	**$ 14,647**
Production and intermediate term	**62,705**	**456,768**	**53,655**	**47,845**	**85**
Farm-related business	**-**	**-**	**-**	**-**	**-**
Energy and water/waste water	**-**	**-**	**-**	**-**	**-**
Rural residential real estate	**-**	**-**	**-**	**-**	**-**
Total	**$ 5,944,354**	**$ 6,452,492**	**$ 1,311,315**	**$ 6,713,112**	**$ 14,732**
Impaired loans with no related allowance for credit losses:					
Real estate mortgage	**$ 3,815,542**	**$ 3,900,613**	**$ -**	**$ 4,016,602**	**$ 16,309**
Production and intermediate term	**445,421**	**500,619**	**-**	**503,203**	**10,198**
Processing and marketing	**-**	**-**	**-**	**-**	**-**
Farm-related business	**20,957**	**20,957**	**-**	**48,438**	**9,337**
Energy and water/waste water	**-**	**1,706,959**	**-**	**-**	**-**
Rural residential real estate	**205,564**	**205,758**	**-**	**220,107**	**-**
Total	**$ 4,487,484**	**$ 6,334,906**	**$ -**	**$ 4,788,350**	**$ 35,844**
Total impaired loans:					
Real estate mortgage	**$ 9,697,191**	**$ 9,896,337**	**$ 1,257,660**	**$ 10,681,869**	**$ 30,956**
Production and intermediate term	**508,126**	**957,387**	**53,655**	**551,048**	**10,283**
Farm-related business	**20,957**	**20,957**	**-**	**48,438**	**9,337**
Energy and water/waste water	**-**	**1,706,959**	**-**	**-**	**-**
Rural residential real estate	**205,564**	**205,758**	**-**	**220,107**	**-**
Total	**$ 10,431,838**	**$ 12,787,398**	**$ 1,311,315**	**$ 11,501,462**	**$ 50,576**

	Recorded Investment at 12/31/2013	Unpaid Principal Balance[a]	Related Allowance	Average Impaired Loans	Interest Income Recognized
Impaired loans with a related allowance for credit losses:					
Real estate mortgage	$ 8,424,743	$ 8,469,894	$ 2,058,679	$ 9,067,395	$ 22,633
Production and intermediate term	149,029	149,029	62,910	296,639	-
Processing and marketing	208,470	460,570	139,257	79,988	-
Farm-related business	77,625	77,625	18,086	21,734	4,272
Rural residential real estate	-	-	-	-	-
Total	$ 8,859,867	$ 9,157,118	$ 2,278,932	$ 9,465,756	$ 26,905
Impaired loans with no related allowance for credit losses:					
Real estate mortgage	$ 3,958,441	$ 4,026,499	$ -	$ 3,835,143	$ 17,011
Production and intermediate term	571,940	1,029,052	-	1,175,746	715
Processing and marketing	218,818	218,818	-	328,630	-
Farm-related business	-	-	-	-	10,154
Rural residential real estate	236,434	236,435	-	251,263	1,731
Total	$ 4,985,633	$ 5,510,804	$ -	$ 5,590,782	$ 29,611
Total impaired loans:					
Real estate mortgage	$ 12,383,184	$ 12,496,393	$ 2,058,679	$ 12,902,538	$ 39,644
Production and intermediate term	720,969	1,178,081	62,910	1,472,385	715
Processing and marketing	427,288	679,388	139,257	408,618	-
Farm-related business	77,625	77,625	18,086	21,734	14,426
Rural residential real estate	236,434	236,435	-	251,263	1,731
Total	$ 13,845,500	$ 14,667,922	$ 2,278,932	$ 15,056,538	$ 56,516

	Recorded Investment at 12/31/2012	Unpaid Principal Balance[a]	Related Allowance	Average Impaired Loans	Interest Income Recognized
Impaired loans with a related allowance for credit losses:					
Real estate mortgage	$ 12,723,644	$ 12,859,757	$ 2,233,786	$ 13,366,960	$ 6,023
Production and intermediate term	3,020,104	3,245,869	1,177,535	2,847,661	4,529
Processing and marketing	-	-	-	-	-
Farm-related business	-	-	-	-	-
Communication	1,676,270	1,676,270	741,182	1,340,920	(3,163)
Rural residential real estate	208,721	208,721	21,341	164,528	-
Total	$ 17,628,739	$ 17,990,617	$ 4,173,844	$ 17,720,069	$ 7,389
Impaired loans with no related allowance for credit losses:					
Real estate mortgage	$ 5,132,705	$ 5,200,475	$ -	$ 4,099,340	$ 41,359
Production and intermediate term	851,013	4,628,619	-	432,900	31,423
Processing and marketing	588,546	588,546	-	1,449,838	-
Farm-related business	-	-	-	-	9,160
Communication	-	-	-	-	-
Rural residential real estate	143,579	143,581	-	154,335	-
Total	$ 6,715,843	$ 10,561,221	$ -	$ 6,136,413	$ 81,942
Total impaired loans:					
Real estate mortgage	$ 17,856,349	$ 18,060,232	$ 2,233,786	$ 17,466,300	$ 47,382
Production and intermediate term	3,871,117	7,874,488	1,177,535	3,280,561	35,952
Processing and marketing	588,546	588,546	-	1,449,838	-
Farm-related business	-	-	-	-	9,160
Communication	1,676,270	1,676,270	741,182	1,340,920	(3,163)
Rural residential real estate	352,300	352,302	21,341	318,863	-
Total	$ 24,344,582	$ 28,551,838	$ 4,173,844	$ 23,856,482	$ 89,331

[a] Unpaid principal balance represents the recorded principal balance of the loan.

There were no material commitments to lend additional funds to debtors whose loans were classified as impaired at December 31, 2014, 2013 and 2012.

Interest income on nonaccrual and accruing restructured loans that would have been recognized under the original terms of the loans at December 31:

	2014	2013	2012
Interest income which would have been recognized under the original terms	**$ 1,715,336**	$ 1,947,807	$ 2,792,575
Less: interest income recognized	**(50,576)**	(56,516)	(89,331)
Foregone interest income	**$ 1,664,760**	$ 1,891,291	$ 2,703,244

A summary of the changes in the allowance for credit losses and the ending balance of loans outstanding are as follows:

	Real Estate Mortgage	Production and Intermediate Term	Agribusiness	Communication	Energy	Water and Waste Water	Rural Residential Real Estate	Total
Allowance for Credit Losses:								
Balance at December 31, 2013	$ 6,234,650	$ 134,781	$ 299,381	$ (36,789)	$ 185,444	$ 679	$ 61,677	$ 6,879,823
Charge-offs	(66,649)	(62,549)	(24,196)	-	(112)	-	(7,028)	(160,534)
Recoveries	3,282	106,938	200,357	-	8,209	-	5	318,791
Provision for loan losses	(1,135,735)	137,202	(197,627)	75,877	(58,613)	3,902	95,295	(1,079,699)
Other	(8,777)	(97,988)	(112,981)	(12,566)	(39,670)	(3,189)	-	(275,171)
Balance at December 31, 2014	$ 5,026,771	$ 218,384	$ 164,934	$ 26,522	$ 95,258	$ 1,392	$ 149,949	$ 5,683,210
Ending Balance: individually evaluated for impairment	$ 1,244,435	$ 29,177	$ -	$ -	$ -	$ -	$ -	$ 1,273,612
Ending Balance: collectively evaluated for impairment	$ 3,769,111	$ 164,729	$ 164,934	$ 26,522	$ 95,258	$ 1,392	$ 149,949	$ 4,371,895
Ending Balance: loans acquired with deteriorated credit quality	$ 13,225	$ 24,478	$ -	$ -	$ -	$ -	$ -	$ 37,703
Recorded Investment in Loans Outstanding:								
Ending Balance at December 31, 2014	$1,133,018,895	$ 115,350,150	$ 76,011,268	$ 4,973,124	$ 56,004,154	$ 1,587,476	$ 20,591,943	$1,407,537,010
Ending balance for loans individually evaluated for impairment	$ 8,827,266	$ 466,991	$ 20,957	$ -	$ -	$ -	$ 205,564	$ 9,520,778
Ending balance for loans collectively evaluated for impairment	$1,124,191,629	$ 114,883,159	$ 75,990,311	$ 4,973,124	$ 56,004,154	$ 1,587,476	$ 20,386,379	$1,398,016,232
Ending balance for loans acquired with deteriorated credit quality	$ 869,925	$ 41,135	$ -	$ -	$ -	$ -	$ -	$ 911,060

	Real Estate Mortgage	Production and Intermediate Term	Agribusiness	Communication	Energy	Water and Waste Water	Rural Residential Real Estate	Total
Allowance for Credit Losses:								
Balance at December 31, 2012	$ (1,221,114)	$ 10,548,903	$ 914,969	$ 4,403	$ 5,019	$ -	$ (18,582)	$ 10,233,598
Charge-offs	(350,836)	(525,428)	(252,100)	-	-	-	-	(1,128,364)
Recoveries	5,122	233,091	129,680	-	-	-	-	367,893
Provision for loan losses	7,801,478	(10,121,785)	(493,168)	(41,192)	180,425	679	80,259	(2,593,304)
Balance at December 31, 2013	$ 6,234,650	$ 134,781	$ 299,381	$ (36,789)	$ 185,444	$ 679	$ 61,677	$ 6,879,823
Ending Balance: individually evaluated for impairment	$ 2,058,679	$ 62,910	$ 157,343	$ -	$ -	$ -	$ -	$ 2,278,932
Ending Balance: collectively evaluated for impairment	$ 4,175,971	$ 71,871	$ 142,038	$ (36,789)	$ 185,444	$ 679	$ 61,677	$ 4,600,891
Recorded Investment in Loans Outstanding:								
Ending Balance at December 31, 2013	$ 659,399,584	$ 66,577,410	$ 60,560,721	$ 2,152,190	$ 43,968,613	$ 1,153,831	$ 12,730,554	$ 846,542,903
Ending balance for loans individually evaluated for impairment	$ 12,383,183	$ 720,969	$ 504,913	$ -	$ -	$ -	$ 236,435	$ 13,845,500
Ending balance for loans collectively evaluated for impairment	$ 647,016,401	$ 65,856,441	$ 60,055,808	$ 2,152,190	$ 43,968,613	$ 1,153,831	$ 12,494,119	$ 832,697,403

	Real Estate Mortgage	Production and Intermediate Term	Agribusiness	Communication	Energy	Water and Waste Water	Rural Residential Real Estate	Total
Allowance for Credit Losses:								
Balance at December 31, 2011	$ 1,528,527	$ 10,316,634	$ 602,903	$ 4,180	$ 4,764	$ -	$ 6,143	$ 12,463,151
Charge-offs	(2,831,321)	(1,338,596)	279,849	-	-	-	(25,053)	(3,915,121)
Recoveries	-	1,019,576	-	-	-	-	-	1,019,576
Provision for loan losses	81,680	551,289	32,217	223	255	-	328	665,992
Balance at December 31, 2012	$ (1,221,114)	$ 10,548,903	$ 914,969	$ 4,403	$ 5,019	$ -	$ (18,582)	$ 10,233,598
Ending Balance: individually evaluated for impairment	$ 2,233,786	$ 1,177,535	$ -	$ 741,182	$ -	$ -	$ 21,341	$ 4,173,844
Ending Balance: collectively evaluated for impairment	$ (3,454,900)	$ 9,371,368	$ 914,969	$ (736,779)	$ 5,018	$ -	$ (39,922)	$ 6,059,754
Recorded Investment in Loans Outstanding:								
Ending Balance at December 31, 2012	$ 646,056,189	$ 78,140,375	$ 62,466,771	$ 1,676,270	$ 33,510,829	$ 549,010	$ 13,808,880	$ 836,208,324
Ending balance for loans individually evaluated for impairment	$ 17,856,232	$ 3,870,958	$ 588,546	$ 1,676,270	$ -	$ -	$ 352,300	$ 24,344,306
Ending balance for loans collectively evaluated for impairment	$ 628,199,957	$ 74,269,417	$ 61,878,225	$ -	$ 33,510,829	$ 549,010	$ 13,456,580	$ 811,864,018

NOTE 5 — INVESTMENT IN THE FARM CREDIT BANK OF TEXAS:

The association operates under a general financing agreement (GFA) with the bank. The current GFA is effective through September 30, 2015. The investment in the Farm Credit Bank of Texas is a requirement of borrowing from the bank and is carried at cost plus allocated equities, not fair value, in the accompanying balance sheet. Estimating the fair value of the association's investment in the Farm Credit Bank of Texas is not practicable because the stock is not traded. The association owns 9.3 percent of the issued stock of the bank as of December 31, 2014. As of that date, the bank's assets totaled $18.0 billion and members' equity totaled $1.5 billion. The bank's earnings were $188.3 million during 2014.

NOTE 6 — PREMISES AND EQUIPMENT:

Premises and equipment consisted of the following at December 31:

	2014	2013	2012
Land	**$ 564,498**	$ 208,268	$ 208,268
Building and improvements	**2,845,878**	1,771,365	1,715,873
Furniture and equipment	**494,771**	425,175	424,806
Computer equipment and software	**536,730**	385,893	378,248
Automobiles	**1,174,642**	860,171	953,468
Construction in progress	**-**	30,423	-
	5,616,519	3,681,295	3,680,663
Accumulated depreciation	**(2,328,623)**	(2,206,266)	(2,064,829)
Total	**$ 3,287,896**	$ 1,475,029	$ 1,615,834

The association leases office space in Fort Worth, Sherman, Abilene, Weatherford, Temple and Round Rock. Lease expense was $470,032, $367,604 and $341,863 for 2014, 2013 and 2012, respectively. Minimum annual lease payments for the next five years are as follows:

	Operating
2015	$ 487,985
2016	450,173
2017	420,220
2018	388,092
2019	244,332
Thereafter	362,707
Total	$ 2,353,509

NOTE 7 — OTHER PROPERTY OWNED, NET:

Net gain (loss) on other property owned, net consists of the following for the years ended December 31:

	2014	2013	2012
Gain (loss) on sale, net	**$ 728,325**	$ 504,302	$ 2,261,068
Operating income (expense), net	**(28,117)**	(65,781)	(200,243)
Net gain (loss) on other property owned	**$ 700,208**	$ 438,521	$ 2,060,825

NOTE 8 — OTHER ASSETS AND OTHER LIABILITIES:

Other assets comprised the following at December 31:

	2014	2013	2012
Accounts receivable (other than members) - Other	**$ 653,333**	$ 538,845	$ 424,401
Other Assets - Other	**211,662**	101,689	149,805
Total	**$ 864,995**	$ 640,534	$ 574,206

Other liabilities comprised the following at December 31:

Accounts payable - Total	**$ 5,888,044**	$ 1,244,083	$ 801,603
Accumulated postretirement obligation	**$ 4,890,426**	$ 2,429,835	$ 2,836,361
Funds held/advanced conditional payments	**31,521**	271,124	40,188
Other liabilities	**897,015**	702,049	489,148
Total	**$ 11,707,006**	$ 4,647,091	$ 4,167,300

NOTE 9 — NOTE PAYABLE TO THE BANK:

The interest rate risk inherent in the association's loan portfolio is substantially mitigated through the funding relationship with the bank. The bank manages interest rate risk through its direct loan pricing and asset/liability management process. The association's indebtedness to the bank represents borrowings by the association to fund the majority of its loan portfolio. The indebtedness is collateralized by a pledge of substantially all of the association's assets, and is governed by a general financing agreement. The interest rate on the direct loan is based upon the bank's cost of funding the loans the association has outstanding to its borrowers. The indebtedness continues in effect until the expiration date of the general financing agreement, which is September 30, 2015, unless sooner terminated by the bank upon the occurrence of an event of default, or by the association, in the event of a breach of this agreement by the bank, upon giving the bank 30 calendar days' prior written notice, or in all other circumstances, upon giving the bank 120 days' prior written notice.

The total amount and the weighted average interest rate of the association's direct loan from the bank at December 31, 2014, 2013 and 2012, was $1,087,039,175 at 1.85 percent, $642,361,465 at 1.68 percent and $643,933,881 at 1.86 percent, respectively.

Under the Act, the association is obligated to borrow only from the bank unless the bank approves borrowing from other funding sources. The bank and FCA regulations have established limitations on the association's ability to borrow funds based on specified factors or formulas relating primarily to credit quality and financial condition. At December 31, 2014, 2013 and 2012, the association's note payable was within the specified limitations. The maximum amount the association may borrow from the bank as of December 31, 2014, was $1,396,634,449, as defined by the general financing agreement.

In addition to borrowing limits, the financing agreement establishes certain covenants including limits on leases, investments, other debt, and dividend and patronage distributions; minimum standards for return on assets and for liquidity; and provisions for conducting business, maintaining records, reporting financial information, and establishing policies and procedures. Remedies specified in the general financing agreement associated with the covenants include additional reporting requirements, development of action plans, increases in interest rates on indebtedness, reduction of lending limits or repayment of indebtedness. As of and for the years ended December 31, 2014, 2013 and 2012, the association was not subject to any remedies associated with the covenants in the general financing agreement.

NOTE 10 — MEMBERS' EQUITY:

A description of the association's capitalization requirements, protection mechanisms, regulatory capitalization requirements and restrictions, and equities are provided below.

Protection of certain borrower equity is provided under the Act that requires the association, when retiring protected borrower equity, to retire such equity at par or stated value regardless of its book value. Protected borrower equity includes capital stock, participation certificates and allocated equities that were outstanding as of January 6, 1988, or were issued or allocated prior to October 6, 1988. If an association is unable to retire protected borrower equity at par value or stated value, amounts required to retire this equity would be obtained from the Insurance Fund.

In accordance with the Act and the association's capitalization bylaws, each borrower is required to invest in the association as a condition of borrowing. The investment in Class B capital stock (for farm loans), or participation certificates (for rural home loans) is equal to 2 percent of the loan amount, up to a maximum amount of $1,000. The borrower acquires ownership of the capital stock or participation certificates at the time the loan is made, usually by adding the aggregate par value of the capital stock or participation certificates to the principal amount of the related loan obligation. The capital stock or participation certificates are subject to a first lien by the association. Retirement of such equities will generally be at the lower of par or book value, and repayment of a loan does not automatically result in retirement of the corresponding capital stock or participation certificates.

If needed to meet regulatory capital adequacy requirements, the board of directors of the association may increase the percentage of stock requirement for each borrower up to a maximum of 10 percent of the loan amount.

Each owner of Class B capital stock is entitled to a single vote, while participation certificates provide no voting rights to their owners.

Within two years of repayment of a loan, the association capital bylaws require the conversion of any borrower's outstanding Class B to Class A stock. Class A stock has no voting rights except in a case where a new issuance of preferred stock has been submitted to stockholders affected by the preference. Redemption of Class A shares is made solely at the discretion of the association's board of directors. At December 31, 2014, 2013 and 2012, the association had no Class A stock.

All borrower stock is at risk. As such, losses that result in impairment of capital stock or participation certificates shall be borne on a pro rata basis by all holders of Class A capital stock, Class B capital stock and participation certificates. In the event of liquidation of the association, capital stock and participation certificates would be utilized as necessary to satisfy any remaining obligations in excess of the amounts realized on the sale or liquidation of assets. Any excess of the amounts realized on the sale or liquidation of assets over the association's obligations to external parties and to the bank would be distributed to the association's stockholders.

Dividends and patronage distributions may be paid on the capital stock and participation certificates of the association, as the board of directors may determine by resolution, subject to capitalization requirements as defined by the FCA. Amounts not distributed are retained as unallocated retained earnings. The following dividends and patronage distributions were declared and paid in 2014, 2013 and 2012, respectively:

Date Declared	Date Paid (to be Paid)	Patronage
December 2014	**April 2015**	**$ 12,105,352**
October 2014	**December 2014**	**$ 4,495,338**
December 2013 (pre-merged Lone Star, ACA)	April 2014	$ 7,400,000
December 2013 (pre-merged Texas Land Bank, ACA)	April 2014	$ 4,551,814
		$ 11,951,814
December 2012	April 2013	$ 7,000,000

As a result of the merger, the association recognized $91,343,553 in additional paid-in capital (APIC). The APIC represents the excess value received over the par value of capital stock and participation certificates issued and arose from the issuance of the association's capital stock and participation certificates in connection with the acquisition of Texas Land Bank, ACA.

The FCA's capital adequacy regulations require the association to achieve permanent capital and total surplus of at least 7.0 percent and core surplus of at least 3.5 percent of risk-adjusted assets and off-balance-sheet commitments. Failure to meet the ratio requirements can initiate certain mandatory and possibly additional discretionary actions by the FCA that, if undertaken, could have a direct material effect on the association's financial statements. The association is prohibited from reducing permanent capital by retiring stock or making certain other distributions to stockholders unless prescribed capital standards are met. As of December 31, 2014, the association is not prohibited from retiring stock or distributing earnings; furthermore, neither the board nor senior management knows of any such prohibitions that may apply during the subsequent fiscal year. The association's permanent capital ratio, core surplus ratio and total surplus ratio at December 31, 2014, were 21.4 percent, 21.0 percent and 21.0 percent, respectively.

The association Capital Adequacy Plan directs association management to manage the capital position in a manner which:

- Permits the association to operate profitably over the long term;

- Provides reasonable protection against risks inherent in association operations;
- Meets all regulatory requirements;
- Recognizes the cost to stockholders related to investing capital in the association; and
- Is an integral part of the association's business plan.

An FCA regulation empowers the FCA to direct a transfer of funds or equities by one or more System institutions to another System institution under specified circumstances. The association has not been called upon to initiate any transfers and is not aware of any proposed action under this regulation.

At December 31, the association had the following shares of Class B stock and participation certificates outstanding at a par value of $5 per share:

	2014	2013	2012
Class B stock	**1,204,867**	702,132	710,731
Participation certificates	**68,443**	41,130	43,705
Total	**1,273,310**	743,262	754,436

An additional component of equity is accumulated other comprehensive income (AOCI), which is reported net of taxes. As of December 31, 2014, 2013 and 2012, the balance of AOCI represented net actuarial gains and prior service credits related to other postretirement benefits of ($1,335,657), ($364,664) and ($870,990), respectively.

NOTE 11 — INCOME TAXES:

The provision for (benefit from) income taxes follows for the years ended December 31:

	2014	2013	2012
Current:			
Federal	**$ -**	$ 21,153	$ 48,253
Total current	**-**	21,153	48,253
Deferred:			
Federal	**(53,606)**	-	-
Total deferred	**(53,606)**	-	-
Total provision for (benefit from) income taxes	**$ (53,606)**	$ 21,153	$ 48,253

The provision for (benefit from) income tax differs from the amount of income tax determined by applying the applicable U.S. statutory federal income tax rate to pretax income as follows for the years ended December 31:

	2014	2013	2012
Federal tax at statutory rate	**$ 9,459,719**	$ 6,821,511	$ 6,736,330
Effect of nontaxable FLCA subsidiary	**(9,772,216)**	(7,064,848)	(4,699,630)
Change in valuation allowance	**249,963**	1,430,394	(1,821,246)
Other	**8,928**	(1,165,904)	(167,201)
Provision for (benefit from) income taxes	**$ (53,606)**	$ 21,153	$ 48,253

Deferred tax assets and liabilities in accordance with accounting guidance, "Accounting for Income Taxes," are comprised of the following at December 31:

	2014	2013	2012
Deferred Tax Assets			
Allowance for loan losses	**$ 59,598**	$ 63,690	$ 480,526
Loss carryforwards	**13,762,975**	13,508,920	11,494,489
Other	**4,079**	4,079	4,079
Gross deferred tax assets	**13,826,652**	13,576,689	11,979,094
Deferred tax asset valuation allowance	**(13,826,652)**	(13,576,689)	(11,979,094)
Deferred Tax Liabilities			
Other	**(44,245)**	(97,851)	(76,698)
Gross deferred tax liabilities	**(44,245)**	(97,851)	(76,698)
Net deferred tax asset (liability)	**$ (44,245)**	$ (97,851)	$ (76,698)

The association recorded valuation allowances of $13,826,652, $13,576,689 and $11,979,094 during 2014, 2013 and 2012, respectively. The association will continue to evaluate the realizability of the deferred tax assets and adjust the valuation allowance accordingly.

NOTE 12 — EMPLOYEE BENEFIT PLANS:

Employee Retirement Plans: Employees of the association participate in either the defined benefit retirement plan (DB plan) or the defined contributions plan (DC plan) and are eligible to participate in the Farm Credit Benefits Alliance 401(k) Plan. These plans are described more fully in section I of Note 2, "Summary of Significant Accounting Policies." The structure of the district's DB plan is characterized as multi-employer, since neither the assets, liabilities nor cost of any plan is segregated or separately accounted for by participating employers (bank and associations). No portion of any surplus assets is available to any participating employer. As a result, participating employers of the plan only recognize as cost the required contributions for the period and a liability for any unpaid contributions required for the period of their financial statements. Plan obligations, assets and the components of annual benefit expenses are recorded and reported upon district combination only. The association records current contributions to the DB plan as an expense in the current year.

The CEO and certain executive or highly-compensated employees in the association are eligible to participate in a separate nonqualified supplemental 401(k) plan, named the Farm Credit Benefits Alliance Nonqualified Supplemental 401(k) Plan (Supplemental 401(k) Plan). This plan allows district employers to elect to participate in any or all of the following benefits:

- Restored Employer Contributions – to allow "make-up" contributions for eligible employees whose benefits to the qualified 401(k) plan were limited by the Internal Revenue Code during the year
- Elective Deferrals – to allow eligible employees to make pre-tax deferrals of compensation above and beyond any deferrals into the qualified 401(k) plan
- Discretionary Contributions – to allow participating employers to make a discretionary contribution to an eligible employee's account in the plan, and to designate a vesting schedule

The association elected to participate in Restored Employer Contributions of $20,609, $15,903 and $0 which were made to this plan for the years ended December 31, 2014, 2013 and 2012. There were no payments made from the Supplemental 401(k) plan to active employees during 2014, 2013 or 2012.

The DB plan is noncontributory and benefits are based on salary and years of service. The legal name of the plan is Farm Credit Bank of Texas Pension Plan; its employer identification number is 74-1110170. The DB plan is not subject to any contractual expiration dates. The DB plan's funding policy is to fund current year benefits expected to be earned by covered employees plus an amount to improve the accumulated benefit obligation funded status by a percentage approved by the plan sponsor. The plan sponsor is the board of the Farm Credit Bank of Texas. The "projected unit credit" actuarial method is used for both financial reporting and funding purposes. District employers have the option of providing enhanced retirement benefits, under certain conditions, within the DB plan, to facilitate reorganization and/or restructuring. Actuarial information regarding the DB pension plan accumulated benefit obligation and plan asset is calculated for the district as a whole and is presented in the district's Annual Report to Stockholders. The actuarial present value of vested and nonvested accumulated benefit obligation exceeded the net assets of the DB plan as of December 31, 2014.

The risks of participating in these multi-employer plans are different from single-employer plans in the following aspects:

a. Assets contributed to the multi-employer plan by one employer may be used to provide benefits to employees of other participating employers.

b. If a participating employer stops contributing to the plan, the unfunded obligations of the plan may be borne by the remaining participating employers.

c. If the association chooses to stop participating in some of its multi-employer plans, it may be required to pay the plan an amount based on the underfunded status of the plan, referred to as a withdrawal liability.

The following table includes additional information regarding the funded status of the plan, the association's contributions, and the percentage of association contribution to total plan contributions for the years ended December 31, 2014, 2013 and 2012

	2014	2013	2012
Funded status of plan	**67.5** %	77.3 %	65.0 %
Association's contribution	**$ 842,447**	$ 482,687	$ 460,568
Percentage of association's contribution to total contributions	**6.9** %	2.9 %	2.9 %

The funded status presented above is based on the percentage of plan assets to projected benefit obligations. DB plan funding is based on the percentage of plan assets to the accumulated benefit obligation, which was 74.5 percent, 86.1 percent and 72.7 percent at December 31, 2014, 2013 and 2012, respectively.

Other Postretirement Benefits: In addition to pension benefits, the association provides certain health care benefits to qualifying retired employees (other postretirement benefits). These benefits are not characterized as multi-employer and, consequently, the liability for these benefits is included in other liabilities. In October 2014, the Society of Actuaries issued revised mortality tables (RP 2014) and a mortality improvement scale (MP 2014) for use by actuaries, insurance companies, governments, benefit plan sponsors and others in setting assumptions regarding life expectancy in the United States for purposes of estimating pension and other postemployment benefit obligations, costs and required contribution amounts. The new mortality tables indicate substantial life expectancy improvements since the last study published in 2000 (RP 2000). The adoption of these new tables resulted in an increase of $553,427 to our retiree welfare plan's projected benefit obligation.

The following table reflects the benefit obligation, cost and actuarial assumptions for the association's other postretirement benefits:

Retiree Welfare Benefit Plans

Disclosure Information Related to Retirement Benefits	2014	2013	2012
Change in Accumulated Postretirement Benefit Obligation			
Accumulated postretirement benefit obligation, beginning of year	**$ 3,902,872**	$ 2,836,361	$ 2,391,932
Service cost	**78,201**	64,711	61,789
Interest cost	**198,997**	123,277	120,440
Plan participants' contributions	**46,481**	4,813	13,690
Plan amendments	**-**	-	-
Special termination benefits	**-**	-	-
Actuarial loss (gain)	**891,447**	(523,997)	319,115
Benefits paid	**(209,716)**	(75,330)	(70,605)
Accumulated postretirement benefit obligation, end of year	**$ 4,908,282**	$ 2,429,835	$ 2,836,361
Change in Plan Assets			
Plan assets at fair value, beginning of year	**$ -**	$ -	$ -
Actual return on plan assets	**-**	-	-
Company contributions	**163,235**	70,517	56,915
Plan participants' contributions	**46,481**	4,813	13,690
Benefits paid	**(209,716)**	(75,330)	(70,605)
Plan assets at fair value, end of year	**$ -**	$ -	$ -
Funded status of the plan	**$ (4,908,282)**	$ (2,429,835)	$ (2,836,361)
Amounts Recognized in Statement of Financial Position			
Other liabilities	**$ (4,908,282)**	$ (2,429,835)	$ (2,836,361)
Amounts Recognized in Accumulated Other Comprehensive Income			
Net actuarial loss (gain)	**$ 1,495,958**	$ 646,701	$ 1,274,763
Prior service cost (credit)	**(160,301)**	(282,037)	(403,773)
Net transition obligation (asset)	**-**	-	-
Total	**$ 1,335,657**	$ 364,664	$ 870,990
Weighted-Average Assumptions Used to Determine Obligations at Year End			
Measurement date	**12/31/2014**	12/31/2013	12/31/2012
Discount rate	**4.55%**	5.20%	4.40%
Health care cost trend rate assumed for next year (pre-/post-65) - medical	**7.25%/6.75%**	7.50%/6.50%	7.25%/6.50%
Health care cost trend rate assumed for next year - Rx	**6.75%**	6.50%	7.75%
Ultimate health care cost trend rate	**5.00%**	5.00%	5.00%
Year that the rate reaches the ultimate trend rate	**2024**	2024	2023

Total Cost	**2014**	2013	2012
Service cost	**$ 78,201**	$ 64,711	$ 61,789
Interest cost	**198,997**	123,277	120,440
Expected return on plan assets	**-**	-	-
Amortization of:			
Unrecognized net transition obligation (asset)	**-**	-	-
Unrecognized prior service cost	**(121,736)**	(121,736)	(129,730)
Unrecognized net loss (gain)	**42,190**	104,065	76,544
Net postretirement benefit cost	**$ 197,652**	$ 170,317	$ 129,043
Accounting for settlements/curtailments/special termination benefits	**$ -**	$ -	$ -
Other Changes in Plan Assets and Projected Benefit Obligation Recognized in Other Comprehensive Income			
Net actuarial loss (gain)	**$ 891,447**	$ (523,997)	$ 319,115
Amortization of net actuarial loss (gain)	**(42,190)**	(104,065)	(76,544)
Prior service cost (credit)	**-**	-	-
Amortization of prior service cost	**121,736**	121,736	129,730
Recognition of prior service cost	**-**	-	-
Amortization of transition liability (asset)	**-**	-	-
Total recognized in other comprehensive income	**$ 970,993**	$ (506,326)	$ 372,301
AOCI Amounts Expected to be Amortized Into Expense in 2015			
Unrecognized net transition obligation (asset)	**$ -**	$ -	$ -
Unrecognized prior service cost	**(64,718)**	(121,736)	(121,736)
Unrecognized net loss (gain)	**102,143**	42,190	104,065
Total	**$ 37,425**	$ (79,546)	$ (17,671)
Weighted-Average Assumptions Used to Determine Benefit Cost			
Measurement date	**12/31/2013**	12/31/2013	12/31/2012
Discount rate	**5.20%**	4.40%	5.10%
Health care cost trend rate assumed for next year (pre-/post-65) - medical	**7.50%/6.50%**	7.25%/6.50%	8.50%/6.75%
Health care cost trend rate assumed for next year - Rx	**6.50%**	7.75%	8.00%
Ultimate health care cost trend rate	**5.00%**	5.00%	5.00%
Year that the rate reaches the ultimate trend rate	**2024**	2023	2018

Expected Future Cash Flows

Expected Benefit Payments (net of employee contributions)			
Fiscal 2015	**$ 170,138**	$ 96,061	$ 111,518
Fiscal 2016	**181,021**	115,357	127,951
Fiscal 2017	**184,851**	119,249	131,443
Fiscal 2018	**197,540**	126,455	785,921
Fiscal 2019–2023	**228,672**	766,092	-
Fiscal 2020–2024	**1,220,950**	-	-
Expected Contributions			
Fiscal 2015	**$ 170,138**	$ 96,061	$ 111,518

NOTE 13 — RELATED PARTY TRANSACTIONS:

Directors of the association, except for any director-elected directors, are required to be borrowers/stockholders of the association. Also, in the ordinary course of business, the association may enter into loan origination or servicing transactions with its officers, employees, relatives of officers and employees, and directors, or with organizations with which such persons are associated. Such loans are subject to special approval requirements contained in FCA regulations and are made on the same terms, including interest rates, amortization schedule and collateral, as those prevailing at the time for comparable transactions with unrelated borrowers.

Total loans to such persons for the association amounted to $28,012,370, $15,685,953 and $18,288,302 at December 31, 2014, 2013 and 2012, respectively. During 2014, $34,127,215 was acquired in the merger with Texas Land Bank, ACA, $39,796,080 of new loans were made, and repayments totaled $61,596,878. In the opinion of management, no such loans outstanding at December 31, 2014, 2013 and 2012 involved more than a normal risk of collectibility.

Expenses included in purchased services may include purchased services such as administrative services, marketing, information systems and accounting services and allocations of expenses incurred by the bank and passed through to the associations, such as FCSIC expenses. The bank charges the individual associations directly for these services based on each association's proportionate usage. These expenses totaled $185,550, $91,484 and $94,724 in 2014, 2013 and 2012, respectively.

The association received patronage payments from the bank totaling $5,656,782, $3,860,249 and $4,058,689 during 2014, 2013 and 2012, respectively. Of the $5,656,782 patronage received for 2014, $554,771, or 9.8 percent, represented income that would have been earned based on the AMBS investment discussed in Note 3, "Investment Securities."

NOTE 14 — FAIR VALUE MEASUREMENTS:

Accounting guidance defines fair value 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. See Note 2, "Summary of Significant Accounting Policies," for additional information.

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

	Valuation Technique(s)	Input
Cash	Carrying value	Par/principal and appropriate interest yield
Loans	Discounted cash flow	Prepayment forecasts Probability of default Loss severity
Other interest bearing liabilities	Carrying value	Par/principal and appropriate interest yield

Assets and liabilities measured at fair value on a recurring basis at December 31, 2014, 2013 and 2012 only include nonqualified benefit trusts. This level 1 asset was $188,971, $62,244 and $38,984 at December 31, 2014, 2013 and 2012, respectively.

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

December 31, 2014	**Fair Value Measurement Using**			**Total Fair**
	Level 1	**Level 2**	**Level 3**	**Value**
Assets:				
Loans	**$ -**	**$ -**	**$ 4,633,039**	**$ 4,633,039**
Other property owned	**-**	**-**	**201,363**	**201,363**

December 31, 2013	Fair Value Measurement Using			Total Fair
	Level 1	Level 2	Level 3	Value
Assets:				
Loans	$ -	$ -	$ 6,580,306	$ 6,580,306
Other property owned	-	-	858,367	858,367

December 31, 2012	Fair Value Measurement Using			Total Fair
	Level 1	Level 2	Level 3	Value
Assets:				
Loans	$ -	$ -	$13,454,295	$13,454,295
Other property owned	-	-	1,060,973	1,060,973

Financial assets and financial liabilities measured at carrying amounts and not measured at fair value on the balance sheet for each of the fair value hierarchy values are summarized as follows:

	December 31, 2014 Fair Value Measurement Using				
	Total Carrying Amount	Level 1	Level 2	Level 3	Total Fair Value
Assets:					
Cash	$ 72,550	$ 72,550	$ -	$ -	$ 72,550
Net loans	1,389,991,778	-	-	1,379,025,948	1,379,025,948
Total Assets	$1,390,064,328	$ 72,550	$ -	$1,379,025,948	$1,379,098,498
Liabilities:					
Note payable to bank	$1,087,039,175	$ -	$ -	$1,078,463,378	$1,078,463,378

	December 31, 2013 Fair Value Measurement Using				
	Total Carrying Amount	Level 1	Level 2	Level 3	Total Fair Value
Assets:					
Cash	$ 27,797	$ 27,797	$ -	$ -	$ 27,797
Net loans	828,514,679	-	-	814,414,265	814,414,265
Total Assets	$ 828,542,476	$ 27,797	$ -	$ 814,414,265	$ 814,442,062
Liabilities:					
Note payable to bank	$ 642,361,465	$ -	$ -	$ 631,429,176	$ 631,429,176

	December 31, 2012				
		Fair Value Measurement Using			
	Total Carrying Amount	Level 1	Level 2	Level 3	Total Fair Value
Assets:					
Cash	$ 77,431	$ 77,431	$ -	$ -	$ 77,431
Net loans	807,645,987	-	-	804,883,092	804,883,092
Total Assets	$ 807,723,418	$ 77,431	$ -	$ 804,883,092	$ 804,960,523
Liabilities:					
Note payable to bank	$ 643,933,880	$ -	$ -	$ 641,793,801	$ 641,793,801

Valuation Techniques

As more fully discussed in Note 2, "Summary of Significant Accounting Policies," accounting guidance establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. Fair values of financial instruments represent the estimated amount to be received to sell an asset or paid to transfer or extinguish a liability in active markets among willing participants at the reporting date. Due to the uncertainty of expected cash flows resulting from financial instruments, the use of different assumptions and valuation methodologies could significantly affect the estimated fair value amounts. Accordingly, certain of the estimated fair values may not be indicative of the amounts for which the financial instruments could be exchanged in a current or future market transaction. The following represent a brief summary of the valuation techniques used by the association for assets and liabilities:

Investments

Where quoted prices are available in an active market, available-for-sale securities would be classified as Level 1. If quoted prices are not available in an active market, the fair value of securities is estimated using pricing models that utilize observable inputs, quoted prices for similar securities received from pricing services or discounted cash flows. Generally, these securities would be classified as Level 2. This would include certain mortgage-backed and asset-backed securities. Where there is limited activity or less transparency around inputs to the valuation, the securities are classified as Level 3. Securities classified within Level 3 include asset-based securities and certain mortgage-backed securities, including private label-FHA/VA securities and those issued by Farmer Mac.

Assets Held in Nonqualified Benefits Trusts

Assets held in trust funds related to deferred compensation and supplemental retirement plans are classified within Level 1. The trust funds include investments that are actively traded and have quoted net asset values that are observable in the marketplace.

Standby Letters of Credit

The fair value of letters of credit approximate the fees currently charged for similar agreements or the estimated cost to terminate or otherwise settle similar obligations.

Loans

For certain loans evaluated for impairment under impairment guidance, the fair value is based upon the underlying collateral since the loans are collateral-dependent loans for which real estate is the collateral. The fair value measurement process uses independent appraisals and other market-based information, but in many cases it also requires significant input based on management's knowledge of and judgment about current market conditions, specific issues relating to the collateral and other matters. As a result, these fair value measurements fall within Level 3 of the hierarchy. When the value of the real estate, less estimated costs to sell, is less than the principal balance of the loan, a specific reserve is established.

Other Property Owned

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

NOTE 15 — COMMITMENTS AND CONTINGENCIES:

In addition to those commitments and contingencies discussed in Note 2, "Summary of Significant Accounting Policies," the association is involved in various legal proceedings in the ordinary course of business. In the opinion of legal counsel and management, there are no legal proceedings at this time that are likely to materially affect the association.

The association may participate in financial instruments with off-balance-sheet risk to satisfy the financing needs of its borrowers in the form of commitments to extend credit and commercial letters of credit. These financial instruments involve, to varying degrees, elements of credit risk in excess of the amount recognized in the financial statements. Commitments to extend credit are agreements to lend to a borrower as long as there is not a violation of any condition established in the contract. Commercial letters of credit are agreements to pay a beneficiary under conditions specified in the letter of credit. Commitments and letters of credit generally have fixed expiration dates or other termination clauses and may require payment of a fee. At December 31, 2014, the association had outstanding commitments of $157,124,882 to extend credit.

Since many of these commitments are expected to expire without being drawn upon, the total commitments do not necessarily represent future cash requirements. However, these credit-related financial instruments have off-balance-sheet credit risk because their amounts are not reflected on the balance sheet until funded or drawn upon. The credit risk associated with issuing commitments and letters of credit is substantially the same as that involved in extending loans to borrowers, and management applies the same credit policies to these commitments. Upon fully funding a commitment, the credit risk amounts are equal to the contract amounts, assuming that borrowers fail completely to meet their obligations and the collateral or other security is of no value. The amount of collateral obtained, if deemed necessary upon extension of credit, is based on management's credit evaluation of the borrower.

NOTE 16 — QUARTERLY FINANCIAL INFORMATION (UNAUDITED):

Quarterly results of operations for the years ended December 31 (in thousands) follow:

	2014				
	First	**Second**	**Third**	**Fourth**	**Total**
Net interest income	**$ 10,416**	**$ 10,106**	**$ 10,200**	**$ 10,221**	**$ 40,943**
(Provision for) reversal of loan losses	**151**	**387**	**930**	**(388)**	**1,080**
Noninterest income (expense), net	**(3,987)**	**(3,882)**	**(3,222)**	**(3,849)**	**(14,940)**
Net income	**$ 6,580**	**$ 6,611**	**$ 7,908**	**$ 5,984**	**$ 27,083**

	2013				
	First	Second	Third	Fourth	Total
Net interest income	$ 6,986	$ 6,243	$ 7,119	$ 6,650	$ 26,998
(Provision for) reversal of loan losses	943	(345)	886	1,109	2,593
Noninterest income (expense), net	(2,237)	(2,343)	(2,587)	(2,382)	(9,549)
Net income	$ 5,692	$ 3,555	$ 5,418	$ 5,377	$ 20,042

	2012				
	First	Second	Third	Fourth	Total
Net interest income	$ 6,872	$ 6,233	$ 6,498	$ 6,836	$ 26,439
(Provision for) reversal of loan losses	(645)	1,957	(1,695)	(283)	(666)
Noninterest income (expense), net	(401)	(1,229)	(2,540)	(1,839)	(6,009)
Net income	$ 5,826	$ 6,961	$ 2,263	$ 4,714	$ 19,764

NOTE 17 — SUBSEQUENT EVENTS:

The association has evaluated subsequent events through March 11, 2015 which is the date the financial statements were issued or available to be issued.

There are no subsequent events requiring disclosure as of March 11, 2015.

DISCLOSURE INFORMATION AND INDEX

Disclosures Required by Farm Credit Administration Regulations

DESCRIPTION OF BUSINESS

The description of the territory served, the persons eligible to borrow, the types of lending activities engaged in and the financial services offered, and related Farm Credit organizations required to be disclosed in this section is incorporated herein by reference from Note 1 to the consolidated financial statements, "Organization and Operations," included in this annual report.

The descriptions of significant developments that had or could have a material impact on earnings, interest rates to borrowers, patronage, or dividends and acquisitions or dispositions of material assets, changes in the reporting entity, changes in patronage policies or practices and financial assistance provided by or to the association through loss sharing or capital preservation agreements or from any other source, if any, required to be disclosed in this section are incorporated herein by reference from "Management's Discussion and Analysis of Financial Condition and Results of Operations," included in this annual report.

DESCRIPTION OF PROPERTY

Lone Star, ACA (association) serves its 48-county territory through its main administrative and lending office at 1612 Summit Avenue, Suite 300, Fort Worth, Texas 76102. Additionally, there are 16 branch lending offices and two contact points located throughout the territory. The association owns the office buildings in Paris, New Boston, Denton, Cleburne, Stephenville, Sweetwater, Lampasas, Corsicana, Hillsboro and Waco, free of debt. The association leases office space in Fort Worth, Sherman, Abilene, Weatherford, Temple and Round Rock.

LEGAL PROCEEDINGS

In the ordinary course of business, the association is involved in various legal proceedings. In the opinion of legal counsel and management, there are no legal proceedings at this time that are likely to materially affect the consolidated financial statements of the association.

DESCRIPTION OF CAPITAL STRUCTURE

The information required to be disclosed in this section is incorporated herein by reference from Note 10 to the consolidated financial statements, "Members' Equity," included in this annual report.

DESCRIPTION OF LIABILITIES

The description of liabilities required to be disclosed in this section is incorporated herein by reference from Note 9, "Note Payable to the Bank," Note 12, "Employee Benefit Plans," and in "Management's Discussion and Analysis of Financial Condition and Results of Operations," included in this annual report.

The description of contingent liabilities required to be disclosed in this section is incorporated herein by reference from Notes 2 and 15 to the consolidated financial statements, "Summary of Significant Accounting Policies" and "Commitments and Contingencies," respectively, included in this annual report.

RELATIONSHIP WITH THE FARM CREDIT BANK OF TEXAS

The association's financial condition may be impacted by factors that affect the Farm Credit Bank of Texas (bank), as discussed in Note 1 to the consolidated financial statements, "Organization and Operations," included in this annual report. The financial condition and results of operations of the bank may materially affect the stockholders' investment in the association.

The Farm Credit Bank of Texas and District Associations' (district) annual and quarterly stockholder reports are available free of charge, upon request. These reports can be obtained by writing to Farm Credit Bank of Texas, The Ag Agency, P.O. Box 202590, Austin, Texas 78720-2590 or calling (512) 483-9204. Copies of the district's annual and quarterly stockholder reports can also be requested by e-mailing *fcb@farmcreditbank.com*. The district's annual and quarterly stockholder reports are also available on its website at *www.farmcreditbank.com*.

The association's quarterly stockholder reports are also available free of charge, upon request. These reports will be available approximately 40 days after quarter end and can be obtained by writing to Lone Star, ACA 1612 Summit Avenue, Suite 300, Fort Worth, Texas 76102 or calling (817) 332-6565. Copies of the association's quarterly stockholder reports can also be requested by e-mailing *Tonya.Arvin@lonestaragcredit.com.* The association's annual stockholder report is available on its website at *www.lonestaragcredit.com* 75 days after the fiscal year end. Copies of the association's annual stockholder report can also be requested 90 days after the fiscal year end.

SELECTED FINANCIAL DATA

The selected financial data for the five years ended December 31, 2014, required to be disclosed, is incorporated herein by reference to the "Five-Year Summary of Selected Consolidated Financial Data" included in this annual report to stockholders.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

"Management's Discussion and Analysis," which precedes the consolidated financial statements in this annual report, is incorporated herein by reference.

BOARD OF DIRECTORS

CORPORATE GOVERNANCE

At year end, the board of directors of Lone Star, ACA was comprised of 18 positions. 15 directors were elected by the voting membership. Each represents one of eight geographic regions that comprise Lone Star, ACA's lending territory. Three directors were appointed by the other members of the board and cannot be customers, stockholders, employees or agents of any Farm Credit institution. Two of these appointed outside directors bring specific financial, accounting and audit expertise to the board and one chairs the board's Audit Committee and the other serves as vice-chairman. The other appointed outside director position is used to bring outside perspective and other areas of expertise to enhance board oversight capabilities.

As a part of the merger with Texas Land Bank on January 1, 2015, the stockholder-approved merger disclosure document contained a board reduction plan. As directed in the plan, the board initially consisted of 20 directors, comprised of 15 stockholder elected directors and three appointed directors. The number of stockholder elected directors reduced by two during 2014. An additional reduction of four stockholder elected directors will occur in calendar year 2015, with an additional single reduction occurring in 2016. The reduction plan is complete in 2016, which results in 10 stockholders elected directors and three outside directors. Further details on the reduction plan are available in reviewing the merger disclosure document approved by stockholders during 2013.

AUDIT COMMITTEE

This Committee is made up of six board members including at least one appointed outside director. All members of the Committee are expected to have practical knowledge of finance and accounting, be able to read and have a working understanding of the financial statements, or develop that understanding within a reasonable period of time after being appointed to the Committee. The two outside directors appointed to this Committee have significant financial and audit expertise and serve as chairman and vice-chairman of this Committee. Don Crawford and David W. Conrad serve as chairman and vice-chairman, respectively. The board of directors has determined that Mr. Crawford and Mr. Conrad have the qualifications and experience necessary to serve as an Audit Committee "financial expert" as defined by FCA regulation, and have been designated as such. Other Audit Committee members as of December 31, 2014 were Linda Floerke, David Harris, James Hooser and Bert Pruett.

The Audit Committee members are appointed by the board. All members of the Audit Committee are independent of management for Lone Star, ACA or any system entity. The Audit Committee has unrestricted access to representatives of the internal audit firm, independent public accountants, internal credit review firms and financial management.

The Committee assists the board in fulfilling its oversight responsibility related to accounting policies, internal controls, financial reporting practices and regulatory requirements. This Committee has a charter detailing its purpose and key objectives, authority, composition, meeting requirements and responsibilities. The charter among other things gives the Committee the authority to hire and compensate the internal and external auditors and credit reviewers, approve all audit and permitted non-audit services, review the audited financial statements and all public financial disclosures, meet privately with internal and external auditors and credit reviewers and review any complaints regarding accounting irregularities and fraud. The charter is posted on Lone Star, ACA's website at *www.lonestaragcredit.com*.

COMPENSATION COMMITTEE

The Compensation Committee consists of eight board members selected by the board of directors. Neither the CEO nor management can have any involvement in the selection of Committee members nor can they participate in any deliberations of the Committee on matters relating to their own compensation. The Committee is presently chaired by John Sawyer. Other Compensation Committee members as of December 31, 2014 were Richard Gaona, Chad Lee, Tom Johnson, Burt Richards, Larry Stewart, David Stubblefield and Steven Watson.

The Committee is responsible for reviewing and recommending for full board approval, the performance standards of the CEO and the evaluation of the CEO's performance against those standards. It also recommends to the board all actions necessary to administer the CEO's compensation plan. The board has delegated to the CEO the responsibility to administer the base salaries of senior officers and all other staff of Lone Star, ACA, within board approved guidelines. However, the CEO must review the base salary administration with the Compensation Committee and the Committee recommends for board approval the overall compensation program for senior officers. The Committee is also responsible for director compensation and for oversight of Lone Star, ACA's employee's salary and benefits plans and all board policies applicable to those plans.

DIRECTORS AND SENIOR OFFICERS

The association's member-elected and director-elected board of directors and senior officers are as follows:

NAME	POSITION	DATE ELECTED/ EMPLOYED	TERM EXPIRES
Tom Johnson	Chairman	2000	2015
Burt Richards	Vice Chairman	2014	2016
Harlin Brown	Director	2013	2016
David Conrad	Director-Elected Outside Director	2014	2016
Don Crawford	Director-Elected Outside Director	2002	2016
Linda Floerke	Director	2014	2015
Richard Gaona	Director	2000	2015
David Harris	Director	2001	2016
James Hooser	Director	2014	2016
Wallace E. Kraft II	Director	1993	2015
Chad Lee	Director-Elected Outside Director	2011	2016
Bobby Mathiews	Director	2006	2015
Bert Pruett	Director	1984	2017
John Sawyer	Director	2014	2017
Larry Stewart	Director	1984	2017
David Stubblefield	Director	1994	2015
Steve Watson	Director	2014	2015
Paul Young	Director	2014	2017
Troy Bussmeir	Chief Executive Officer	2010	-
Sharla Chambers	Chief Operating Officer	2014	-
Keith Finstad	Chief Credit Officer	2014	-
M'Lissa Kiel	Chief Financial Officer	1997	-
Jim Bob Reynolds	Chief Lending Officer	2010	-
James Bearden	Chief Compliance Officer	1997	-
Stephanie Kaiser	Chief Legal Officer, General Counsel	2014	-

A brief statement of the business and employment background of each director and senior officer is provided for informational purposes.

Tom Johnson, 63, was elected to serve on the association's board in 2001, serves as the board's chairman, and serves on the association's Compensation Committee. Mr. Johnson has been active in the communications industry for more than 25 years, maintains a Black Angus cow/calf operation specializing in producing Waygu-Black Angus calves, and currently is the president and director of First American Communications Enterprise, Inc., First American Holdings, Inc., TLJ Limited Partnership, and United Media, Inc., which are telecommunications, television, and/or media businesses; the CEO of First American

Communications Enterprise, Inc.; the president and director of Christian TV, Inc., which is an internet video streaming and content management business; the CEO and member of BEMA Media, LLC; an officer and director of Oklahoma Telephone and Telegraph, Inc. and North Texas Telephone Company, Inc.; the president and director of TLJ Management Inc., a management consulting business, River Creek LTD, which is involved in ranching, TPJ Properties LTD, which is involved in real estate, and First American Sales and Service, which is involved in equipment sales; an officer and member of North Star, LLC, which is involved in real estate; the president and member of Johnson River, LLC, GYI Hanger, LLC, and Covenant Denison Holdings, LLC, which are involved in ranching and/or real estate; vice president and member of Covenant Development, LLC, which is a management company; and a member of JW Media, LLC, which is involved in internet media and management systems. Mr. Johnson is also a director of First United Bank and Trust Company of Durant, Oklahoma, Texoma Medical Center Hospital, and Varitronics LLC, an education hardware and software business, serves on the Compensation and Strategic Development Committees for First United Bank and Trust Company, and serves as a vice president and director of I Shine Ministries, Inc., Victory Life Church, and Zoe Life Outreach, Inc., non-profit ministries.

Burt Richards, age 71, was elected to serve on Texas Land Bank's board in 1988, has served on the association's board since January 1, 2014 as a result of the merger, serves on the association's Compensation Committee, and serves as the vice chairman of the association's board. Mr. Richards is from Fairfield, Texas, is a self-employed rancher, cattle trader, and cattle feeder, owns and operates 2,250 acres of land in Freestone County, and leases additional land, as well as maintaining an ownership interest in Diamond Cattle Feeders in the Texas Panhandle. He serves as a director of the Navasota Valley Electric Co-Op, a director of the Turlington Water Supply Corporation, and a director of the Natural Resources Conservation Committee in Groesbeck, Texas. He also serves as the association's representative on the District Farm Credit Council and the District Stockholder Advisory Committee.

Harlin Brown, 66, was elected to the board in 2013. Mr. Brown lives in Woodland, Texas and is a full-time farmer and rancher. Mr. Brown has been in the logging and timber business for most of his life, runs a commercial cow/calf operation, manages timber on owned and leased property in Red River County, and runs a row crop operation in Choctaw County, Oklahoma. Mr. Brown has served as a director of Red River Appraisal District, the Red River FSA County Committee, and the 410 Water Supply Corporation. He has been a member of the Pine Creek Volunteer Fire Department for at least 25 years and has served in various capacities at the Woodland United Methodist Church.

David W. Conrad, age 61, was elected to Texas Land Bank's board in 2005 as a director-elected director, has served on the association's board since January 1, 2014 as a result of the merger, and serves as the vice chairman of the association's Audit Committee. Mr. Conrad is from Round Rock, Texas, is a certified public accountant, is the owner of a professional accounting practice in Round Rock, is a member of Pilot Peak Investments LLC, a commercial real estate rental company, and is a member of the Texas Society of CPAs. Mr. Conrad was previously employed by the Farm Credit Bank of Texas from 1982 to 1990, where he served as internal auditor and director of association financial operations.

Don Crawford, 67, was elected to the board in 2002 as a director-elected director and serves as the chairman of the association's Audit Committee. Mr. Crawford resides in Palo Pinto County and is a certified public accountant. He is a principal in Crawford, Carter, Thompson and Durbin CPAs of Mineral Wells, a partner in Crawford Brothers Ranch of Strawn, Texas, a commercial beef cattle operation, and a partner in Crawford Cross LLP, a land holding company. Mr. Crawford is a director and chairman of the Audit Committee of Titan Bank, N.A. of Mineral Wells, Texas, a director of Palo Pinto Municipal Water District #1, and a director and the treasurer of Mineral Wells Industrial Foundation, a non-profit foundation.

Linda C. Floerke, age 54, was elected to Texas Land Bank's board in 2012, has served on the association's board since January 1, 2014 as a result of the merger, and serves on the association's Audit Committee. Ms. Floerke lives near Lampasas, Texas. She and her husband, Benton, raise cattle, whitetail deer, and hay as Buena Vista Ranch, FLP on 320 acres. They also own and manage Agro-Tech Services, Inc., a family business in which she has been involved for over 30 years and has owned and managed for the past 18 years, which provides services such as liquid fertilizer, crop chemicals, custom application, and cattle protein supplements to area farmers and ranchers. And they also own and manage rental property in Uvalde, Real, and Williamson counties. Ms. Floerke is also a co-owner of Casa Floerke LLC-Concan and Pecan Farms Cabin-Leakey, which are rental property businesses. Ms. Floerke is the secretary/treasurer of Jarrell Farm Supply, Inc. and serves on the Lampasas United Methodist Church Trustee Board and the Texas Agri-Life Extension Advisory Board. Ms. Floerke previously served as a trustee of the Lampasas Independent School District.

Richard Gaona, 56, was elected to serve on the board in 2000 and serves on the association's Compensation Committee. Mr. Gaona is a full-time farmer and is the owner and operator of Richard & Judy Gaona Joint Venture Farms, which grows cotton, wheat, and hay, and maintains a beef cattle operation in Fisher County. Mr. Gaona serves as the vice chairman of the board of Rolling Plains Cotton Growers and as a voting delegate member for the National Cotton Council. He previously served as the

chairman of the Fisher County Appraisal District Board, a member of the Steering Committee for Rolling Plains Cotton Growers, a director of Cotton, Inc., and a director of Universal Cotton Standards. Mr. Gaona previously co-owned T. Terry's Cotton Gin in Roby, Texas.

David Harris, 55, was elected to the board in 2001 and serves on the association's Audit Committee. Mr. Harris lives in Johnson County, owns property in Somervell County, and is the president of Bob Harris Oil Company, which is involved in retail gasoline marketing, ranching (cow-calf), real estate development, and sand and gravel. He has served as a manager of Harris Farms, a purebred and commercial cow-calf operation, the managing partner of Harco Cattle, a cow-calf operation, a partner in Mansfield Joint Venture, which is involved in warehouse development, the managing partner of Alvarado Joint Venture, which is involved in real estate development, and a director of Cleburne Economic Development Board. Mr. Harris previously served as a member of the Santa Gertrudis Association Breed Improvement Committee, a member of the Santa Gertrudis Association Performance Committee, the president of the Premier Santa Gertrudis Association, and vice president of Marketing for Santa Gertrudis Breeders International.

James Hooser, Jr, age 51, was elected to Texas Land Bank's board in 2013, has served on the association's board since January 1, 2014 as a result of the merger, served on the association's Compensation Committee, and serves on the association's Audit Committee. Mr. Hooser resides in Corsicana, Texas, is a full-time farmer and rancher, and has served as a part-time agent for Heifrin Crop Insurance for over 15 years. He owns 1,332 acres, with 352 acres dedicated as pasture and 980 acres dedicated to cultivation, leases 5,498 acres, with 1,279 acres of pasture and 4,219 acres of cultivation, produces livestock with a cow herd of 300 head, and grows multiple crops, including corn, wheat, hay, and cotton. Mr. Hooser is the president and partner of J&L Farms, the president of Hooser Farm Corporation, president of Hooser AG LLC, and a director of Williams Gin & Grain. He also serves as a deacon at First Baptist Church of Corsicana.

Wallace E. Kraft, **II**, 70, was elected to the board in 1993 and currently serves as the association's representative on the District Farm Credit Council. Dr. Kraft lives in Lamar County, is a doctor of veterinary medicine/general veterinary practitioner in Paris, Texas, has owned Animal Health Center, a mixed animal practice, for the last 20 years, and maintains a cow-calf operation and hay production operation. Dr. Kraft serves as a director of Sulphur River Basin Water Authority, the chairman of the Board of Trustees for the First Methodist Church in Paris, Texas, the treasurer of the Veterinary PAC of the American Veterinary Medical Association (AVMA), a director of Lamar County Farm Bureau, a director of Legislative Committee of the Texas Veterinary Medical Association (TVMA), a member of the liaison committee for the TVMA/AVMA, and a director of Farm Credit Council.

Chad Lee, 43, was elected to the board in 2011 as a director-elected director and serves on the association's Compensation Committee. Mr. Lee is a private practice attorney with an emphasis on criminal defense, employment, and various agricultural issues, including contracts and oil and gas leasing and real property disputes. Mr. Lee maintains an operation of commercial cattle, wheat, and hay, is a committee member for the Fort Worth Stock Show and Texas Southwestern Cattle Raisers, and is a director of Operation Orphans, a non-profit benefiting foster children.

Bobby Mathiews, 67, was elected to the board in 2006. Mr. Mathiews is a small independent oil company operator, stock farmer in Throckmorton County, and wheat producer and maintains a cow-calf operation. Mr. Mathiews has served as mayor of Woodson for over 21 years and serves as a director of Brazos Telephone Co-op and the chairman of the Throckmorton County Appraisal District Board.

Bert Pruett, 62, was elected to the board in 1984 and serves on the association's Audit Committee. Mr. Pruett lives in Slidell in northwest Denton County, is a self-employed grain farmer, and maintains an operation of cattle, wheat, milo, corn, and hay. Mr. Pruett serves as the treasurer of the Greenwood-Slidell Volunteer Fire Department, the president of the Denton-Wise County Farmers Union, and the chairman of the deacons of the First Baptist Church in Slidell, Texas.

John R. Sawyer, age 56, was elected to Texas Land Bank's board in 2006, has served on the association's board since January 1, 2014 as a result of the merger, and is the chairman of the association's Compensation Committee. Mr. Sawyer resides in Hillsboro, Texas, is a farmer and rancher, operates Sawyer Farms Partnership with his wife, Natasha, which farms approximately 3,500 acres, and owns 1,005 acres and leases another 2,595 acres. Mr. Sawyer serves as a vice president of Apex Grain Co. LLC, a grain elevator company located in Hillsboro, the president of Sawyer Land LLC, a commercial property business, the president of Sawyer Property Management LLC, which manages mineral interests, the chairman of Hill County Blackland Soil and Water Conservation District's Board, a trustee of the Hillsboro Independent School District, and a deacon of the First Baptist Church in Hillsboro, Texas. Mr. Sawyer also served as the president of Blackland Farm Service, a farm supply company, until June 2014.

Larry Stewart, 65, was elected to the board in 1984 and serves on the association's Compensation Committee. Mr. Stewart lives between Granbury and Lipan in Hood County, operates a beef cattle operation as his primary business, and participates in hay

production, as well. Mr. Stewart serves as a director of F.N.B. Granbury Bank, a director of Hood County Acton Cemetery, and a director of Cancer Care, which raises money to help cancer victims.

David Stubblefield, 63, was elected to the board in 1994 and serves as vice chairman of the association's Compensation Committee. Mr. Stubblefield is a farmer-stockman in the Colorado City area of Mitchell County, grows cotton, milo, and wheat, maintains a beef cow operation, and operates the Gas 'n' Grub convenience store, which features a deli, catering, and Western Union services. He serves as the president of the board for the Producers Co-op Gin, a state director and vice president of Texas Farm Bureau, a director of Rolling Plains Cotton Growers, a director of Southern Farm Bureau Life, the chairman of the board for Lone Wolf Groundwater Conservation District, and a director of Mitchell County Farm Bureau.

Steven Watson, age 53, was elected to Texas Land Bank's board in 2012, has served on the association's board since January 1, 2014 as a result of the merger, and serves on the association's Compensation Committee. Mr. Watson resides in Hamilton, Texas, is in the fertilizer, feed, and seed business, operates trucks in 42 states, and is the owner, operator, and manager of Watson's Ranch & Farm Supply and Watson Liquid Feed. He currently operates over 10,000 acres of land, including 3,000 acres of cropland, growing wheat, oats, and hay, raises F-1 Wagyu Angus cattle for beef in the Kobe beef industry, and runs a herd of approximately 500 cows and over 2,000 stocker calves annually. Mr. Watson is the president of Steven Watson, Inc., a feed, fertilizer and trucking business, the president of Watson & Watson, Inc., a farming and cattle business, the president of Steven Watson & Sons, Inc., a farming and cattle business, the president of Steven & Kerri Watson LLC, a recreation business that operates Uncle Gus's Lodge & Marina, is the vice president of Hamilton Economic Development Corporation, a growth and retention development business, and is a member of the Hamilton Independent School District Site Base Committee.

Paul H. Young, age 61, was elected to Texas Land Bank's board in 2010, has served on the association's board since January 1, 2014 as a result of the merger, and served on the association's Audit Committee. Mr. Young resides in the Lott, Texas area and is self-employed as a partner/owner/operator of M.E. Young and Sons Partnership, which operates in Coryell, Hamilton, Falls, Milam, and Robertson counties. His agricultural operation consists of approximately 8,000 acres of owned land and 14,000 acres of leased land and his farm/ranch operation consists of corn, milo, wheat, oats, soybeans, hay, cows, stockers, ewes, goats, and broiler chickens. Mr. Young has ownership interests in PJY Holdings, PJY Enterprises, PJJT Investments, Young Trucking, and Falls County FSA, a rental property company, is a director of Citizens State Bank, is a director of Coryell County Commission Company, and is a member of Falls County Row Crop Committee.

Troy Bussmeir, 42, became the chief executive officer effective January 1, 2014. Mr. Bussmeir joined the association in May 2010 as the chief credit officer and became the chief operating officer in March 2012. Before joining the association, he served five years as a relationship manager at the Farm Credit Bank of Texas in Austin and as a Capital Markets analyst for one year prior to that. Mr. Bussmeir began his banking career in 1999 with Farm Credit of South Florida, where he served as a credit analyst and later as a senior commercial loan officer. He left South Florida to work at AgFirst Farm Credit Bank in Columbia, South Carolina as a commercial credit analyst in its Capital Markets Group. Mr. Bussmeir is a native of Seattle, Washington, and earned his bachelor's degree in finance and accounting from Palm Beach Atlantic University in West Palm Beach, Florida.

Sharla Chambers, 38, became the chief operating officer effective January 1, 2014. Ms. Chambers joined the association in January 2014 as a result of the merger with Texas Land Bank. Prior to the merger, Ms. Chambers served as the chief financial officer for Texas Land Bank and previously served as the controller for that association. Ms. Chambers is a certified public accountant, has experience in corporate accounting, as well as retirement plan administration and compliance, and has eight years of experience with the Farm Credit System.

J. Keith Finstad, 56, became chief credit officer effective January 1, 2014. Mr. Finstad joined the association in January 2014 as a result of the merger with Texas Land Bank. Prior to the merger, Mr. Finstad served as the chief credit officer for Texas Land Bank and previously served as a credit office president of Texas Land Bank's Waco office. Mr. Finstad also previously served as a loan officer and director of credit at Farm Credit Bank of Texas, vice president of the Federal Land Bank Association of Hillsboro, and a loan officer trainee of the Federal Land Bank Association of Hillsboro. Mr. Finstad has 33 years of experience with the Farm Credit System.

M'Lissa Kiel, 52, became the chief financial officer effective December 1997. Ms. Kiel joined the Farm Credit Bank of Texas in 1986 and served in various accounting and financial capacities before assuming the role of chief financial officer of the association in December 1997.

Jim Bob Reynolds, 50, became the chief lending officer effective January 1, 2014. Mr. Reynolds joined the association in September 2010 as the senior vice president of commercial credit and later served as the chief credit officer for the association. Before joining the association, Mr. Reynolds worked for First State Bank in Dalhart, Texas for 11 years, where he served as the

senior vice president of commercial lending. Mr. Reynolds is a native of Dalhart, Texas, where he grew up on his family's farming/cattle operation. He earned his bachelor of science degree in ag economics from Texas Tech University and his master of business administration degree from the University of Texas at San Antonio.

James Bearden, 60, became the chief compliance officer effective January 1, 2014. Mr. Bearden has been employed by the association since 1997 and has served the Farm Credit System since 1980 in several capacities. Mr. Bearden is a native of Hillsboro, Texas and is a graduate of Texas A&M University.

Stephanie E. Kaiser, 41, became the chief legal officer and general counsel, effective March 1, 2014. Ms. Kaiser joined the association in March 2014 as the chief legal officer and general counsel. Before joining the association, she was a partner with the law firm of Kelly Hart & Hallman, LLP and, prior to Kelly Hart, she was a partner with the law firm of McGinnis, Lochridge & Kilgore, LLP. Ms. Kaiser has extensive experience in advising, representing, and/or providing training to various Farm Credit entities, as well as advising and representing individuals and other businesses. Ms. Kaiser was born in Fort Worth, received her bachelor of arts degree from Texas Christian University in 1996, and received her juris doctorate degree from The University of Texas School of Law in 1999.

COMPENSATION OF DIRECTORS

Directors were compensated for their service to the association in the form of an honorarium at the rate of $600 per day for director meetings and special meetings, except for the board chairman and vice chairman. Effective January 2014 the board chairman and vice chairman rate has been increased from $800 and $700 to $1,000 and $800, respectively. The audit chairman receives an additional honorarium of $500 per month. Directors also receive an annual retention fee of $700 per month. Committee meetings that are held in conjunction with another meeting are paid at the rate of $300 per meeting, except for Audit Committee meetings which are paid at the rate of $400 per meeting. Directors are paid honorarium for conference calls less than an hour at the rate of $200 per hour and for calls in excess of an hour they are compensated $400 per hour. Directors were reimbursed for certain expenses incurred while representing the association in an official capacity. Mileage for attending official meetings during 2014 was paid at the IRS-approved rate of 56.0 cents per mile. A copy of the travel policy is available to stockholders of the association upon request.

	Number of Days Served Associated With		
DIRECTOR	**Board Meeting**	**Other Official Activities**	**2014**
Tony Ballinger	4	6	$ 8,800
Harlin Brown	12	6	$19,200
David Conrad	11	6	$19,200
Don Crawford	11	14	$24,400
Linda Floerke	12	9	$21,800
Richard Gaona	12	8	$20,800
David Harris	12	9	$22,000
James Hooser	11	8	$19,800
Tom Johnson	12	16	$30,400
Wallace E. Kraft II	11	15	$24,000
Chad Lee	11	8	$20,200
Bobby Mathiews	12	8	$20,400
Gary Murphy	4	7	$9,600
Bert Pruett	12	9	$22,100
Burt Richards	8	10	$22,000
John Sawyer	12	11	$22,600
Larry Stewart	12	8	$20,800
David Stubblefield	9	7	$18,400
Steve Watson	12	8	$20,800
Paul Young	12	6	$19,800
			$ 407,100

The aggregate compensation paid to directors in 2014, 2013 and 2012 was $407,100, $308,650 and $269,900, respectively.

Additional detail regarding director compensation paid for committee service (which is included in the table above) is as follows:

	Committee		
DIRECTOR	**Audit Committee**	**Compensation Committee**	**Total**
David Conrad	$ 8,000	$ -	$ 8,000
Don Crawford	10,400	-	10,400
Linda Floerke	4,800	-	4,800
Richard Gaona	-	2,100	2,100
David Harris	4,800	-	4,800
James Hooser	1,200	1,500	2,700
Tom Johnson	-	2,100	2,100
Chad Lee	-	900	900
Gary Murphy	1,600	-	1,600
Bert Pruett	4,600	-	4,600
Burt Richards	-	900	900
John Sawyer	-	4,500	4,500
Larry Stewart	-	2,100	2,100
David Stubblefield	-	1,500	1,500
Steve Watson	-	2,100	2,100
Paul Young	3,600	-	3,600
	$ 39,000	$ 17,700	$ 56,700

The aggregate amount of reimbursement for travel, subsistence and other related expenses paid to directors and on their behalf was $126,656, $101,349 and $75,397 in 2014, 2013 and 2012, respectively.

COMPENSATION OF SENIOR OFFICERS

Compensation Discussion and Analysis – Senior Officers

Overview

The objective of the association's salary administration program is to attract, develop, retain and motivate staff that is knowledgeable and efficient in the ability to support the association in the executions of its strategic objectives and delivery of association results that maximize the value received by its membership. The association operates utilizing a compensation program which focuses on the performance and contributions of its employees in achieving the association's financial and operational objectives, all for the ultimate benefit of its membership. The association's board of directors, through its Compensation Committee, establishes annual salary and incentive programs utilizing the services of the Human Resources Compensation Team at the bank to compile "Compensation Market Data" annually that is used by the board and management in establishing salary levels. Data sources used include the Federal Reserve Bank of Dallas 11th District survey, Texas Community Bank survey (Independent Bankers Association of Texas), Watson Wyatt Financial Institution surveys, Mercer Financial Services Commercial Lending survey and CompData surveys. The Compensation Market Data reveals salary and incentive levels for similar sized institutions operating in our geographic area. Studies provided by third-party compensation specialists form the foundation for the association's evaluation and establishment of annual salary plans used by the association.

Chief Executive Officer (CEO) Compensation Table and Policy

Name of Individual	Year	Salary(a)	Bonus(b)	Change in Pension Value(c)	Deferred/ Perquisite(d)	Other(e)	Total
Troy Bussmeir CEO	**2014**	**$ 295,011**	**$ 88,500**	**$ -**	**$ 37,474**	**$ -**	**$ 420,985**
Steve Fowlkes	2013	425,000	340,000	27,194	12,911	19,500	824,605
CEO	2012	405,000	352,500	391,115	11,091		1,159,706

(a) Gross Salary
(b) Bonus earned in 2014 paid in 2015, 2013 and 2012 Bonus earned and paid in year earned
(c) Change in pension value (noncash)
(d) Deferred Perquisite: 2014 includes contribution to 401(k) and defined contribution plans, automobile benefits and premiums
(e) Other includes value of automobile received at retirement (noncash)

On October 3, 2012, FCA adopted a regulation that requires all System institutions to hold advisory votes on the compensation for all senior officers and/or the CEO when the compensation of either the CEO or the senior officer group increases by 15 percent or more from the previous reporting period. In addition, the regulation requires associations to hold an advisory vote on CEO and/or senior officer compensation when 5 percent of the voting stockholders petition for the vote and to disclose the petition authority in the annual report to shareholders. The regulation became effective December 17, 2012, and the base year for determining whether there is a 15 percent or greater increase was 2013. No association held an advisory vote based on a stockholder petition in 2013.

On January 17, 2014, the President signed into law the Consolidated Appropriations Act (P.L. 113-76) which includes language prohibiting the FCA from using any funds available "to implement or enforce" the regulation. In addition, on February 7, 2014, the President signed into law the Agricultural Act of 2014. Section 5404 of the law directs FCA, to within 60 days of enactment of the law, "review its rules to reflect the Congressional intent that a primary responsibility of boards of directors of Farm Credit System institutions, as elected representatives of their stockholders, is to oversee compensation practices." FCA has not yet taken any action with respect to their regulation in response to these actions.

The CEO's salary is established for the period January 1 through December 31 of each year, and is set by the board using the Compensation Market Data as a guideline to arrive at a fair and competitive salary. As previously discussed Mr. Bussmeir was originally employed in May of 2010 as the association's chief credit officer with the charge of assisting the CEO in correcting weaknesses in the association's management and internal control weaknesses in credit operations and credit administration. Mr. Bussmeir was promoted to chief operating officer during 2012, and later named as the successor CEO upon the retirement of the CEO at that time, Mr. Steve Fowlkes. The CEO's 2014 bonus was at board discretion and based upon its assessment of the association's financial performance, credit administration and credit quality goals, and attainment of other goals and objectives specifically established in the association's 2014 Business Plan and related to the successful integration for the institution following the merger with Texas Land Bank, ACA. This incentive was based on the period from January 2014 through December of 2014.

Compensation of Other Senior Officers

Name of Group	Year	Salary(a)	Bonus(b)	Change in Pension Value(c)	Deferred/ Perquisite(d)	Other(e)	Total
Aggregate No. of Senior Officers (6) in Year Excluding CEO	**2014**	**$ 1,205,853**	**$ 296,743**	**$ 823,603**	**$ 143,442**	**$ 94,843**	**$ 2,564,484**
Aggregate No. of Five Highest Compensated Senior Officers in Year Excluding CEO							
5	2013	897,086	199,418	46,069	40,469		1,183,042
5	2012	870,935	174,187		38,933		1,084,055

(a) Gross Salary
(b) Bonus earned in 2014 paid in 2015, 2013 and 2012 Bonus earned and paid in year earned
(c) Change in pension value (noncash)
(d) Deferred Perquisite: 2014 includes contribution to 401(k) and defined contribution plans, automobile benefits and premiums
(e) Other includes relocation costs

Disclosure of information on the total compensation paid and the arrangements of the compensation plans during the last fiscal year to any senior officer or to any other officer included in the aggregate are available and will be disclosed to shareholders of the institution upon request.

On October 3, 2012, FCA adopted a regulation that requires all System institutions to hold advisory votes on the compensation for all senior officers and/or the CEO when the compensation of either the CEO or the senior officer group increases by 15 percent or more from the previous reporting period. In addition, the regulation requires associations to hold an advisory vote on CEO and/or senior officer compensation when 5 percent of the voting stockholders petition for the vote and to disclose the petition authority in the annual report to shareholders. The regulation became effective December 17, 2012, and the base year for determining whether there is a 15 percent or greater increase was 2013. No association held an advisory vote based on a stockholder petition in 2013.

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Following the merger with Texas Land Bank, ACA, and in an effort to maintain its competitiveness in the marketplace, during early 2014, the association board's Compensation Committee (Committee) approved an incentive plan for Lone Star senior officers and staff to be implemented in 2014. The 2014 incentive plan was based on association performance goals and objectives, including credit quality, credit administration and correlations of credit risk ratings with the FCA, association Internal Credit Review and the FCBT reviews, loan volume and earnings goals, as defined by the board. All employees were eligible to participate except for the CEO, who was not a participant in this incentive program.

Personal mileage on association automobiles is reported as taxable income to employees and reported in the deferred/perquisite column in the table above. Employees who use their personal automobile for business purposes were reimbursed during 2014 at the IRS-approved rate of 56.0 cents per mile.

No senior officer received non-cash compensation exceeding $5,000, other than disclosed previously in 2014, 2013 or 2012.

Senior officers, including the CEO, are reimbursed for reasonable travel, subsistence and other related expenses while conducting association business. A copy of the association's travel policy is available to shareholders upon request.

Pension Benefits Table for the CEO and Senior Officers as a Group

The following table presents the total annual benefit provided from the defined benefit pension plan applicable to the CEO and senior officers for the year ended December 31, 2014:

Name	Plan Name	Number of Years Credited Service	Present Value of Accumulated Benefit	Payments During 2014
Senior Officers, Excluding CEO (2)	Farm Credit Bank of Texas Pension Plan	70.76	$ 3,956,169	$ -

Defined Benefit Pension Plan:

The Defined Benefit Pension Plan (Pension Plan) is a final average pay plan which was closed to new participants in 1996, and later fully closed to all participants, including rehires who had formally participated in the plan. The Pension Plan benefits are based on the average monthly eligible compensation over the 60 consecutive months that produce the highest average after 1996 ("FAC60"). The Pension Plan's benefit formula for a Normal Retirement Pension is the sum of (a) 1.65 percent of FAC60 times "Years of Benefit Service" and (b) 0.50 percent of (i) FAC60 in excess of Social Security covered compensation times (ii) "Years of Benefit Service" (not to exceed 35).

The Pension Plan's benefit formula for the Normal Retirement Pension assumes that the employee's retirement age is 65, that the employee is married on the date the annuity begins, that the spouse is exactly two years younger than the employee, and that the benefit is payable in the form of a 50 percent joint and survivor annuity. If any of those assumptions are incorrect, the benefit is recalculated to be the actuarial equivalent benefit. The Pension Plan benefit is offset by the pension benefits any employee may have from another Farm Credit System institution.

The Pension Plan was amended in 2013 to allow those retiring after September 1, 2013 to elect a lump sum distribution option. The plan was also amended to allow participating employers to exclude from pension compensation new long term incentive plans which began after January 1, 2014.

TRANSACTIONS WITH DIRECTORS AND SENIOR OFFICERS

The association's policies on loans to and transactions with its officers and directors, required to be disclosed in this section, are incorporated herein by reference from Note 13 to the consolidated financial statements, "Related Party Transactions," included in this annual report.

DIRECTORS' AND SENIOR OFFICERS' INVOLVEMENT IN CERTAIN LEGAL PROCEEDINGS

During the past five years, none of the association's officers or directors has been involved in legal proceedings that are material to an evaluation of the ability or integrity of any person who served as director or senior officer on January 1, 2014, or any time during the year just ended.

RELATIONSHIP WITH INDEPENDENT AUDITOR

No change in auditors has taken place since the last annual report to stockholders and no disagreements with auditors has occurred that the association is required to report to the Farm Credit Administration under part 621 of the FCA regulations governing this disclosure.

Fees for professional services rendered for the association by PricewaterhouseCoopers, LLP for the year ending December 31, 2014 were $79,550 and were comprised of audit services for $66,150 and tax services for $13,400.

FINANCIAL STATEMENTS

The financial statements, together with the report thereon of PricewaterhouseCoopers, LLP dated March 11, 2015, and the report of management in this annual report to stockholders, are incorporated herein by reference.

MEMBER/SHAREHOLDER PRIVACY

Members' nonpublic personal financial information is protected by Farm Credit Administration regulation. Our directors and employees are restricted from disclosing information not normally contained in published reports or press releases about the association or its members.

CREDIT AND SERVICES TO YOUNG, BEGINNING AND SMALL FARMERS AND RANCHERS, AND PRODUCERS OR HARVESTERS OF AQUATIC PRODUCTS

Lone Star, ACA is obligated to establish programs that respond to the credit and related service needs of Young, Beginning and Small (YBS) farmers and ranchers. It is the association's responsibility to fulfill its public policy role by extending credit and related services to this important sector of our customer base. YBS farmers and ranchers face continuing challenges in agriculture, including access to capital and credit needs, limited financial resources for land and equipment, urbanization demands and increasing competition from larger and highly capitalized operations.

The board of directors and management are committed to providing programs that facilitate meeting the needs of this group of customers. These programs also address other issues, including the aging of agricultural landowners and customers, the need to transfer assets to another generation of potential landowners and a recognition that many young, beginning and small operators will need to supplement their farm income by seeking off-farm employment. Additionally, demographic trends indicate that agricultural landowners make decisions regarding land or agricultural endeavors based on lifestyle choices, recreational utility or as an alternative investment in a major financial asset.

Definitions for YBS Farmers and Ranchers

Young Farmer or Rancher- a farmer, rancher or producer/harvester of aquatic products who was age 35 or younger as of the date when the loan was originally made.

Beginning Farmer or Rancher- a farmer, rancher or producer/harvester of aquatic products who had ten years or less of experience at farming or ranching, or producing or harvesting aquatic products as of the date the loan was originally made.

Small Farmer or Rancher- a farmer, rancher or producer/harvester of aquatic products who normally generates less than $250,000 in annual gross sales of agricultural or aquatic products at the date the loan was originally made.

(A loan to a borrower may meet the definition of an YBS borrower if any one of the categories is achieved.)

In order to address the specific needs of these customers, and to be responsive to the credit needs of young, beginning and small farmers, the association utilizes all existing loan programs to the maximum benefit of young, beginning and small farmers. The association has also developed specific loan programs to meet the credit needs of this group. Qualifying young, beginning and small farmers who are involved or becoming more involved in agriculture may be eligible for loans with more flexible rates and fees.

The association's YBS loans as a percentage of total loans outstanding for years ending 2014, 2013 and 2012, respectively, are reflected in the table below:

	2014		2013		2012	
	% Loans	% Volume	% Loans	% Volume	% Loans	% Volume
Young	18.30%	10.97%	15.04%	10.03%	15.78%	12.35%
Beginning	58.11%	49.65%	50.51%	43.72%	48.06%	36.98%
Small	80.78%	61.10%	72.24%	43.93%	72.02%	44.15%

The association's YBS loans, as a percentage of all loans closed each year, are reflected in the table below for the past three years:

	2014		2013		2012	
	% Loans	% Volume	% Loans	% Volume	% Loans	% Volume
Young	17.31%	9.97%	17.82%	9.59%	18.62%	10.74%
Beginning	52.31%	41.85%	56.20%	47.81%	55.57%	47.49%
Small	73.96%	45.07%	79.77%	59.01%	79.15%	59.68%

The board established quantitative targets within the 2014 operational and strategic business plan to measure and evaluate progress toward serving young, beginning and small customers. These volume-based targets for performance included new credit to young farmers at 13%, to beginning farmers at 50.5%, and to small farmers at 47.5%. While new credit to young and beginning farmers did not meet expectations in 2014, small farmer activity exceeded objectives. The percentage goals established for young and beginning customers was not achieved primarily due to the level of other loan activity being greater than projected. Goals were also established by the board for loans outstanding to young, beginning and small farmers. Volume based performance goals for outstanding loans included young borrowers at 12%, beginning borrowers at 51% and small borrowers at 63% of all loans outstanding. Performance mirrored that of new business, with the volume outstanding percentages for young, beginning and small farmers being below expectations due to overall new loan activity being greater than projected. Additionally, some year over year change between 2014 and the two previous years can be contributed to the merger and the addition of the Texas Land Bank loan portfolio.

The United States Department of Agriculture's NASS 2012 Census of Agriculture provides data regarding the actual market for YBS farmers and ranchers within the 48-county area served by Lone Star. This census data indicated 8.0 percent of farm operators are "young," 30.4 percent of operators are "beginning" and 97.5 percent of farm units are categorized as "small." There are differences in the method by which association YBS data and demographic census data is described. Census data is based on the number of farms, and association data is based on the number of customers. Additionally, census dates do not coincide with an annual analysis of association data, and calculations for young and beginning farmers are slightly different. Annual performance data and goals established also include lending activity outside the association's territory. However, a comparison does offer a quantitative measure of the association's performance in fulfilling its mission of service to young, beginning and small farmers.

The association coordinates its young, beginning and small farmer loan program activities with other lenders. This includes the purchase and sale of loan participations, loan guarantees and joint lending. Related services including appraisal, credit life insurance, life and disability products and leasing programs are available to assist YBS borrowers in their credit and related service needs.

Important components of the association's YBS efforts include the emphasis placed on outreach programs. The association has held a long-standing belief that an investment in agricultural students and youth activities is important to the long-term success of the cooperative. The association develops a comprehensive array of marketing efforts to include youth activities and events including livestock shows, 4-H and FFA events, young professional groups and agricultural leadership opportunities.

The association offers a scholarship program for area seniors and four scholarships are awarded in the lending area. The association also sponsors youth activities in the local area and at the state level through support of 4-H and FFA activities.

A YBS advisory board was formed to generate ideas and methods on how Lone Star, ACA can better serve the YBS demographic in our area. The advisory board minutes are reported to the board of directors.

In summary, the association fulfills its mission of providing agricultural credit, and meeting the specific credit and related service needs of young, beginning and small farmers, ranchers and producers/harvesters of aquatic products through specific lending programs, quantitative performance measures and broad-based objectives.