Quarterly Report
March 31, 2020

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following commentary reviews the consolidated financial condition and consolidated results of operations of Compeer Financial, ACA (Compeer) and its subsidiaries, Compeer Financial, FLCA and Compeer Financial, PCA. This discussion should be read in conjunction with both the unaudited consolidated financial information and related notes included in this Quarterly Report as well as Management's Discussion and Analysis included in our Annual Report for the year ended December 31, 2019 (2019 Annual Report).

Due to the nature of our financial relationship with AgriBank, FCB (AgriBank), the financial condition and results of operations of AgriBank materially impact our stockholders' investment. To request free copies of AgriBank financial reports or additional copies of our report, contact us at:

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FORWARD-LOOKING INFORMATION

Any forward-looking statements in this Quarterly Report are based on current expectations and are subject to uncertainty and changes in circumstances. Actual results may differ materially from expectations due to a number of risks and uncertainties. More information about these risks and uncertainties is contained in our 2019 Annual Report. We undertake no duty to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

AGRICULTURAL AND ECONOMIC CONDITIONS

Although most of the first quarter was largely a continuation of 2019 trends, the country is now facing an unprecedented event with the combination of a pandemic virus and the self-imposed shutdown of the non-essential aspects of the economy. Despite the strains on logistics, production agriculture remains widely accepted as essential to the country and a national asset. Coordinated efforts are underway to keep the flow of agricultural goods moving and safe, and the U.S. government has passed legislation to provide economic support to the American farmer. The diversity of the Compeer credit portfolio spans production agriculture, processing, rural infrastructure, and related industries. As such, the portfolio remains in a solid position to withstand the virus-driven recession, and Compeer will continue to work with our clients on an as-needed basis.

While in many ways production agriculture is not directly impacted, it is not immune to the situation either. For instance, stay-at-home orders aimed at reducing the virus spread have affected gasoline and ethanol demand, the latter of which used domestic corn production as its primary input. Demand for food remains resilient in these times, although the channels in which it is delivered are adjusting. Sales of food eaten in the home have risen substantially, and, but for a few isolated instances, the supply chain to grocery outlets has remained intact. On the other hand, the food services industry has seen an equivalent decline with the widespread closure of restaurants, schools and events. Products that rely heavily on food services, such as bacon or fluid milk, are disproportionately affected. Additionally, the spread of the COVID-19 virus has placed many processing facilities at low utilization rates, or caused short-term intermittent idling.

Compeer generates a significant portion of income from the grain, dairy, and swine sectors of production agriculture. Diverse economic and agricultural conditions within these industries can yield significant variability in profits even in a typical year. Aside from developments with the COVID-19 virus, spring planting weather conditions warrant significant attention over the coming weeks. The most recent World Agricultural Supply and Demand Estimate (WASDE) from the United States Department of Agriculture (USDA) (April 2020) forecast 2020 planted corn acres at 97.0 million, an increase of 7.3 million acres from a year ago and the highest plantings since 2011. Reduced demand for corn on the export market and for ethanol production largely led increased expectations for corn ending stocks by 200 million bushels, to 2.1 billion bushels, driving expected average farm prices down $0.20 to $3.60/bushel. In the Prospective Plantings forecast, expected 2020 soybean crop is at 83.5 million acres, or 7.4 million acres above the 2019 crop, and expects ending stocks of 480 million bushels, a 55 million bushel increase from March. Reduction in exports drove the increased stocks forecast. As with corn, the additional bushels yielded an expected decline in price to $8.65/bushel, a 5-cent decline from the previous month. As can be seen from historical experience, the variance between March expectations and that of June can be large. Impact of the virus, weather, and federal programs could all have an impact on the eventual planting numbers.

While 2019 was a more favorable year for dairy producers and developments headed into 2020 appeared positive, the current environment has altered the landscape going forward. Coronavirus-driven public health measures have greatly affected the industry, leading to the loss of important foodservice markets, which in turn is impacting the industry. In its most recent Milk Production report, USDA indicated increases in production per cow, number of milk cows, and overall milk production from the same period in 2019. The increased production and loss of important markets has been detrimental to milk price, and has led a number of processors to seek a reduction in delivered product. In some cases, this has led to unfortunate instances of producers dumping milk. The WASDE estimate for 2020 all-milk price fell from $18.35/cwt in March to $14.35/cwt in the April forecast. The rollout of revenue and margin protection in 2019 has helped a number of Compeer clients mitigate the recent fluctuation in price.

U.S. pork production, as of March 2020, included 77.6 million head, a 4% increase from the same period in 2019. The USDA Hogs and Pigs report indicates much of the increase is in market hogs, with breeding hogs slightly above year ago levels. The report also forecasts March to May farrowing of 3.12 million sows, which is down slightly from year ago levels. The completion of trade pacts with China, Canada, and Mexico should have allowed the industry to find equilibrium after trade disruptions the last 2 years. However, virus-driven disruptions are influencing the supply chain as intermittent plant closures affect producer ability to deliver to a particular location. Also, as with dairy, meat industry participants are also experiencing demand fluctuations from loss of the foodservice markets. Nevertheless, international demand for pork remains strong, particularly from China which is seeking to replace lost production from the 2019 African Swine Fever (ASF) outbreak. According to the U.S. Meat Export Federation, pork exports for the first two months of 2020 were up 49% over the same period in 2019, including a 727% increase from China.

The USDA had projected, as of February, a 2020 net farm income of $96.7 billion, which is an increase of $3.1 billion over 2019. The USDA also estimated a decrease of $10.8 billion in net cash income for 2020, to $109.6 billion, due to a forecast increase in expenses. The forecast increase in cash receipts was derived from a slight increase in expected crop earnings, and a more significant increase in animal products. Also at the time, the USDA projected a drop of $8.7 million in expected government farm program payments for 2020. With the advent of COVID-19, it seems likely that this forecast will contract upon future revision.

Compeer's rural housing portfolio relies upon the health of the overall economy and general employment. The most recent U.S. Bureau of Labor Statistics unemployment rate of 4.4% is rising significantly. In the three weeks ended April 10, approximately 19 million Americans filed initial jobless claims due to virus-fueled industry shutdowns. In addition to rural mortgages held on its balance sheet, Compeer services 2,150 home mortgages as of April 1, sold to Freddie Mac. In line with guidance by the Federal Home Mortgage agencies and the Federal CARES Act, Compeer is providing assistance, including forbearance, to both on-balance sheet and serviced loans of clients financially impacted by the COVID-19 pandemic.

The Compeer portfolio also includes other industries influenced by macroeconomic factors rather than directly tied to agricultural conditions. The food processing and distribution industry continues to perform despite the declining general economy metrics and various plant idling. Rural power and telecommunication segments are generally benefitting from work-at-home and distance learning initiatives. Recent real gross domestic product (GDP) forecasts have been highly volatile, due to the virus driven shutdown. Second quarter GDP is expected to decline anywhere from 20 to 50 percent, a wide range driven by the uncertain timeline to restart the economy. Although uncertainty is high, opportunities also exist in the marketplace. The relative stability of the Compeer credit portfolio allows the association to help clients take advantage of such opportunities when presented.

While less than ideal environmental, market, and geopolitical conditions have affected several industries that Compeer serves, the portfolio continues to experience relatively low delinquencies and is starting this period from a positon of sound credit quality. Our core credit objectives of working with clients to promote risk management, ensuring high quality financial statements and production reports, encouraging disciplined marketing plans, and providing individualized servicing plans and strategies remain unchanged. Compeer also remains committed to being an advocate for positive legislative changes that improve prospects for agriculture and rural America.

LOANS HELD TO MATURITY

Loans Held to Maturity

Loans held to maturity were $20.5 billion at March 31, 2020, an increase of $590.5 million from December 31, 2019. The increase was primarily driven by growth in our capital markets sector, as well as growth in our food and agribusiness sectors and Agri-Access real estate loan growth.

Portfolio Credit Quality

The credit quality of our portfolio remained stable from December 31, 2019. Adversely classified loans increased to 3.7% of the portfolio at March 31, 2020, from 3.6% of the portfolio at December 31, 2019. Adversely classified loans are loans we have identified as showing some credit weakness outside our credit standards. We have considered portfolio credit quality in assessing the reasonableness of our allowance for loan losses.

While overall credit quality remains strong, the impact of the global pandemic disruption to many agriculture industries, and with commodity prices expected to remain at relatively low levels, grower margins will likely be negatively impacted in 2020. These conditions may result in increases to adverse credit quality and related provision for credit losses.

In certain circumstances, Federal Agricultural Mortgage Corporation and other government agency guarantee programs are used to reduce the risk of loss. At March 31, 2020, $1.3 billion of our loans were, to some level, guaranteed under these government programs.

Risk Assets

Components of Risk Assets

(dollars in thousands) As of:		March 31, 2020		December 31, 2019
Loans:				
Nonaccrual	**$**	**145,792**	$	154,142
Accruing restructured		**7,535**		7,067
Accruing loans 90 days or more past due		**13,780**		5,013
Total risk loans		**167,107**		166,222
Other property owned		**5,658**		147
Total risk assets	**$**	**172,765**	$	166,369
Total risk loans as a percentage of total loans		**0.8%**		0.8%
Nonaccrual loans as a percentage of total loans		**0.7%**		0.8%
Current nonaccrual loans as a percentage of total nonaccrual loans		**35.5%**		41.4%
Total delinquencies as a percentage of total loans		**0.9%**		0.8%

Note: Accruing loans include accrued interest receivable.

Our risk assets have increased from December 31, 2019, but have remained at acceptable levels. Despite the increase in risk assets, total risk loans as a percentage of total loans were well within our established risk management guidelines.

We have implemented a borrower relief program related to the COVID-19 global pandemic. The program is generally for borrowers with acceptable credit quality and who have experienced COVID-19 related financial difficulty. The relief comes in a variety of ways, but most predominantly payment deferrals and maturity extensions. To date, there have not been significant actions taken under this program. However, our program may continue to evolve and is dependent on the prolonged nature of the economic disruption. Lastly, we continue to work with each borrower on a case-by-case basis, which may involve loan restructurings outside the COVID-19 relief program.

Both the decrease in nonaccrual loans and increase in other property owned were primarily due to the charge-off of one dairy loan. The property held as collateral for this loan was transferred into other property owned during the first quarter of 2020. Nonaccrual loans remained at an acceptable level at March 31, 2020, and December 31, 2019. Other property owned is recorded in “Other assets” in the Consolidated Statements of Condition.

The increase in accruing loans 90 days or more past due occurred across a variety of loan types, including real estate mortgage, production and intermediate-term, and other loans. Of the total balance of accruing loans 90 days or more past due at March 31, 2020, over 50% of these loans were guaranteed under government programs. Our accounting policy requires loans past due 90 days or more to be transferred into nonaccrual status unless adequately secured and in the process of collection. Based on our analysis, accruing loans 90 days or more past due were eligible to remain in accruing status.

Allowance for Loan Losses

The allowance for loan losses is an estimate of losses on loans inherent in our portfolio as of the financial statement date. We determine the appropriate level of allowance for loan losses based on periodic evaluation of factors such as loan loss history, estimated probability of default, estimated loss severity, portfolio quality, and current economic and environmental conditions.

Allowance Coverage Ratios

As of:	March 31, 2020	December 31, 2019
Allowance as a percentage of:		
Loans	**0.4%**	0.4%
Nonaccrual loans	**55.5%**	50.9%
Total risk loans	**48.5%**	47.2%

In our opinion, the allowance for loan losses was reasonable in relation to the risk in our loan portfolio at March 31, 2020. Consistent with our credit quality forecast of stress and related increases in provision for loan losses, we expect the allowance for loan losses to significantly increase over the balance of 2020.

LOANS HELD FOR SALE

We originate loans held for sale under our secondary market program, which is a rural residential mortgage program designed to provide qualified borrowers with options for competitive rate financing of rural homes in small towns or that are part of a hobby farm, pastureland, or tillable acreage. Loans closed under this program will be sold to and securitized by third party investors, Farmer Mac and Freddie Mac. At March 31, 2020, the volume in this program was $17.4 million, a $10.4 million decrease from December 31, 2019. The decrease in loans held for sale was the result of loans being sold to and securitized by a third party investors, Farmer Mac and Freddie Mac, in the quarter and partially offset by loans held for sale being originated during the quarter. We sold loans in the secondary market totaling $49.6 million through March 31, 2020, compared to $27.9 million for the same period in 2019.

RESULTS OF OPERATIONS

Profitability Information

(dollars in thousands) For the three months ended March 31,	2020	2019
Net income	**$ 107,123**	$ 93,228
Return on average assets	**1.9%**	1.8%
Return on average equity	**11.2%**	10.3%

Changes presented in the profitability information chart relate directly to:

- Changes in income discussed in this section
- Changes in assets discussed in the Loans Held to Maturity section
- Changes in capital discussed in the Funding, Liquidity, and Capital section

Changes in Significant Components of Net Income

(in thousands) For the three months ended March 31,	2020	2019	Increase (decrease) in net income
Net interest income	**$ 122,286**	$ 119,271	**$ 3,015**
Provision for loan losses	**3,177**	9,347	**6,170**
Non-interest income	**63,036**	53,705	**9,331**
Non-interest expense	**72,570**	69,613	**(2,957)**
Provision for income taxes	**2,452**	788	**(1,664)**
Net income	**$ 107,123**	$ 93,228	**$ 13,895**

Net Interest Income

Changes in Net Interest Income

(in thousands) For the three months ended March 31,	2020 vs 2019
Changes in volume	**$ 7,406**
Changes in interest rates	**(5,133)**
Changes in asset securitization	**27**
Changes in nonaccrual income and other	**715**
Net change	**$ 3,015**

Provision for Loan Losses

The fluctuation in the provision for loan losses was related to our estimate of losses within our portfolio for the applicable periods. Provisions recorded during the first quarter of 2020 reflect deterioration within the grain sector. Consistent with our credit quality forecast of stress, we expect provision for loan losses to increase significantly over the balance of 2020.

Non-Interest Income

The change in non-interest income was primarily due to patronage income. We may receive patronage from AgriBank and other Farm Credit Institutions. Patronage distributions from AgriBank and other Farm Credit Institutions are declared solely at the discretion of each institution’s Board of Directors.

Patronage Income

(in thousands) For the three months ended March 31,	2020	2019
Wholesale patronage	**$ 23,013**	$ 14,155
Pool program patronage	**11,236**	11,180
AgDirect partnership distribution	**858**	696
Total patronage income	**$ 35,107**	$ 26,031
Form of patronage distributions:		
Cash	**$ 35,107**	$ 26,031
Total patronage income	**$ 35,107**	$ 26,031

The increase in patronage income was primarily due to an increase in wholesale patronage, which is largely a result of a higher patronage rate for the first three months of 2020 compared to the same period of 2019.

Non-Interest Expense

The change in non-interest expense was primarily related to an increase in salaries and purchased and vendor service expenses. The increases were partially offset by decreases within furniture and equipment expenses.

Provision for Income Taxes

The change in provision for income taxes was related to the increase in taxable income, as well as a change made to the allocation of taxable and nontaxable income within our calculation for accrued income taxes.

FUNDING, LIQUIDITY, AND CAPITAL

We borrow from AgriBank, under a note payable, in the form of a line of credit. Our note payable is scheduled to mature on September 30, 2021. The note payable will be renegotiated no later than the maturity date. The repricing attributes of our line of credit generally correspond to the repricing attributes of our loan portfolio, which significantly reduces our market interest rate risk. Due to the cooperative structure of the Farm Credit System and as we are a stockholder of AgriBank, we expect this borrowing relationship to continue into the foreseeable future. Our other source of lendable funds is from equity.

The components of cost of funds associated with our note payable include:

- A marginal cost of debt component
- A spread component, which includes cost of servicing, cost of liquidity, and bank profit
- A risk premium component, if applicable

We were not subject to a risk premium at March 31, 2020, or December 31, 2019.

Total equity increased $70.7 million from December 31, 2019, primarily due to net income for the period partially offset by patronage distribution accruals, capital stock and participation certificates receivable, and preferred stock dividend accruals. The change in accumulated other comprehensive loss is the amortization impact of prior service cost and unamortized gain/loss related to the Pension Restoration Plan. Refer to Note 11 in our 2019 Annual Report for more information on the Pension Restoration Plan.

The Farm Credit Administration (FCA) Regulations require us to maintain minimums for our common equity tier 1, tier 1 capital, total capital, and permanent capital risk-based capital ratios. In addition, the FCA requires us to maintain minimums for our non-risk-adjusted ratios of tier 1 leverage and unallocated retained earnings and equivalents leverage. Refer to Note 9 in our 2019 Annual Report for a more complete description of these ratios.

Regulatory Capital Requirements and Ratios

As of:	**March 31, 2020**	December 31, 2019	Regulatory Minimums	Capital Conservation Buffer	Total
Risk-adjusted:					
Common equity tier 1 ratio	**14.3%**	15.0%	4.5%	2.5%	7.0%
Tier 1 capital ratio	**14.8%**	15.5%	6.0%	2.5%	8.5%
Total capital ratio	**15.3%**	15.9%	8.0%	2.5%	10.5%
Permanent capital ratio	**15.2%**	15.9%	7.0%	N/A	7.0%
Non-risk-adjusted:					
Tier 1 leverage ratio	**14.7%**	15.4%	4.0%	1.0%	5.0%
Unallocated retained earnings and equivalents leverage ratio	**14.3%**	14.8%	1.5%	N/A	1.5%

Capital ratios are directly impacted by the changes in capital, as more fully explained in this section, the changes in assets, as discussed in the Loans Held to Maturity section, and off-balance sheet commitments.

OTHER MATTERS

Relationships with Other Farm Credit Institutions

SunStream Business Services: SunStream Business Services (SunStream) was previously a division of AgriBank. Effective April 1, 2020, SunStream is a System service corporation and we will be a partial owner and continue to purchase services from SunStream. We purchase various services from SunStream, which include financial and retail systems, tax reporting services, technology services, and insurance services. As of April 1, 2020, our investment in SunStream was $5.6 million. The entire investment was called on April 1, 2020, at which time $3.1 million was paid in cash and the remainder is due in January 2021.

COVID-19

As discussed in the Agricultural and Economic Conditions section, the spread of COVID-19 has created a global public-health crisis that has stifled the world-wide economy, decreased liquidity in fixed income and equity markets, significantly increased unemployment levels and disrupted global supply and demand chains. Unprecedented actions are being taken by governments, businesses and individuals to slow or contain the spread of COVID-19, including quarantines, stay-at-home orders, school closings and travel bans that have substantially restricted daily activities and forced many businesses to curtail or cease operations. The impact of COVID-19 on companies is evolving rapidly and its future effects are uncertain.

The extent to which the COVID-19 pandemic impacts Compeer will depend on future developments that are highly uncertain and cannot be predicted, such as the duration, extent and severity of the pandemic, the continued response by the U.S. government and how quickly “normal” daily activities resume.

Despite volatility and uncertainty in the market, we have weathered the significant initial challenges presented by current operating environment, and Compeer’s operations are fully functioning. Our business continuity response has allowed us to continue to serve our mission, and the remote work environment has allowed us to continue to maintain the health of our employees and operate without loss of key functions due to illness. We have not had any significant changes to internal controls over financial reporting due to working remotely.

This outbreak puts the economy and agriculture sector in uncharted territory. The overall impact of COVID-19 on U.S. agriculture will depend on the severity and duration of the outbreak, including a potential reoccurrence later in the year. Overall, agriculture will adjust, providing an “essential service” to the U.S. and global consumer.

CERTIFICATION

The undersigned have reviewed the March 31, 2020, Quarterly Report of Compeer Financial, ACA, which has been prepared under the oversight of the Audit Committee and in accordance with all applicable statutory or regulatory requirements. The information contained herein is true, accurate, and complete to the best of our knowledge and belief.

Dale Holmgren
Chairperson of the Board
Compeer Financial, ACA

Rodney W. Hebrink
President and Chief Executive Officer
Compeer Financial, ACA

Jase L. Wagner
Chief Financial Officer
Compeer Financial, ACA

May 4, 2020

CONSOLIDATED STATEMENTS OF CONDITION

Compeer Financial, ACA
(in thousands)
(Unaudited)

As of:	March 31, 2020	December 31, 2019
ASSETS		
Loans held to maturity	**$ 20,494,093**	$ 19,903,565
Allowance for loan losses	**80,965**	78,504
Net loans held to maturity	**20,413,128**	19,825,061
Loans held for sale	**17,359**	27,807
Net loans	**20,430,487**	19,852,868
Unrestricted cash	**2,300**	2,300
Investment securities (including $29,549 and $0 at fair value)	**1,239,365**	1,172,537
Assets held for lease, net	**70,302**	65,169
Accrued interest receivable	**182,065**	190,601
Investment in AgriBank, FCB	**628,315**	623,330
Premises and equipment, net	**75,806**	75,320
Other assets	**204,956**	201,808
Total assets	**$ 22,833,596**	$ 22,183,933
LIABILITIES		
Note payable to AgriBank, FCB	**$ 18,569,722**	$ 17,927,105
Accrued interest payable	**110,288**	113,267
Deferred tax liabilities, net	**11,684**	16,137
Patronage distribution payable	**156,272**	177,000
Other liabilities	**107,531**	143,014
Total liabilities	**18,955,497**	18,376,523
Contingencies and commitments (Note 6)		
EQUITY		
Preferred stock	**100,000**	100,000
Capital stock and participation certificates	**32,737**	32,737
Capital stock and participation certificates receivable	**(5,000)**	--
Additional paid-in capital	**1,780,603**	1,780,603
Allocated surplus	**373,980**	373,898
Unallocated surplus	**1,607,091**	1,531,824
Accumulated other comprehensive loss	**(11,312)**	(11,652)
Total equity	**3,878,099**	3,807,410
Total liabilities and equity	**$ 22,833,596**	$ 22,183,933

The accompanying notes are an integral part of these Consolidated Financial Statements.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

Compeer Financial, ACA
(in thousands)
(Unaudited)

	Three Months Ended	
For the period ended March 31,	**2020**	2019
Interest income	**$ 233,013**	$ 233,900
Interest expense	**110,727**	114,629
Net interest income	**122,286**	119,271
Provision for loan losses	**3,177**	9,347
Net interest income after provision for loan losses	**119,109**	109,924
Non-interest income		
Patronage income	**35,107**	26,031
Net operating lease income	**896**	694
Financially related services income	**11,929**	12,271
Allocated Insurance Reserve Accounts distribution	**4,268**	4,468
Fee and other non-interest income	**10,836**	10,241
Total non-interest income	**63,036**	53,705
Non-interest expense		
Salaries and employee benefits	**49,294**	44,561
Farm Credit System insurance	**3,525**	3,688
Other operating expense	**19,249**	20,858
Other non-interest expense	**502**	506
Total non-interest expense	**72,570**	69,613
Income before income taxes	**109,575**	94,016
Provision for income taxes	**2,452**	788
Net income	**$ 107,123**	$ 93,228
Other comprehensive income		
Employee benefit plans activity	**$ 340**	$ 328
Total other comprehensive income	**340**	328
Comprehensive income	**$ 107,463**	$ 93,556

The accompanying notes are an integral part of these Consolidated Financial Statements.

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

Compeer Financial, ACA
(in thousands)
(Unaudited)

	Preferred Stock	Capital Stock and Participation Certificates and Receivable, Net	Additional Paid-in Capital	Allocated Surplus	Unallocated Surplus	Accumulated Other Comprehensive (Loss) Income	Total Equity
Balance at December 31, 2018	$ 100,000	$ 33,062	$ 1,780,603	$ 426,776	$ 1,272,556	$ (11,018)	$ 3,601,979
Net income	--	--	--	--	93,228	--	93,228
Other comprehensive income	--	--	--	--	--	328	328
Redemption of prior year allocated patronage	--	--	--	(58)	9	--	(49)
Preferred stock dividend	--	--	--	--	(1,688)	--	(1,688)
Unallocated surplus designated for patronage distributions	--	--	--	--	(21,975)	--	(21,975)
Cumulative effect of change in accounting principle	--	--	--	--	(122)	--	(122)
Capital stock and participation certificates issued	--	505	--	--	--	--	505
Capital stock and participation certificates retired	--	(594)	--	--	--	--	(594)
Additions to capital stock and participation certificates receivable, net	--	--	--	--	--	--	--
Balance at March 31, 2019	$ 100,000	$ 32,973	$ 1,780,603	$ 426,718	$ 1,342,008	$ (10,690)	$ 3,671,612
Balance at December 31, 2019	$ 100,000	$ 32,737	$ 1,780,603	$ 373,898	$ 1,531,824	$ (11,652)	$ 3,807,410
Net income	**--**	**--**	**--**	**--**	**107,123**	**--**	**107,123**
Other comprehensive income	**--**	**--**	**--**	**--**	**--**	**340**	**340**
Redemption of prior year allocated patronage	**--**	**--**	**--**	**82**	**(10)**	**--**	**72**
Preferred stock dividend	**--**	**--**	**--**	**--**	**(1,688)**	**--**	**(1,688)**
Unallocated surplus designated for patronage distributions	**--**	**--**	**--**	**--**	**(30,158)**	**--**	**(30,158)**
Cumulative effect of change in accounting principle	**--**	**--**	**--**	**--**	**--**	**--**	**--**
Capital stock and participation certificates issued	**--**	**777**	**--**	**--**	**--**	**--**	**777**
Capital stock and participation certificates retired	**--**	**(777)**	**--**	**--**	**--**	**--**	**(777)**
Additions to capital stock and participation certificates receivable, net	**--**	**(5,000)**	**--**	**--**	**--**	**--**	**(5,000)**
Balance at March 31, 2020	**$ 100,000**	**$ 27,737**	**$ 1,780,603**	**$ 373,980**	**$ 1,607,091**	**$ (11,312)**	**$ 3,878,099**

The accompanying notes are an integral part of these Consolidated Financial Statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1: ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

The Consolidated Financial Statements contain all adjustments necessary for a fair presentation of the interim Consolidated Statements of Condition and Consolidated Statements of Comprehensive Income. Our accounting and reporting policies conform to accounting principles generally accepted in the United States of America (GAAP) and the prevailing practices within the financial services industry. This interim Quarterly Report is prepared based upon statutory and regulatory requirements and in accordance with GAAP. However, certain disclosures required by GAAP are omitted. The results of the three months ended March 31, 2020, are not necessarily indicative of the results to be expected for the year ending December 31, 2020. The interim financial statements and the related notes in this Quarterly Report should be read in conjunction with the Consolidated Financial Statements and related notes included in our Annual Report for the year ended December 31, 2019 (2019 Annual Report).

Certain amounts in prior periods' financial statements have been reclassified to conform to the current period's presentation.

The Consolidated Financial Statements present the consolidated financial results of Compeer Financial, ACA and its subsidiaries Compeer Financial, FLCA and Compeer Financial, PCA. All material intercompany transactions and balances have been eliminated in consolidation.

Recently Issued or Adopted Accounting Pronouncements

We have assessed the potential impact of accounting standards that have been issued by the Financial Accounting Standards Board (FASB) and have determined the following standards to be applicable to our business. While we are a nonpublic entity, our financial results are closely related to the performance of the combined Farm Credit System. Therefore, we typically adopt accounting pronouncements in alignment with other System institutions.

Standard and effective date	Description	Adoption status and financial statement impact
In June 2016, the FASB issued Accounting Standards Update (ASU) 2016-13 "Financial Instruments - Credit Losses." The guidance was originally effective for non-U.S. Securities Exchange Commission filers for our first quarter of 2021. In November 2019, the FASB issued ASU 2019-10 which amends the mandatory effective date for this guidance for certain institutions. We have determined we qualify for the deferral of the mandatory effective date. As a result of the change, the standard is effective for our first quarter of 2023 and early adoption is permitted.	The guidance replaces the current incurred loss impairment methodology with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to inform credit loss estimates. Credit losses relating to available-for-sale securities would also be recorded through an allowance for credit losses.	We are evaluating the deferral and have not yet determined if we will early adopt the standard. We have reviewed the accounting standard, selected and substantially completed development and testing of our system, and are in the process of drafting disclosures. Significant implementation matters yet to be addressed include drafting of accounting policies and designing processes and controls. We are currently unable to estimate the impact on our financial statements.

NOTE 2: LOANS HELD TO MATURITY AND ALLOWANCE FOR LOAN LOSSES

Loans by Type

(dollars in thousands)

As of:	**March 31, 2020**		December 31, 2019	
	Amount	%	Amount	%
Real estate mortgage	**$ 10,111,874**	**49.4%**	$ 9,829,067	49.4%
Production and intermediate-term	**3,696,814**	**18.0%**	4,020,065	20.2%
Agribusiness	**4,617,161**	**22.5%**	3,976,708	20.0%
Other	**2,068,244**	**10.1%**	2,077,725	10.4%
Total	**$ 20,494,093**	**100.0%**	$ 19,903,565	100.0%

The other category is primarily composed of rural infrastructure, agricultural export finance, and rural residential real estate related loans as well as finance and conditional sales leases and bonds originated under our mission related investment authority.

Production and intermediate-term loans decreased due to seasonal paydowns by our elevator and swine clients, while agribusiness loans increased significantly due to revolver draws by certain clients and growth in high quality corporate debt obligations.

Credit Quality

We utilize the Farm Credit Administration (FCA) Uniform Classification System to categorize loans into five credit quality categories. The categories are:

- Acceptable – loans are non-criticized loans representing the highest quality. They are expected to be fully collectible. This category is further differentiated into various probabilities of default.
- Other assets especially mentioned (Special Mention) – loans are currently collectible but exhibit some potential weakness. These loans involve increased credit risk, but not to the point of justifying a substandard classification.
- Substandard – loans exhibit some serious weakness in repayment capacity, equity, and/or collateral pledged on the loan.
- Doubtful – loans exhibit similar weaknesses as substandard loans. Doubtful loans have additional weaknesses in existing factors, conditions, and values that make collection in full highly questionable.
- Loss – loans are considered uncollectible.

We had no loans categorized as loss at March 31, 2020, or December 31, 2019.

Credit Quality of Loans

(dollars in thousands)	Acceptable		Special Mention		Substandard/ Doubtful		Total	
As of March 31, 2020	Amount	%	Amount	%	Amount	%	Amount	%
Real estate mortgage	**$ 9,425,296**	**92.3%**	**$ 379,637**	**3.7%**	**$ 404,247**	**4.0%**	**$ 10,209,180**	**100.0%**
Production and intermediate-term	**3,264,028**	**87.2%**	**261,438**	**7.0%**	**219,011**	**5.8%**	**3,744,477**	**100.0%**
Agribusiness	**4,472,908**	**96.5%**	**77,096**	**1.7%**	**84,764**	**1.8%**	**4,634,768**	**100.0%**
Other	**2,002,548**	**96.5%**	**10,085**	**0.5%**	**61,495**	**3.0%**	**2,074,128**	**100.0%**
Total	**$ 19,164,780**	**92.8%**	**$ 728,256**	**3.5%**	**$ 769,517**	**3.7%**	**$ 20,662,553**	**100.0%**

	Acceptable		Special Mention		Substandard/ Doubtful		Total	
As of December 31, 2019	Amount	%	Amount	%	Amount	%	Amount	%
Real estate mortgage	$ 9,099,203	91.7%	$ 440,786	4.4%	$ 383,315	3.9%	$ 9,923,304	100.0%
Production and intermediate-term	3,565,832	87.5%	305,695	7.5%	202,603	5.0%	4,074,130	100.0%
Agribusiness	3,848,061	96.4%	57,787	1.4%	86,086	2.2%	3,991,934	100.0%
Other	2,011,447	96.6%	11,221	0.5%	61,437	2.9%	2,084,105	100.0%
Total	$ 18,524,543	92.3%	$ 815,489	4.1%	$ 733,441	3.6%	$ 20,073,473	100.0%

Note: Accruing loans include accrued interest receivable.

Delinquency

Aging Analysis of Loans

(in thousands) **As of March 31, 2020**	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	Accruing Loans 90 Days or More Past Due
Real estate mortgage	**$ 57,927**	**$ 42,799**	**$ 100,726**	**$ 10,108,454**	**$ 10,209,180**	**$ 2,177**
Production and intermediate-term	**30,023**	**32,313**	**62,336**	**3,682,141**	**3,744,477**	**3,609**
Agribusiness	**4,365**	**13,180**	**17,545**	**4,617,223**	**4,634,768**	**--**
Other	**2,556**	**9,429**	**11,985**	**2,062,143**	**2,074,128**	**7,994**
Total	**$ 94,871**	**$ 97,721**	**$ 192,592**	**$ 20,469,961**	**$ 20,662,553**	**$ 13,780**

As of December 31, 2019	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	Accruing Loans 90 Days or More Past Due
Real estate mortgage	$ 43,078	$ 41,949	$ 85,027	$ 9,838,277	$ 9,923,304	$ 496
Production and intermediate-term	17,045	26,340	43,385	4,030,745	4,074,130	--
Agribusiness	5,249	7,422	12,671	3,979,263	3,991,934	--
Other	6,027	5,677	11,704	2,072,401	2,084,105	4,517
Total	$ 71,399	$ 81,388	$ 152,787	$ 19,920,686	$ 20,073,473	$ 5,013

Note: Accruing loans include accrued interest receivable.

Risk Loans

Risk loans are loans for which it is probable that all principal and interest will not be collected according to the contractual terms.

Risk Loan Information

(in thousands) As of:	**March 31, 2020**	December 31, 2019
Volume with specific allowance	**$ 40,045**	$ 45,235
Volume without specific allowance	**127,062**	120,987
Total risk loans	**$ 167,107**	$ 166,222
Total specific allowance	**$ 23,032**	$ 22,658
For the three months ended March 31,	**2020**	2019
Income on accrual risk loans	**$ 215**	$ 286
Income on nonaccrual loans	**1,958**	1,730
Total income on risk loans	**$ 2,173**	$ 2,016
Average risk loans	**$ 168,243**	$ 142,198

Note: Accruing loans include accrued interest receivable.

We had no material commitments to lend additional money to borrowers whose loans were classified as risk loans at March 31, 2020.

Troubled Debt Restructurings (TDRs)

In situations where, for economic or legal reasons related to the borrower's financial difficulties, we grant a concession for other than an insignificant period of time to the borrower that we would not otherwise consider, the related loan is classified as a troubled debt restructuring, also known as a restructured loan. A concession is generally granted in order to minimize economic loss and avoid foreclosure. Concessions vary by program and borrower and may include interest rate reductions, term extensions, payment deferrals, or an acceptance of additional collateral in lieu of payments. In limited circumstances, principal may be forgiven. Loans classified as TDRs are considered risk loans. All risk loans are analyzed within our allowance for loan losses. We record a specific allowance to reduce the carrying amount of the restructured loan to the lower of book value or net realizable value of collateral.

We completed TDRs of certain real estate mortgage loans during the three months ended March 31, 2020. Our recorded investment in these loans just prior and immediately following the restructuring was $793 thousand during the three months ended March 31, 2020. There were no TDRs that occurred during the three months ended March 31, 2019. The recorded investment in the loan is the unpaid principal amount of the receivable increased or decreased by applicable accrued interest and unamortized premium, discount, finance charges, acquisition costs, and unamortized adjustments to fair value on loans acquired through merger and may also reflect a previous direct charge-off of the investment.

The primary type of modification was interest rate reduction below market.

TDRs that Occurred Within the Previous 12 Months that Subsequently Defaulted During the Three Months Ended March 31,

(in thousands)	**2020**	2019
Real estate mortgage	**$ --**	$ 291
Production and intermediate-term	**--**	216
Total	**$ --**	$ 507

TDRs Outstanding

(in thousands) As of:	March 31, 2020	December 31, 2019
Accrual status:		
Real estate mortgage	**$ 7,013**	$ 6,415
Production and intermediate-term	**522**	652
Agribusiness	**--**	--
Other	**--**	--
Total TDRs in accrual status	**$ 7,535**	$ 7,067
Nonaccrual status:		
Real estate mortgage	**$ 792**	$ 810
Production and intermediate-term	**528**	562
Agribusiness	**3,997**	3,719
Other	**64**	64
Total TDRs in nonaccrual status	**$ 5,381**	$ 5,155
Total TDRs:		
Real estate mortgage	**$ 7,805**	$ 7,225
Production and intermediate-term	**1,050**	1,214
Agribusiness	**3,997**	3,719
Other	**64**	64
Total TDRs	**$ 12,916**	$ 12,222

Additional commitments to lend to borrowers whose loans have been modified in a TDR were $241 thousand at March 31, 2020.

Allowance for Loan Losses

Changes in Allowance for Loan Losses

(in thousands) Three months ended March 31,	2020	2019
Balance at beginning of period	**$ 78,504**	$ 59,928
Provision for loan losses	**3,177**	9,347
Loan recoveries	**27**	129
Loan charge-offs	**(743)**	(271)
Balance at end of period	**$ 80,965**	$ 69,133

NOTE 3: INVESTMENT SECURITIES

We had held-to-maturity investment securities of $1.2 billion at March 31, 2020, and December 31, 2019. Our investment securities consisted of:

- Mortgage-backed securities (MBS) issued by the Federal Agricultural Mortgage Corporation (Farmer Mac) or guaranteed by the Small Business Administration (SBA) or by the United States Department of Agriculture (USDA)
- Asset-backed securities (ABS) guaranteed by SBA or USDA
- Municipal revenue bonds and a corporate debt security (Bonds)

The investment securities have been classified as held-to-maturity. MBS are generally longer-term investments and ABS are generally shorter-term investments. Farmer Mac guaranteed investments are typically MBS while SBA and USDA guaranteed investments may be composed of either MBS or ABS. All our held-to-maturity investments, except $17.1 million as of March 31, 2020, and $14.1 million as of December 31, 2019, were fully guaranteed by Farmer Mac, SBA, or USDA.

Additional Held-to-Maturity Investment Securities Information

(dollars in thousands) **As of March 31, 2020**	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value	Weighted Average Yield
MBS and bonds	**$ 868,672**	**$ 60,115**	**$ (3,172)**	**$ 925,615**	**4.2%**
ABS	**341,144**	**880**	**(5,255)**	**336,769**	**2.3%**
Total	**$ 1,209,816**	**$ 60,995**	**$ (8,427)**	**$ 1,262,384**	**3.6%**

As of December 31, 2019		Amortized Cost		Unrealized Gains		Unrealized Losses		Fair Value	Weighted Average Yield
MBS and bonds	$	933,860	$	23,429	$	(2,589)	$	954,700	4.4%
ABS		238,677		813		(2,598)		236,892	3.0%
Total	$	1,172,537	$	24,242	$	(5,187)	$	1,191,592	4.1%

Investment income is recorded in "Interest income" in the Consolidated Statements of Comprehensive Income and totaled $10.8 million and $9.8 million for the three months ended March 31, 2020, and 2019, respectively.

Contractual Maturities Held-to-Maturity of Investment Securities

(in thousands) **As of March 31, 2020**		Amortized Cost
Less than one year	**$**	**7,390**
One to five years		**18,526**
Five to ten years		**217,366**
More than ten years		**966,534**
Total	**$**	**1,209,816**

Actual maturity of the held-to-maturity investment securities may be less than contractual maturity due to prepayments.

A summary of investments in an unrealized loss position presented by the length of time the investments have been in continuous unrealized loss position follows:

(in thousands)	Less than 12 months				Greater than 12 months			
As of March 31, 2020		Fair Value		Unrealized Losses		Fair Value		Unrealized Losses
MBS and bonds	**$**	**21,063**	**$**	**(517)**	**$**	**23,781**	**$**	**(2,656)**
ABS		**225,806**		**(3,976)**		**14,206**		**(1,278)**
Total	**$**	**246,869**	**$**	**(4,493)**	**$**	**37,987**	**$**	**(3,934)**

	Less than 12 months				Greater than 12 months			
As of December 31, 2019		Fair Value		Unrealized Losses		Fair Value		Unrealized Losses
MBS and bonds	$	5,276	$	(14)	$	31,400	$	(2,575)
ABS		112,734		(1,467)		23,431		(1,131)
Total	$	118,010	$	(1,481)	$	54,831	$	(3,706)

Unrealized losses greater than 12 months associated with held-to-maturity investment securities are not considered to be other-than-temporary due to the 100% guarantee of the principal by Farmer Mac, SBA, or USDA. However, the premiums paid to purchase the investment are not guaranteed and are amortized as a reduction of interest income. Repayment of principal is assessed at least quarterly, and any remaining unamortized premium is taken as a reduction to interest income if principal repayment is unlikely, or when a demand for payment is made for the guarantee.

We had available-for-sale investment securities, consisting of MBS, with an amortized cost and fair value of $29.5 million and the contractual maturities were more than 10 years at March 31, 2020. We had no outstanding available-for-sale investment securities at December 31, 2019.

The investment portfolio is evaluated for other-than-temporary impairment. No investments within the portfolio were impaired as of March 31, 2020, or December 31, 2019.

NOTE 4: OTHER INVESTMENTS

We held non-controlling investments in junior capital funds in "Other assets" in the Consolidated Statements of Condition of $2.5 million at March 31, 2020, and December 31, 2019. These investments represent our stake in junior capital funds focused on the needs of rural start-up companies. We had no remaining commitment at March 31, 2020, or December 31, 2019. To date, no income has been distributed from the funds. We received no distributions from the funds during the three months ended March 31, 2020, or 2019. These investments were evaluated for impairment. For the three months ended March 31, 2020, and 2019 we did not recognize any impairment on these investments.

We and other Farm Credit Institutions are among the limited partners for Rural Business Investment Companies (RBICs). Our total commitment is $79.5 million with varying commitment end dates through December 2029. Certain commitments may have an option to extend under certain circumstances. Our investment in the RBICs are recorded in "Other assets" in the Consolidated Statements of Condition, and totaled $19.1 million at March 31, 2020, and $17.0 million at December 31, 2019. These investments were evaluated for impairment. No investments were impaired at March 31, 2020, or December 31, 2019.

NOTE 5: CAPITAL

Capitalization Requirements

In accordance with the Farm Credit Act and our capitalization bylaws, each client is required to acquire capital stock or participation certificates in the Association as a condition of borrowing. Clients acquire ownership of capital stock or participation certificates at the time the loan is made. In certain circumstances, clients are not currently required to make a cash investment to acquire capital stock or participation certificates. However, their obligation to pay for the capital stock or participation certificates is maintained as an interest free obligation with the Association. The capital stock and participation certificates are at-risk investments as described in our capitalization bylaws. We retain a first lien on common stock or participation certificates owned by our clients. Stock is retired in accordance with our bylaws. Clients are responsible for payment of the cash investment upon demand by the Association. Effective January 1, 2020, there was a change in accounting for non-interest bearing receivables related to capital stock and participation certificates. All capital stock and participation certificates will be included within equity on the Consolidated Statements of Condition and a contra line item, “Capital stock and participation certificates receivable”, has been added to report capital stock and participation certificates where a cash investment is not required. This change has no impact on the capital stock or participation certificates owned by the Association clients, clients retain all rights afforded to them by the Farm Credit Act. In addition this change had no material impact on our capital ratios.

NOTE 6: CONTINGENCIES AND COMMITMENTS

In the normal course of business, we have various contingent liabilities and commitments outstanding, primarily commitments to extend credit, which may not be reflected in the Consolidated Financial Statements. We do not anticipate any material losses because of these contingencies or commitments.

We may be named as a defendant in certain lawsuits or legal actions in the normal course of business. At the date of these Consolidated Financial Statements, our management team was not aware of any material actions. However, management cannot ensure that such actions or other contingencies will not arise in the future.

NOTE 7: FAIR VALUE MEASUREMENTS

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or most advantageous market for the asset or liability. Accounting guidance also establishes a fair value hierarchy, with three input levels that may be used to measure fair value. Refer to Note 2 in our 2019 Annual Report for a more complete description of the three input levels.

Recurring

The following represents a summary of the assets, valuation techniques, and inputs used to measure fair value on a recurring basis:

Loans held for sale: The loans held for sale portfolio is held at fair value. Fair value is based on quoted market prices, where available, or the prices for other similar mortgage loans with similar characteristics. As necessary, these prices are adjusted for typical securitization activities, including servicing value, portfolio composition, market conditions, and liquidity. We had loans held for sale of $17.4 million and $27.8 million as of March 31, 2020, and December 31, 2019, respectively, which were valued using Level 3 inputs. Total fair value gains related to these loans were $389 thousand and $199 thousand for the three months ended March 31, 2020, and 2019, respectively, which were recognized in “Fee and other non-interest income” in the Consolidated Statements of Comprehensive Income.

Investment securities available-for-sale: Investment securities available-for-sale are held at fair value. Fair value is based on quoted market prices, where available, or the prices for other similar securities with similar characteristics. As necessary, these prices are adjusted for typical securitization activities, including servicing value, portfolio composition, market conditions, and liquidity. We had available-for-sale investment securities of $29.5 million at March 31, 2020, which were evaluated using Level 3 inputs. We had no outstanding available-for-sale investment securities at December 31, 2019. We had no sales of available-for-sale investment securities during the three months ended March 31, 2020, or 2019.

Derivatives: If an active market exists, the fair value of our derivative financial instruments called TBAs is based on currently quoted market prices. We had TBAs with a notional value of $126.8 million and $47.5 million as of March 31, 2020, and December 31, 2019, respectively, which were used to manage exposure to interest rate risk and changes in the fair value of loans held for sale and the interest rate lock commitments that are determined prior to funding. We also used these instruments to hedge the changes in fair value related to investment securities available-for-sale. These derivatives were recorded on a net basis using Level 1 fair value inputs. Net losses related to TBAs sold, combined with fair value gains on the TBAs, resulted in a net loss of $2.3 million and $390 thousand for the three months ended March 31, 2020, and 2019, respectively, which were included in “Fee and other non-interest income” in the Consolidated Statements of Comprehensive Income.

Non-Recurring

We may also be required, from time to time, to measure certain assets at fair value on a non-recurring basis. The following represents a summary of the assets, valuation techniques, and inputs used to measure fair value on a non-recurring basis:

Impaired loans: Represents the carrying amount of loans which were evaluated for individual impairment based on the appraised value of the underlying collateral. When the value of the collateral, less estimated costs to sell, is less than the principal balance of the loan, a specific reserve is established. Costs to sell represent transaction costs and are not included as a component of the asset's fair value. If the process uses observable market-based information, they are classified as Level 2. If the process requires significant input based on management's knowledge of and judgment about current market conditions, specific issues relating to the collateral and other matters, they are classified as Level 3.

Other property owned: Represents the fair value of foreclosed assets measured based on the collateral value, which is generally determined using appraisals, or other indications based on sales of similar properties. Costs to sell represent transaction costs and are not included as a component of the asset's fair value. If the process uses observable market-based information, they are classified as Level 2. If the process requires significant input based on management's knowledge of and judgment about current market conditions, specific issues relating to the property and other matters, they are classified as Level 3.

Assets Measured at Fair Value on a Non-recurring Basis

(in thousands)

As of March 31, 2020	Fair Value Measurement Using			
	Level 1	Level 2	Level 3	Total Fair Value
Impaired loans	**$ --**	**$ --**	**$ 17,864**	**$ 17,864**
Other property owned	**--**	**--**	**6,053**	**6,053**

As of December 31, 2019	Fair Value Measurement Using			
	Level 1	Level 2	Level 3	Total Fair Value
Impaired loans	$ --	$ --	$ 23,706	$ 23,706
Other property owned	--	--	64	64

NOTE 8: SUBSEQUENT EVENTS

We have evaluated subsequent events through May 4, 2020, which is the date the Consolidated Financial Statements were available to be issued. There have been no material subsequent events that would require recognition in our Quarterly Report or disclosure in the Notes to Consolidated Financial Statements.