### LAND O'LAKES, INC. CONSOLIDATED BALANCE SHEETS

	De	ecember 31, 2014	December 31, 2013			
AGGPTPG		(\$ in the	ousand			
ASSETS						
Current assets:  Cash and cash equivalents	\$	592,255	\$	62,843		
Receivables, net	Ф	1,305,952	Ф	1,333,113		
Inventories		1,582,647		1,577,475		
Prepaid assets		1,307,047		1,555,223		
Other current assets		131,787		237,122		
Total current assets		4,919,688	-	4,765,776		
Total Culterit assets		4,919,000		4,703,770		
Investments		327,528		335,456		
Property, plant and equipment, net		990,573		939,154		
Goodwill		390,782		394,067		
Other intangibles, net		186,124		196,029		
Other assets		157,371		127,728		
Total assets	\$	6,972,066	\$	6,758,210		
LIABILITIES AND EQUITIES						
Current liabilities:						
Notes and short-term obligations	\$	100,388	\$	95,406		
Current portion of long-term debt		9,216		63,411		
Accounts payable		1,415,098		1,353,304		
Customer advances		1,852,638		1,836,643		
Accrued liabilities		551,425		476,552		
Patronage refunds and other member equities payable		98,053		68,715		
Total current liabilities		4,026,818	'	3,894,031		
Long-term debt		1,033,284		1,041,088		
Employee benefits and other liabilities		465,187		324,539		
Commitments and contingencies		_		_		
Equities:						
Capital stock		830		860		
Member equities		1,075,565		1,108,282		
Accumulated other comprehensive loss		(233,861)		(129,146)		
Retained earnings		586,986		500,721		
Total Land O'Lakes, Inc. equity		1,429,520		1,480,717		
Noncontrolling interests		17,257		17,835		
Total equities		1,446,777		1,498,552		
Total liabilities and equities	\$	6,972,066	\$	6,758,210		
Tom monities and equities	Ψ	5,772,000	Ψ	5,750,210		

# LAND O'LAKES, INC. CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)

	For the Year Ended December 31,					
	2014	2013	2012			
Net sales	\$ 14,965,516	\$ 14,236,449	\$ 13,642,019			
Cost of sales	13,670,815	12,985,993	12,439,953			
Gross profit	1,294,701	1,250,456	1,202,066			
Selling, general and administrative	1,011,936	936,700	920,840			
Earnings from operations	282,765	313,756	281,226			
Interest expense, net	67,347	68,180	51,912			
Other expense (income), net	(1,650)	1,393	(506)			
Equity in earnings of affiliated companies	(52,365)	(44,247)	(21,938)			
Earnings before income taxes and discontinued operations	269,433	288,430	251,758			
Income tax expense (benefit)	15,314	(9,581)	14,551			
Net earnings from continuing operations	254,119	298,011	237,207			
Net earnings from discontinued operations	12,591	7,611	3,654			
Net earnings	266,710	305,622	240,861			
Less: net earnings (losses) attributable to noncontrolling interests	215	(331)	496			
Net earnings attributable to Land O'Lakes, Inc.	\$ 266,495	\$ 305,953	\$ 240,365			
Applied to:						
Member equities						
Allocated patronage	\$ 178,293	\$ 184,621	\$ 179,605			
Deferred equities	<u> </u>		1,721			
•	178,293	184,621	181,326			
Retained earnings	88,202	121,332	59,039			
6.	\$ 266,495	\$ 305,953	\$ 240,365			

## LAND O'LAKES, INC. CONSOLIDATED STATEMENTS OF COMPREHENSIVE EARNINGS

	For the Year Ended December 31,					
	2014			2013 201		2012
	(\$ in thousands)					
Net earnings	\$	266,710	\$	305,622	\$	240,861
Other comprehensive earnings, net of tax						
Pension and other postretirement adjustments, net of income taxes		(98,511)		127,127		(17,837)
Cash flow hedge adjustments, net of income taxes		(3,711)		7,984		(1,919)
Foreign currency translation adjustments, net of income taxes		(3,094)		586		673
Total other comprehensive (loss) earnings		(105,316)		135,697		(19,083)
Comprehensive earnings		161,394		441,319		221,778
Less: comprehensive (loss) earnings attributable to noncontrolling interests		(386)		15		15
Comprehensive earnings attributable to Land O'Lakes, Inc.	\$	161,780	\$	441,304	\$	221,763

### LAND O'LAKES, INC. CONSOLIDATED STATEMENTS OF CASH FLOWS

For the Year Ended December 31, 2014 2013 2012 (\$ in thousands) Cash flows from operating activities: Net earnings \$ 266,710 305,622 \$ 240,861 Adjustments to reconcile net earnings to net cash used by operating activities: Depreciation and amortization..... 141,438 132,248 122,608 Amortization of deferred financing costs..... 2,689 2,690 2,330 Bad debt expense.... 3,467 3,132 5.792 Proceeds from patronage revolvement received..... 6,352 7,216 7,626 (4,892)(5,262)(7,412)Non-cash patronage income.... 1,021 (10.589)13,062 Deferred income tax expense (benefit)..... 5,258 Restructuring and impairment. 9,144 415 Gain on divestiture of a business.... (8,119)(4,480)(352)(2,086)Gain on sale of investments.... (6,072)Equity in earnings of affiliated companies.... (52,365)(44,247)(21,938)37,340 38,969 Dividends from investments in affiliated companies.... 10,087 Other..... 3,069 (2,190)(469)Changes in assets and liabilities, net of acquisitions and divestitures: Restricted cash for legal reserve..... 25,000 43.808 (53.354)(131.151)Receivables 4,318 (90,203)(121,283)Inventories..... Prepaids and other current assets 246,584 (220.743)(292.383)Accounts payable..... 2,815 79,268 7,421 Customer advances. 15,995 266,113 368,584 Accrued liabilities..... 67,424 1,830 75,406 Other assets (513)(380)5,676 1.918 (28,735)5,182 Other liabilities..... 786,654 406,951 283,665 Net cash provided by operating activities.... Cash flows from investing activities: Additions to property, plant and equipment..... (163,918)(201,550)(233,425)Purchase of intangible assets.... (1.636)(400)(8.858)Acquisitions, net of cash acquired..... (4,763)(24,179)(195,408)(8.465)(159.716)Investments in affiliates. (412)Net proceeds from divestiture of businesses.... 151,440 9,424 92,104 Net proceeds from sale of investments.... 24,130 19,263 8,094 2,859 7,407 Proceeds from sale of property, plant and equipment..... 4,226 3,602 Insurance proceeds for replacement assets.... (21,666)3,582 7,814 Change in notes receivable..... Other 708 (1,975)(490,082)Net cash used by investing activities. (3,797)(197,839)Cash flows from financing activities: Increase in short-term debt..... 4.572 (64,942)45.730 ..... Proceeds from issuance of long-term debt..... 3,200 9,470 296,490 (76,642) Principal payments on long-term debt and capital lease obligations..... (11.473)(15,874)Payments for redemption of member equities..... (183,640)(146,881)(112,539)(1,041)Other..... (935)1,268 Net cash (used by) provided by financing activities..... (253,445)(212,558)212,766 Net increase (decrease) in cash and cash equivalents.... 6,349 529,412 (3,446)Cash and cash equivalents at beginning of the period..... 66,289 59,940 62,843 Cash and cash equivalents at end of the period..... 592,255 62,843 66,289

#### LAND O'LAKES, INC. CONSOLIDATED STATEMENTS OF EQUITIES

Accumulated Other

	Other								
	Capit	M	ember Equition	ies Comprehensiv		Retained	Noncontrolling	Total	
	Stock	Allocated	Deferred	Net	Loss	Earnings	Interests	Equities	
				(5	\$ in thousands)				
Balance, December 31, 2011	\$ 925	\$ 1,031,491	\$ (1,721)	\$ 1,029,770	\$ (245,895)	\$ 320,334	\$ 16,500	\$ 1,121,634	
Capital stock issued	9	_	_	_	_	_	_	9	
Capital stock redeemed	(43)	_	_	_	_	_	_	(43)	
Cash patronage and redemption of member equities	_	(112,539)	_	(112,539)	_	_	_	(112,539)	
Redemption included in prior year's liabilities	_	41,245	_	41,245	_	_	_	41,245	
Other, net	_	2,056	_	2,056	_	(2,302)	(222)	(468)	
2012 earnings, as applied	_	179,605	1,721	181,326	_	59,039	496	240,861	
Other comprehensive loss, net of income taxes	_	_	_	_	(18,602)	_	(481)	(19,083)	
Patronage refunds payable	_	(61,189)	_	(61,189)	_	_	_	(61,189)	
Balance, December 31, 2012	891	1,080,669		1,080,669	(264,497)	377,071	16,293	1,210,427	
Capital stock issued	3	_	_	_	_	_	_	3	
Capital stock redeemed	(34)	_	_	_	_	_	_	(34)	
Cash patronage and redemption of member equities	_	(146,881)	_	(146,881)	_	_	_	(146,881)	
Redemption included in prior year's liabilities	_	61,189	_	61,189	_	_	_	61,189	
Other, net	_	(2,601)	_	(2,601)	_	2,318	1,527	1,244	
2013 earnings, as applied	_	184,621	_	184,621	_	121,332	(331)	305,622	
Other comprehensive earnings, net of income taxes	_	_	_	_	135,351	_	346	135,697	
Patronage refunds payable	_	(68,715)	_	(68,715)	_	_	_	(68,715)	
Balance, December 31, 2013	860	1,108,282		1,108,282	(129,146)	500,721	17,835	1,498,552	
Capital stock issued	4	_	_	_	_	_	_	4	
Capital stock redeemed	(34)	_	_	_	_	_	_	(34)	
Cash patronage and redemption of member equities	_	(183,640)	_	(183,640)	_	_	_	(183,640)	
Redemption included in prior year's liabilities	_	68,715	_	68,715	_	_	_	68,715	
Other, net	_	1,968	_	1,968	_	(1,937)	(192)	(161)	
2014 earnings, as applied	_	178,293	_	178,293	_	88,202	215	266,710	
Other comprehensive loss, net of income taxes	_	_	_	_	(104,715)	_	(601)	(105,316)	
Patronage refunds payable		(98,053)		(98,053)				(98,053)	
Balance, December 31, 2014	\$ 830	\$ 1,075,565	\$ —	\$ 1,075,565	\$ (233,861)	\$ 586,986	\$ 17,257	\$ 1,446,777	