

GLADSTONE LAND Corp  
Form 10-Q  
August 04, 2015  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 10-Q**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2015**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**FOR THE TRANSITION PERIOD FROM \_\_\_\_\_ TO \_\_\_\_\_**

**COMMISSION FILE NUMBER: 001-35795**

**GLADSTONE LAND CORPORATION**

**(Exact name of registrant as specified in its charter)**

**MARYLAND**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**54-1892552**  
**(I.R.S. Employer**  
**Identification No.)**

**1521 WESTBRANCH DRIVE, SUITE 100**

**MCLEAN, VIRGINIA**  
**(Address of principal executive offices)**

**22102**  
**(Zip Code)**

**(703) 287-5800**  
**(Registrant's telephone number, including area code)**

**Not Applicable**  
**(Former name, former address and former fiscal year, if changed since last report)**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES  NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES  NO

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

*(Check one):*

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES  NO .

The number of shares of the registrant's Common Stock, \$0.001 par value per share, outstanding as of August, 4, 2015, was 9,060,314.

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**FORM 10-Q FOR THE QUARTER ENDED**  
**JUNE 30, 2015**  
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**Table of Contents****PART I FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS (UNAUDITED)****GLADSTONE LAND CORPORATION AND SUBSIDIARIES****CONDENSED CONSOLIDATED BALANCE SHEETS****(UNAUDITED)**

	<b>June 30, 2015</b>	<b>December 31, 2014</b>
<b>ASSETS</b>		
Real estate, at cost	\$ 185,973,252	\$ 148,371,478
Less: accumulated depreciation	(5,482,928)	(4,431,290)
Total real estate, net	180,490,324	143,940,188
Lease intangibles, net	2,069,351	1,317,575
Cash and cash equivalents	3,158,707	2,619,342
Restricted cash		132,741
Deferred financing costs, net	1,142,051	1,039,714
Deferred offering costs	133,770	248,731
Other assets	2,221,471	2,404,333
<b>TOTAL ASSETS</b>	<b>\$ 189,215,674</b>	<b>\$ 151,702,624</b>
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>		
<b>LIABILITIES</b>		
Mortgage notes and bonds payable	\$ 107,661,166	\$ 82,417,361
Borrowings under line of credit	2,800,000	4,000,000
Accounts payable and accrued expenses	2,882,542	1,925,251
Due to related parties <sup>(1)</sup>	630,618	471,101
Other liabilities	3,341,176	2,919,583
<b>TOTAL LIABILITIES</b>	<b>117,315,502</b>	<b>91,733,296</b>
Commitments and contingencies <sup>(2)</sup>		
<b>STOCKHOLDERS EQUITY</b>		
Common stock, \$0.001 par value; 20,000,000 shares authorized; 9,060,314 and 7,753,717 shares issued and outstanding as of June 30, 2015, and December 31, 2014, respectively	9,061	7,754
Additional paid in capital	79,148,411	65,366,309
Distributions in excess of earnings	(7,257,300)	(5,404,735)

TOTAL STOCKHOLDERS EQUITY	71,900,172	59,969,328
TOTAL LIABILITIES AND STOCKHOLDERS EQUITY	\$ 189,215,674	\$ 151,702,624

- (1) Refer to Note 4, Related-Party Transactions, for additional information.
- (2) Refer to Note 7, Commitments and Contingencies, for additional information.

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

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**GLADSTONE LAND CORPORATION AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**

*(UNAUDITED)*

	<b>For the Three Months Ended June 30,</b>		<b>For the Six Months Ended June 30,</b>	
	<b>2015</b>	<b>2014</b>	<b>2015</b>	<b>2014</b>
<b>OPERATING REVENUES:</b>				
Rental revenue	\$ 2,780,456	\$ 1,561,291	\$ 5,402,783	\$ 3,056,927
Tenant recovery revenue	3,397	4,644	6,794	4,644
Total operating revenues	2,783,853	1,565,935	5,409,577	3,061,571
<b>OPERATING EXPENSES:</b>				
Depreciation and amortization	711,803	330,486	1,503,435	618,517
Management fee <sup>(1)</sup>	328,392	236,531	624,140	477,495
Administration fee <sup>(1)</sup>	177,852	65,047	308,788	131,205
Professional fees	84,135	110,605	251,043	289,592
Acquisition-related expenses	178,016	177,334	348,697	220,746
Property operating expenses	156,405	81,480	362,170	147,065
General and administrative expenses	252,579	206,975	483,025	424,290
Operating expenses before credits from Adviser	1,889,182	1,208,458	3,881,298	2,308,910
Credits to fees from Adviser <sup>(1)</sup>			(320,905)	
Total operating expenses, net of credits to fees	1,889,182	1,208,458	3,560,393	2,308,910
OPERATING INCOME	894,671	357,477	1,849,184	752,661
<b>OTHER INCOME (EXPENSE):</b>				
Interest and other income	1,593	4,327	21,023	10,724
Interest expense	(947,362)	(405,797)	(1,896,731)	(779,837)
Property and casualty recovery (loss), net	20,809	(250,478)	20,809	(250,478)
Total other expense	(924,960)	(651,948)	(1,854,899)	(1,019,591)
Net loss before income taxes	(30,289)	(294,471)	(5,715)	(266,930)
Income tax provision		(6,623)		(13,246)

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NET LOSS	\$	(30,289)	\$	(301,094)	\$	(5,715)	\$	(280,176)
<b>LOSS PER COMMON SHARE:</b>								
Basic and diluted	\$	(0.00)	\$	(0.05)	\$	(0.00)	\$	(0.04)
<b>WEIGHTED AVERAGE SHARES OF COMMON STOCK OUTSTANDING - basic and diluted</b>								
		8,439,855		6,530,264		8,098,681		6,530,264

(1) Refer to Note 4, Related-Party Transactions, for additional information.

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



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**GLADSTONE LAND CORPORATION AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS EQUITY**  
**(UNAUDITED)**

	Common Stock		Additional	Distributions	Total
	Number	Par Value	Paid-in Capital	in Excess of	Stockholders
	of Shares			Earnings	Equity
<b>Balance at December 31, 2013</b>	<b>6,530,264</b>	<b>\$ 6,530</b>	<b>\$ 51,326,262</b>	<b>\$ (2,820,800)</b>	<b>\$ 48,511,992</b>
Net loss				(125,133)	(125,133)
Proceeds from issuance of common stock, net	1,223,453	1,224	14,040,047		14,041,271
Distributions				(2,458,802)	(2,458,802)
<b>Balance at December 31, 2014</b>	<b>7,753,717</b>	<b>\$ 7,754</b>	<b>\$ 65,366,309</b>	<b>\$ (5,404,735)</b>	<b>\$ 59,969,328</b>
Net loss				(5,715)	(5,715)
Proceeds from issuance of common stock, net	1,306,597	1,307	13,782,102		13,783,409
Distributions				(1,846,850)	(1,846,850)
<b>Balance at June 30, 2015</b>	<b>9,060,314</b>	<b>\$ 9,061</b>	<b>\$ 79,148,411</b>	<b>\$ (7,257,300)</b>	<b>\$ 71,900,172</b>

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

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**GLADSTONE LAND CORPORATION AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

*(UNAUDITED)*

	<b>For the Six Months Ended June 30,</b>	
	<b>2015</b>	<b>2014</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net loss	\$ (5,715)	\$ (280,176)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	1,503,435	618,517
Amortization of deferred financing costs	43,927	20,013
Amortization of deferred rent assets and liabilities, net	(125,739)	(60,971)
Property and casualty (recovery) loss, net	(20,809)	250,478
Changes in operating assets and liabilities:		
Other assets	22,071	81,945
Accounts payable, accrued expenses, and due to related parties	330,717	(405,464)
Other liabilities	(141,877)	512,893
Net cash provided by operating activities	1,606,010	737,235
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Acquisition of new real estate	(35,279,105)	(11,161,635)
Capital expenditures on existing real estate	(1,589,150)	(1,221,664)
Decrease (increase) in restricted cash	132,741	(1,488)
Deposits applied against real estate investments	(550,000)	(200,000)
Deposits refunded	100,000	50,000
Insurance proceeds received capitalized as real estate additions	20,809	
Net cash used in investing activities	(37,164,705)	(12,534,787)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from issuance of equity	14,895,206	
Offering costs	(877,768)	(124,972)
Borrowings from mortgage notes payable	25,450,280	
Repayments on mortgage note payable	(206,475)	(1,722,167)
Borrowings from line of credit	12,900,000	9,900,000
Repayments on line of credit	(14,100,000)	(7,000,000)
Payment of financing fees	(116,333)	(521,553)
Distributions paid	(1,846,850)	(1,175,447)
Net cash provided by (used in) financing activities	36,098,060	(644,139)
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>539,365</b>	<b>(12,441,691)</b>

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CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	2,619,342	16,271,282
CASH AND CASH EQUIVALENTS AT END OF PERIOD	\$ 3,158,707	\$ 3,829,591
NON-CASH INVESTING AND FINANCING INFORMATION:		
Non-cash additions to real estate <sup>(1)</sup>	\$ 1,421,863	\$ 312,171
Offering costs included in Accounts payable and accrued expenses	259,776	15,000
Financing fees included in Accounts payable and accrued expenses	14,382	1,336

<sup>(1)</sup> 2015 non-cash real estate additions include \$721,863 of additions included in Accounts payable and accrued expenses and \$700,000 of contingent consideration, included in Other liabilities, owed in connection with a farm acquired during the six months ended June 30, 2015. 2014 non-cash real estate additions were all included in accounts payable and accrued expenses.

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

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**GLADSTONE LAND CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

***(UNAUDITED)***

**NOTE 1. BUSINESS**

**Business**

Gladstone Land Corporation is a real estate investment trust ( REIT ) that was re-incorporated in Maryland on March 24, 2011, having been previously re-incorporated in Delaware on May 25, 2004, and having been originally incorporated in California on June 14, 1997. We are primarily in the business of owning and leasing farmland. We conduct substantially all of our operations through a subsidiary, Gladstone Land Limited Partnership (the Operating Partnership ), a Delaware limited partnership. Subject to certain restrictions and limitations, and pursuant to contractual agreements, our business is managed by Gladstone Management Corporation (the Adviser ), a Delaware corporation, and administrative services are provided to us by Gladstone Administration, LLC (the Administrator ), a Delaware limited liability company. Our Adviser and Administrator are both affiliates of ours.

All further references herein to we, us, our and the Company refer, collectively, to Gladstone Land Corporation and consolidated subsidiaries, except where indicated otherwise.

**NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Interim Financial Information**

Our interim financial statements are prepared in accordance with U.S. generally accepted accounting principles ( GAAP ) for interim financial information and pursuant to the requirements for reporting on Form 10-Q in accordance with Article 10 of Regulation S-X. Accordingly, certain disclosures accompanying annual financial statements prepared in accordance with GAAP are omitted. In the opinion of our management, all adjustments, consisting solely of normal recurring accruals, necessary for the fair presentation of financial statements for the interim period have been included. The results of the interim period reported herein are not indicative of the results to be expected for the full year. The interim financial statements and accompanying notes should be read in conjunction with the consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2014, as filed with the Securities and Exchange Commission on February 24, 2015 (the Form 10-K ). The results of operations for the three and six months ended June 30, 2015, are not necessarily indicative of the results that may be expected for other interim periods or for the full fiscal year.

**Use of Estimates**

The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could materially differ from those estimates.

**Reclassifications**

Certain line items on the *Condensed Consolidated Balance Sheet* as of December 31, 2014, the *Condensed Consolidated Statements of Operations* for the three and six months ended June 30, 2014, and the *Condensed Consolidated Statement of Cash Flows* for the six months ended June 30, 2014, have been reclassified to conform to the current-year presentation. These reclassifications had no effect on previously-reported stockholders' equity or net income.

### **Critical Accounting Policies**

The preparation of financial statements in accordance with GAAP requires management to make judgments that are subjective in nature in order to make certain estimates and assumptions, and the application of these accounting policies involves the exercise of judgment regarding the use of assumptions as to future uncertainties. A summary of our significant accounting policies is provided in Note 2 to our consolidated financial statements included in our Form 10-K. There were no material changes to our significant accounting policies during the six months ended June 30, 2015.

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**Recently-Issued Accounting Guidance**

In February 2015, the Financial Accounting Standards Board (the FASB), issued Accounting Standards Update (ASU) 2015-02, Consolidation Amendments to the Consolidation Analysis (ASU 2015-02), which amends or supersedes the scope and consolidation guidance under existing GAAP. The new standard changes the way a reporting entity evaluates whether (a) limited partnerships and similar entities should be consolidated, (b) fees paid to decision makers or service providers are variable interests in a variable interest entity (VIE) and (c) variable interests in a VIE held by related parties require the reporting entity to consolidate the VIE. ASU 2015-02 also eliminates the VIE consolidation model based on majority exposure to variability that applied to certain investment companies and similar entities. We are currently assessing the impact of ASU 2015-02 and do not anticipate a material impact on our financial position, results of operations or cash flows from adopting this standard. ASU 2015-02 is effective for annual and interim reporting periods beginning after December 15, 2015, with early adoption permitted.

In April 2015, the FASB issued ASU 2015-03, Simplifying the Presentation of Debt Issuance Costs (ASU 2015-03), which simplifies the presentation of debt issuance costs. We are currently assessing the impact of ASU 2015-03 and do not anticipate a material impact on our financial position, results of operations or cash flows from adopting this standard. ASU 2015-03 is effective for annual and interim reporting periods beginning after December 15, 2015, with early adoption permitted.

**Table of Contents****NOTE 3. REAL ESTATE AND INTANGIBLE ASSETS**

All of our properties are wholly-owned on a fee-simple basis. The following table provides certain summary information about our 36 farms as of June 30, 2015:

Property Name	Location	Date Acquired	Number	Total Acres	Farm Acres	Lease	Net Cost Basis <sup>(1)</sup>	Encumbrances
			of Farms			Expiration Date		
San Andreas	Watsonville, CA	6/16/1997	1	307	238	12/31/2020	\$ 4,806,449	\$ 4,072,726
West Gonzales	Oxnard, CA	9/15/1998	1	653	502	6/30/2020	12,309,315	20,720,863
West Beach	Watsonville, CA	1/3/2011	3	196	195	12/31/2023	9,304,059	3,967,397
Dalton Lane	Watsonville, CA	7/7/2011	1	72	70	10/31/2020	2,690,463	1,314,507
Keysville Road	Plant City, FL	10/26/2011	2	59	56	6/30/2020	1,241,322	897,600
Colding Loop	Wimauma, FL	8/9/2012	1	219	181	6/14/2018	4,013,732	2,640,000
Trapnell Road	Plant City, FL	9/12/2012	3	124	110	6/30/2017	4,025,042	2,655,000
38th Avenue	Covert, MI	4/5/2013	1	119	89	4/4/2020	1,293,824	627,762
Sequoia Street	Brooks, OR	5/31/2013	1	218	206	5/31/2028	3,127,897	1,451,202
Natividad Road	Salinas, CA	10/21/2013	1	166	166	10/31/2024	8,189,239	3,276,906
20th Avenue	South Haven, MI	11/5/2013	3	151	94	11/4/2018	1,837,778	936,259
Broadway Road	Moorpark, CA	12/16/2013	1	60	60	12/15/2023	2,891,102	1,404,388
Oregon Trail	Echo, OR	12/27/2013	1	1,895	1,640	12/31/2023	13,955,285	6,553,812
East Shelton	Willcox, AZ	12/27/2013	1	1,761	1,320	2/29/2024	7,972,401	3,136,467
Collins Road	Clatskanie, OR	5/30/2014	2	200	157	9/30/2024	2,478,279	1,263,949
Spring Valley	Watsonville, CA	6/13/2014	1	145	110	9/30/2022	5,807,119	2,761,963
McIntosh Road	Dover, FL	6/20/2014	2	94	78	6/30/2017	2,553,622	1,599,600
Naumann Road	Oxnard, CA	7/23/2014	1	68	66	7/31/2017	6,821,216	3,225,412
Sycamore Road	Arvin, CA	7/25/2014	1	326	322	10/31/2024	6,387,629	2,715,151
Wauchula Road	Duette, FL	9/29/2014	1	808	590	9/30/2024	13,521,618	7,949,287
Santa Clara Avenue	Oxnard, CA	10/29/2014	2	333	331	7/31/2017	24,313,506	11,703,235
Dufau Road	Oxnard, CA	11/4/2014	1	65	64	11/3/2017	6,090,913	3,675,000
Espinosa Road	Salinas, CA	1/5/2015	1	331	329	10/31/2016	16,725,452	10,178,000
Parrish Road	Duette, FL	3/10/2015	1	419	211	6/30/2025	3,867,252	2,374,680
Immokalee Exchange	Immokalee, FL	6/25/2015	2	2,678	1,644	6/30/2020	15,762,300	9,360,000
			<b>36</b>	<b>11,467</b>	<b>8,829</b>		<b>\$ 181,986,814</b>	<b>\$ 110,461,166</b>

(1) Consists of the initial acquisition price (including the costs allocated to both tangible and intangible assets acquired and liabilities assumed), plus subsequent improvements and other capitalized costs associated with the properties, and adjusted for depreciation and amortization accumulated through June 30, 2015.

In accordance with the lease terms, substantially all operating expenses are required to be paid by the tenant; however, we would be required to pay real estate property taxes on the respective parcels of land in the event the tenants fail to pay them. The aggregate annual real estate property taxes for all parcels of land owned by us as of June 30, 2015, are

approximately \$1,442,000. As of June 30, 2015, due to the terms of certain of our leases currently in place, the annualized amount of real estate property taxes for which we are responsible is approximately \$595,000. However, effective November 1, 2015, the lease structures on two of our farms will convert from modified gross leases to pure, triple-net leases, reducing the portion of the annual real estate property taxes for which we are responsible by approximately \$171,000.



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The following table sets forth the components of our investments in tangible real estate assets as of June 30, 2015, and December 31, 2014:

	<b>June 30, 2015</b>	<b>December 31, 2014</b>
Real estate:		
Land and land improvements	\$ 156,085,513	\$ 122,999,316
Irrigation systems	16,439,003	12,365,514
Buildings and improvements	10,845,136	10,479,301
Horticulture	1,559,339	1,559,340
Other site improvements	1,044,261	968,007
Real estate, at cost	185,973,252	148,371,478
Accumulated depreciation	(5,482,928)	(4,431,290)
<b>Real estate, net</b>	<b>\$ 180,490,324</b>	<b>\$ 143,940,188</b>

Real estate depreciation expense on these tangible assets was \$539,125 and \$1,051,639 for the three and six months ended June 30, 2015, respectively, and \$296,946 and \$556,509 for the three and six months ended June 30, 2014, respectively.

***New Real Estate Activity******2015 New Real Estate Activity***

During the six months ended June 30, 2015, we acquired four new farms in three separate transactions, which are summarized in the table below.

Property Name	Property Location	Acquisition Date	Total Acreage	Number of Farms	Primary Crop(s)	Lease Term	Renewal Options	Total Purchase Price	Acquisition Costs	Annual Straight-Line Rent
Losoya	Salinas, CA	1/5/2015	331	1	Strawberries	1.8 years	None	\$ 16,905,500	\$ 87,512 <sup>(3)</sup>	\$ 778,000
Sh Road	Duette, FL	3/10/2015	419	1	Strawberries	10.3 years	2 (5 years)	3,913,280	101,610 <sup>(3)</sup>	251,000
Immokalee	Immokalee, FL	6/25/2015	2,678	2	Misc. Vegetables	5.0 years	2 (5 years)	15,757,700	148,960 <sup>(3)</sup>	960,000
			3,428	4				\$ 36,576,480	\$ 338,082	\$ 1,990,000

(1)

Annualized GAAP amount is based on the minimum rental payments required per the lease and includes the amortization of any above-market and below-market lease values recorded.

- (2) In connection with this acquisition, our Adviser earned a finder's fee of \$320,905, which fee was fully credited back to us by our Adviser during the three months ended March 31, 2015. See Note 4, Related-Party Transactions for further discussion on this fee.
- (3) Acquisition accounted for as a business combination under ASC 805. As such, all acquisition-related costs were expensed as incurred, other than direct leasing costs, which were capitalized. In aggregate, we incurred \$7,225 of direct leasing costs in connection with these acquisitions.

As noted in the table above, all acquisitions during the six months ended June 30, 2015, were accounted for as business combinations in accordance with Accounting Standards Codification (ASC) 805, as there was a prior leasing history on the property. As such, the fair value of all assets acquired and liabilities assumed were determined in accordance with ASC 805, and all acquisition-related costs were expensed as incurred, other than those costs that directly related to reviewing or assigning leases we assumed upon acquisition, which were capitalized as part of leasing costs.

We determined the fair value of acquired assets and liabilities assumed related to the properties acquired during the six months ended June 30, 2015, to be as follows:

Property Name	Land and Land Improvements	Buildings and Improvements	Irrigation System	In-place Leases	Leasing Costs	Customer Relationships	Total Purchase Price
Espinosa Road	\$ 15,852,466	\$ 84,478	\$ 497,401	\$ 246,472	\$ 43,894	\$ 180,789	\$ 16,905,500
Parrish Road	2,403,064	42,619	1,299,851	54,405	77,449	35,892	3,913,280
Immokalee Exchange	14,410,840	273,107	515,879	229,406	148,691	179,777	15,757,700
	\$ 32,666,370	\$ 400,204	\$ 2,313,131	\$ 530,283	\$ 270,034	\$ 396,458	\$ 36,576,480

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The allocation of the purchase price for the farms acquired during the six months ended June 30, 2015, is preliminary and may change during the measurement period if we obtain new information regarding the assets acquired or liabilities assumed at the acquisition date.

Below is a summary of the total operating revenues and earnings recognized on the properties acquired during the three and six months ended June 30, 2015:

Property Name	Acquisition Date	For the three months ended June 30, 2015		For the six months ended June 30, 2015	
		Operating Revenues	Earnings <sup>(1)</sup>	Operating Revenues	Earnings <sup>(1)</sup>
Espinosa Road	1/5/2015	\$ 194,585	\$ 101,813	\$ 380,802	\$ 198,871
Parrish Road	3/10/2015	62,958	21,770	77,174	28,949
Immokalee Exchange	6/25/2015		(1,223)		(1,223)
		\$ 257,543	\$ 122,360	\$ 457,976	\$ 226,597

<sup>(1)</sup> Earnings are calculated as net income less interest expense and any acquisition-related costs that are required to be expensed if the acquisition is treated as a business combination under ASC 805.

*2014 New Real Estate Activity*

During the six months ended June 30, 2014, we acquired five farms in three separate transactions, which are summarized in the table below.

Property Name	Property Location	Acquisition Date	Total Acreage	Number of Farms	Primary Crop(s)	Lease Term	Renewal Options	Total Purchase Price	Acquisition Costs <sup>(1)</sup>	Annualized Straight-Line Rent <sup>(2)</sup>
Collins Road	Clatskanie, OR	5/30/2014	200	2	Blueberries	10.3 years	3 (5 years each)	\$ 2,591,333	\$ 58,441	\$ 181,174
Spring Valley	Watsonville, CA	6/13/2014	145	1	Strawberries	2.3 years	None	5,900,000	48,915	270,900
McIntosh Road	Dover, FL	6/20/2014	94	2	Strawberries	3.0 years	None	2,666,000	61,190	136,900
			439	5				\$ 11,157,333	\$ 168,546	\$ 588,974

<sup>(1)</sup> Each of the properties acquired during the six months ended June 30, 2014, were accounted for as a business combination under ASC 805; therefore, the related costs associated with the acquisitions were expensed in the period incurred. However, \$7,175 of these acquisition costs were direct costs incurred related to reviewing and assigning leases we assumed upon acquisition; therefore, we capitalized these costs as part of leasing costs. Further, \$19,277 of the acquisition costs related to the closing of McIntosh Road was expensed prior to 2014.

<sup>(2)</sup> Annualized straight-line amount is based on the minimum rental payments required per the lease and includes the amortization of any above-market and below-market leases recorded.

No new debt was issued related to any of the properties acquired during the six months ended June 30, 2014; however, we funded a portion of the acquisitions with a \$3.0 million draw on our line of credit with Metropolitan Life Insurance Company ( MetLife ) during the three months ended June 30, 2014.

As noted in the table above, all acquisitions during the six months ended June 30, 2014, were accounted for as business combinations in accordance with ASC 805, as there was a leasing history on the property or a lease in place that we assumed upon acquisition. As such, the fair value of all assets acquired and liabilities assumed were determined in accordance with ASC 805, and all acquisition-related costs were expensed as incurred.

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We determined the fair value of acquired assets and liabilities assumed related to the properties acquired during the six months ended June 30, 2014, to be as follows:

Property Name	Land and Land Improvements		Irrigation System	Site Improvements	Horticulture <sup>(1)</sup>	In-place Leases	Leasing Costs	Customer Relationships	Above (Below)-	Total Purchase Price
	Buildings	Market Leases								
Collins Road	\$ 1,252,387	\$ 555,667	\$	\$ 126,719	\$ 520,993	\$ 45,086	\$ 65,685	\$ 24,796	\$	\$ 2,591,333
Spring Valley	5,576,138	5,781	200,855			83,487	17,498	66,217	(49,976)	5,900,000
McIntosh Road	1,970,074	30,745	537,254	2,846		34,674	16,766	27,966	45,675	2,666,000
	\$ 8,798,599	\$ 592,193	\$ 738,109	\$ 129,565	\$ 520,993	\$ 163,247	\$ 99,949	\$ 118,979	\$ (4,301)	\$ 11,157,333

(1) Horticulture acquired on Collins Road consists of various types of blueberry bushes.

Below is a summary of the total revenue and earnings recognized on the properties acquired during the three and six months ended June 30, 2014:

Property Name	Acquisition Date	For the Three and Six Months Ended June 30, 2014	
		Rental Revenue	Earnings <sup>(1)</sup>
Collins Road	5/30/2014	\$ 16,072	\$ 8,278
Spring Valley	6/13/2014	13,545	8,335
McIntosh Road	6/20/2014	4,183	951
		\$ 33,800	\$ 17,564

**Acquired Intangibles and Liabilities**

For acquisitions treated as business combinations, the purchase price was allocated to the identifiable intangible assets and liabilities in accordance with ASC 805. No purchase price was allocated to any intangible assets or liabilities related to acquisitions treated as asset acquisitions under ASC 360; however, the direct costs we incurred in connection with originating new leases or reviewing existing leases were capitalized over the lives of the respective leases. The following table shows the weighted-average amortization period, in years, for the intangible assets acquired and liabilities assumed in connection with the new properties acquired during the six months ended June 30, 2015 and 2014:

Intangible Assets	Weighted-Average Amortization Period (in Years)	
	2015	2014
In-place leases	4.1	4.7

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Leasing commissions	6.1	7.8
Tenant relationships	9.5	7.3
Above-market lease values		3.0
Below-market lease values		2.3
<b>All intangible assets</b>	<b>6.3</b>	<b>5.6</b>

**Table of Contents***Pro-Forma Financials*

We acquired four farms during the six months ended June 30, 2015, and 11 farms during the year ended December 31, 2014. The following table reflects pro-forma consolidated financial information as if each farm was acquired at the beginning of the previous fiscal year. In addition, pro-forma earnings have been adjusted to assume that acquisition-related costs related to these farms were incurred at the beginning of the previous fiscal year.

	<b>For the Six Months Ended June 30,</b>	
	<b>2015</b>	<b>2014</b>
	<i>(Unaudited)</i>	<i>(Unaudited)</i>
<b>Operating Data:</b>		
Total operating revenue	\$ 6,032,056	\$ 5,868,815
Total operating expenses	(3,237,854)	(3,627,657)
Other expenses	(1,927,153)	(2,155,079)
Net income before income taxes	867,049	86,079
Provision for income taxes		(13,246)
Net income	\$ 867,049	\$ 72,833
<b>Share and Per-share Data:</b>		
Earnings per share of common stock - basic and diluted	\$ 0.10	\$ 0.01
Weighted average common shares outstanding - basic and diluted	8,872,584	6,578,270

The pro-forma consolidated results are prepared for informational purposes only. They are not necessarily indicative of what our consolidated financial condition or results of operations actually would have been assuming the acquisitions had occurred at the beginning of the respective previous periods, nor do they purport to represent our consolidated financial position or results of operations for future periods.

**Significant Existing Real Estate Activity**

On February 9, 2015, we terminated the lease with the tenant occupying Keysville Road and, on February 10, 2015, entered into a lease with a new tenant to occupy the property. The new lease is scheduled to expire on June 30, 2020, and provides for rent escalations over its life, with minimum, annualized straight-line rental income of \$73,749, representing a 7.9% increase over that of the previous lease. In connection with the termination of the previous lease, during the three months ended March 31, 2015, we wrote off an aggregate amount of \$32,497 related to deferred rent asset balances and rental income that had been recorded in prior periods.

On February 23, 2015, we renewed the lease with the tenant occupying Spring Valley, which lease was originally set to expire on September 30, 2016. The lease was renewed for an additional six years, through September 30, 2022, and provides for rent escalations over its life, with minimum annualized, straight-line rental income of \$327,904, representing a 32.5% increase over that of the previous lease. The new lease also grants the tenant two options to extend the lease for an additional six years each.

On April 8, 2015, the tenant occupying Santa Clara exercised its option to extend the two existing leases, which were originally set to expire on July 31, 2015. The leases were each extended for an additional two years, through July 31, 2017, and provide for annualized, straight-line rental income of \$1,302,783, representing a 5.8% increase over that of the previous leases.

On April 13, 2015, we renewed the lease with the tenant occupying Dalton Lane, which was originally set to expire on October 31, 2015. The lease was renewed for an additional five years, through October 31, 2020, and provides for rent escalations over its life, with annualized, straight-line rental income of \$163,989, representing a 16.8% increase over that of the previous lease. The new lease also grants the tenant one option to extend the lease for an additional five years.



**Table of Contents*****Involuntary Conversions and Property and Casualty Recovery***

In April 2014, two separate fires occurred on two of our properties, partially damaging a structure on each property. One occurred on 20<sup>th</sup> Avenue, on which the majority of a residential house was destroyed by a fire, and the other occurred on West Gonzales, damaging a portion of the cooling facility on the property. During the year ended December 31, 2014, we wrote down the carrying values of these properties by an aggregate amount of \$232,737, and, in accordance with ASC 605, Revenue Recognition Gains and Losses, we also recorded a corresponding property and casualty loss. We recovered \$495,700 of insurance proceeds during the year ended December 31, 2014, and, in accordance with ASC 450, Contingencies, we recorded these amounts as an offset to the property and casualty loss recorded earlier in the year, resulting in a net recovery.

During the three months ended June 30, 2015, we received an additional \$20,809 of insurance proceeds related to the fire on West Gonzales, and such recovery is included in Property and casualty recovery (loss), net on the accompanying *Condensed Consolidated Statements of Operations*. In addition, subsequent to June 30, 2015, we received the remaining \$76,423 of insurance proceeds related to the fire on West Gonzales, which amount will be recognized during the three months ending September 30, 2015. No further recoveries are expected relating to either of these fires.

Repairs are substantially complete on West Gonzales, and, during the three months ended March 31, 2015, we expended \$35,648 in repairs and upgrades to the cooler as a result of the fire. Of this amount, \$25,682 was capitalized as a real estate addition, and \$9,966 was recorded in repairs and maintenance expense, included in Property operating expense on the accompanying *Condensed Consolidated Statements of Operations*. Repairs on 20<sup>th</sup> Avenue are ongoing and are expected to be completed during the three months ending September 30, 2015, at no cost to us.

**Intangible Assets and Liabilities**

The following table summarizes the carrying value of lease intangibles and the accumulated amortization for each intangible asset or liability class as of June 30, 2015, and December 31, 2014:

	June 30, 2015		December 31, 2014	
	Lease Intangibles	Accumulated Amortization	Lease Intangibles	Accumulated Amortization
In-place leases	\$ 1,399,490	\$ (548,041)	\$ 869,207	\$ (263,428)
Leasing costs	634,041	(145,105)	357,210	(80,617)
Tenant relationships	898,128	(169,162)	501,670	(66,467)
	<b>\$ 2,931,659</b>	<b>\$ (862,308)</b>	<b>\$ 1,728,087</b>	<b>\$ (410,512)</b>
	Deferred Rent Asset (Liability)	Accumulated (Amortization) Accretion	Deferred Rent Asset (Liability)	Accumulated (Amortization) Accretion
Above-market lease values <sup>(1)</sup>	\$ 65,203	\$ (19,817)	\$ 65,203	\$ (9,027)
Below-market lease values <sup>(2)</sup>	(371,707)	269,927	(371,707)	162,194
	<b>\$ (306,504)</b>	<b>\$ 250,110</b>	<b>\$ (306,504)</b>	<b>\$ 153,167</b>

- (1) Above-market lease values are included as a part of Other assets in the accompanying *Condensed Consolidated Balance Sheets*, and the related amortization is recorded as a reduction of rental income.
- (2) Below-market lease values are included as a part of Other liabilities in the accompanying *Condensed Consolidated Balance Sheets*, and the related accretion is recorded as an increase to rental income.

Total amortization expense related to these lease intangible assets was \$172,678 and \$451,796 for the three and six months ended June 30, 2015, respectively, and \$33,540 and \$62,008 for the three and six months ended June 30, 2014, respectively.

Total amortization related to above-market lease values was \$5,395 and \$10,790, for the three and six months ended June 30, 2015, respectively, and \$461 for both the three and six months ended June 30, 2014. Total accretion related to below-market lease values was \$52,590 and \$107,733 for the three and six months ended June 30, 2015, respectively, and \$20,980 and \$40,874 for the three and six months ended June 30, 2014, respectively.

**Table of Contents****Portfolio Diversification and Concentrations***Diversification*

The following table summarizes the geographic locations, by state, of our properties with leases in place as of June 30, 2015 and 2014:

State	As of and For the Six Months Ended June 30, 2015					As of and For the Six Months Ended June 30, 2014				
	Number of Farms	Total Acres	% of Total Acres	Rental Revenue	% of Total Rental Revenue	Number of Farms	Total Acres	% of Total Acres	Rental Revenue	% of Total Rental Revenue
California	15	2,722	23.7%	\$ 3,712,894	68.7%	9	1,599	24.8%	\$ 2,051,017	67.1%
Florida	12	4,401	38.4%	820,834	15.2%	8	496	7.7%	240,304	7.9%
Oregon	4	2,313	20.2%	583,763	10.8%	4	2,313	35.9%	492,121	16.1%
Arizona	1	1,761	15.4%	161,935	3.0%	1	1,761	27.4%	145,328	4.7%
Michigan	4	270	2.3%	123,357	2.3%	4	270	4.2%	128,157	4.2%
	<b>36</b>	<b>11,467</b>	<b>100.0%</b>	<b>\$ 5,402,783</b>	<b>100.0%</b>	<b>26</b>	<b>6,439</b>	<b>100.0%</b>	<b>\$ 3,056,927</b>	<b>100.0%</b>

*Concentrations**Credit Risk*

Our farms are leased to 30 different third-party tenants. Two of our farms are leased to the same tenant, Dole Food Company ( Dole ). Aggregate rental income attributable to Dole accounted for approximately \$1.5 million, or 27.3%, of the rental revenue recorded during the six months ended June 30, 2015, as compared to 46.5% of the total rental revenue recorded during the six months ended June 30, 2014. In addition, a separate tenant accounted for approximately 11.7% of the total rental revenue recorded during the six months ended June 30, 2015. If either tenant fails to make rental payments or elects to terminate their lease, and the land cannot be re-leased on satisfactory terms, there would likely be a material adverse effect on our financial performance and ability to continue operations. No other individual tenant represented greater than 10.0% of the total rental revenue recorded during the six months ended June 30, 2015.

*Geographic Risk*

15 of our 36 farms owned as of June 30, 2015, are located in California, and 12 farms are located in Florida. As of June 30, 2015, our farmland in California accounted for 2,722 acres, or 23.7% of the total acreage we owned. Furthermore, these farms accounted for approximately \$3.7 million, or 68.7%, of the rental revenue recorded during the six months ended June 30, 2015. However, our farms are spread across three of the many different growing regions within California. As of June 30, 2015, our farmland in Florida accounted for 4,401 acres, or 38.4% of the total acreage we owned, and these farms accounted for approximately \$0.8 million, or 15.2%, of the rental revenue recorded during the six months ended June 30, 2015. In addition, our farms in Oregon accounted for approximately 10.8% of the rental revenue recorded during the six months ended June 30, 2015. Though we seek to continue to further diversify geographically, as may be desirable or feasible, should an unexpected natural disaster occur where our properties are located, there could be a material adverse effect on our financial performance and ability to continue

operations. No other single state accounted for more than 10.0% of the total rental revenue recorded during the six months ended June 30, 2015.

**Active Purchase and Sale Agreements**

On June 17, 2015, we entered into an agreement to purchase 841 acres of farmland in California (the 841-Acre California Property ) for approximately \$18.9 million. The 841-Acre California Property is currently vineyard farmland; however, we expect to develop the property with almond trees if acquired. The prospective purchase of the 841-Acre California Property is expected to close during the three months ending September 30, 2015, subject to customary conditions and termination rights for transactions of this type, including a due diligence inspection period. However, there can be no assurance that this prospective acquisition will be consummated by that time, on the terms currently anticipated, or at all.

Table of Contents**NOTE 4. RELATED-PARTY TRANSACTIONS**

We are externally managed pursuant to contractual arrangements with our Adviser and our Administrator, which collectively employ all of our personnel and pay their salaries, benefits and general expenses directly. The current advisory agreement with our Adviser (the *Advisory Agreement*) and the current administration agreement with our Administrator (the *Administration Agreement*) became effective February 1, 2013. A summary of each of these agreements is provided in Note 4 to our consolidated financial statements included in our Form 10-K. There were no material changes to either agreement during the six months ended June 30, 2015.

The following table summarizes the management fees, incentive fees and associated credits and the administration fees reflected in our accompanying *Condensed Consolidated Statements of Operations*:

	<b>For the Three Months Ended June 30,</b>		<b>For the Six Months Ended June 30,</b>	
	<b>2015</b>	<b>2014</b>	<b>2015</b>	<b>2014</b>
Management fee <sup>(1)(2)</sup>	\$ 328,392	\$ 236,531	\$ 624,140	\$ 477,495
Credit from voluntary, irrevocable waiver by Adviser's board of directors <sup>(2)(3)</sup>			(320,905)	
<b>Net fee to our Adviser</b>	<b>\$ 328,392</b>	<b>\$ 236,531</b>	<b>\$ 303,235</b>	<b>\$ 477,495</b>
<b>Administration fee<sup>(1)(2)</sup></b>	<b>\$ 177,852</b>	<b>\$ 65,047</b>	<b>\$ 308,788</b>	<b>\$ 131,205</b>

- (1) Pursuant to the Advisory and Administration Agreements, respectively, which became effective on February 1, 2013.
- (2) Reflected as a line item on our accompanying *Condensed Consolidated Statements of Operations*.
- (3) The credit received from our Adviser for the six months ended June 30, 2015, was attributable to a finder's fee earned by our Adviser in connection with a farm we acquired during the three months ended March 31, 2015, which fee was granted to us as a waiver to be applied against the fees we pay to our Adviser.

**Related-Party Fees Due**

Amounts due to related parties on our accompanying *Condensed Consolidated Balance Sheets* as of June 30, 2015, and December 31, 2014, were as follows:

	<b>As of 6/30/2015</b>	<b>As of 12/31/2014</b>
Management fee due to Adviser	\$ 624,140	\$ 301,487
Credits to fees due to Adviser	(320,905)	
Other due to Adviser <sup>(1)</sup>	18,595	3,187
<b>Total due to Adviser</b>	<b>321,830</b>	<b>304,674</b>

Administration fee due to Administrator	308,788	166,427
<b>Total due to Administrator</b>	308,788	166,427
<b>Total due to related parties<sup>(2)</sup></b>	<b>\$ 630,618</b>	<b>\$ 471,101</b>

- (1) Other fees due to related parties primarily relate to miscellaneous general and administrative expenses paid by our Adviser or Administrator on our behalf.
- (2) Reflected as a line item on our accompanying *Condensed Consolidated Balance Sheets*.

**Table of Contents****NOTE 5. BORROWINGS**

Our borrowings as of June 30, 2015, and December 31, 2014, are summarized below:

	Date(s) of Issuance	Initial Commitment	Maturity Date(s)		As of June 30, 2015			As of December 31, 2014			
					Principal Outstanding	Stated Interest Rate <sup>(1)</sup>	Undrawn Commitment	Principal Outstanding	Stated Interest Rate		
Payable	5/9/2014	100,000,000	1/5/2029	<sup>(2)</sup>	\$ 66,331,998	3.61%	33,668,002	<sup>(3)</sup>	66,331,998	3.61%	
Credit	5/9/2014	25,000,000	4/5/2024		2,800,000	2.77%	22,200,000	<sup>(3)</sup>	4,000,000	2.77%	
Payable	9/19/2014	5/8/2015	18,425,880	5/1/2020	8/1/2034	18,116,168	3.38%	<sup>(4)</sup>	12,410,363	3.50%	
able	12/11/2014	75,000,000	7/30/2018	1/6/2020	<sup>(5)</sup>	23,213,000	2.99%	51,787,000	<sup>(6)</sup>	3,675,000	3.20%
					<b>\$ 110,461,166</b>		<b>\$ 107,655,002</b>		<b>\$ 86,417,361</b>		

(1) Represents the weighted-average, blended rate on the respective borrowing facilities as of June 30, 2015, and December 31, 2014.

(2) If facility not fully utilized by December 31, 2016, MetLife has the option to be relieved of its obligations to disburse the additional funds under the loan.

(3) Based on the properties that were pledged as collateral as of June 30, 2015, and December 31, 2014, approximately \$16.5 million and \$13.8 million, respectively, of the undrawn commitment was available for us to draw.

(4) Rate is before interest repatriation. 2014 interest patronage received resulted in a reduction to the stated interest rate of 12.7%.

(5) If facility not fully utilized by December 11, 2016, Farmer Mac has the option to be relieved of its obligations to purchase additional bonds under the facility.

(6) At each of June 30, 2015, and December 31, 2014, there was no additional availability to draw under this facility, as no additional properties had been pledged as collateral.

The weighted-average effective interest rate charged on all of our borrowings, excluding the impact of deferred financing costs and before any interest repatriation, was 3.6% for both the three and six months ended June 30, 2015, respectively, as compared to 3.7% and 3.6% for the three and six months ended June 30, 2014, respectively. 2014 interest patronage from our Farm Credit (as defined below) borrowings, which patronage was received during the three months ended June 30, 2015, resulted in a reduction to our effective interest rate of 12.7%.

**MetLife Credit Facility**

On May 9, 2014, we closed on a facility with MetLife that consists of a \$100.0 million long-term note payable that is scheduled to mature on January 5, 2029 (the "MetLife Note Payable"), and a \$25.0 million revolving equity line of credit that is scheduled to mature on April 5, 2024 (the "MetLife Line of Credit" and, together with the MetLife Note Payable, the "MetLife Credit Facility"). Initial advances under the MetLife Note Payable bear interest at a fixed rate of 3.50% per annum, plus an unused line fee of 0.20% on undrawn amounts, and interest rates for subsequent disbursements are based on prevailing market rates at the time of such disbursements. The interest rates on the initial

advance and any subsequent disbursements will be subject to adjustment every three years. If we have not drawn the full commitment amount of \$100.0 million by December 31, 2016, MetLife has the option to be relieved of its obligation to disburse the additional funds under this loan. As of June 30, 2015, there is approximately \$66.3 million outstanding under the MetLife Note Payable that bears interest at a blended rate of 3.61% per annum. Advances under the MetLife Line of Credit initially bear interest at a variable rate equal to the three-month LIBOR plus a spread of 2.50%, with a minimum annualized rate of 2.75%, plus an unused fee of 0.20% on undrawn amounts. The interest rate spread on borrowings under the MetLife Line of Credit will be subject to adjustment in April 2017. As of June 30, 2015, there is \$2.8 million outstanding under the MetLife Line of Credit that bears interest at a rate of 2.77% per annum. While approximately \$55.9 million of the full commitment amount remains undrawn, based on the current level of collateral pledged, as of June 30, 2015, we have approximately \$16.5 million of aggregate availability under the MetLife Credit Facility.

### **Farm Credit Notes Payable**

On March 10 and April 9, 2015, we, through certain subsidiaries of our Operating Partnership, closed on two interest-only loans from Farm Credit of Central Florida, FLCA ( Farm Credit ), for an aggregate amount of approximately \$3.3 million. These loans bear interest (before interest repatriation) at a fixed rate of 3.20% throughout each of their five-year terms. On May 8, 2015, we obtained an additional loan for approximately \$2.6 million that matures in May 2030. Through April 30, 2018, this loan will bear interest at a fixed rate of 2.90%, thereafter reverting to an amortizing loan bearing interest equal to the one-month LIBOR plus 3.00%.

Proceeds from the Farm Credit Notes Payable were invested into the acquisition of new farms and to repay amounts owed under our line of credit with MetLife. As of June 30, 2015, aggregate borrowings from Farm Credit were approximately \$18.1 million, and we were in compliance with all covenants.



**Table of Contents****Farmer Mac Facility**

On December 5, 2014, we, through certain subsidiaries of our Operating Partnership, entered into a bond purchase agreement (the Bond Purchase Agreement) with Federal Agricultural Mortgage Corporation (Farmer Mac) and Farmer Mac Mortgage Securities Corporation (the Bond Purchaser), for a secured note purchase facility that provides for bond issuances up to an aggregate principal amount of \$75.0 million (the Farmer Mac Facility).

On January 5, 2015, we completed an issuance under the Farmer Mac Facility of a \$10.2 million, five-year, interest-only bond with a fixed interest rate of 3.25% throughout its term. In addition, on June 25, 2015, we issued a \$9.4 million, three-year, interest-only bond with a fixed rate of 2.60%.

Proceeds from bonds issued under the Farmer Mac Facility were invested into the acquisition of new farms. As of June, 30, 2015, the aggregate amount of bonds issued under the Farmer Mac Facility was approximately \$23.2 million, and we were in compliance with all covenants.

**Fair Value**

As of June 30, 2015, the aggregate fair value of our mortgage notes and bonds payable was approximately \$107.4 million, as compared to an aggregate carrying value of \$107.7 million. The fair value of the mortgage notes and bonds payable is valued using Level 3 inputs under the hierarchy established by ASC 820-10, Fair Value Measurements and Disclosures, and is calculated based on a discounted cash flow analysis, using discount rates based on management's estimates of market interest rates on long-term debt with comparable terms. Due to the revolving nature of our line of credit with MetLife and the lack of changes in market credit spreads, its fair value as of June 30, 2015, is deemed to approximate its carrying value of \$2.8 million.

**NOTE 6. STOCKHOLDERS' EQUITY****Distributions**

The distributions to common stockholders declared by our Board of Directors and paid by us during the six months ended June 30, 2015 and 2014 are reflected in the table below.

Fiscal Year	Declaration			Distributions per
	Date	Record Date	Payment Date	Common Share
2015	January 13, 2015	January 23, 2015	February 3, 2015	\$ 0.035
	January 13, 2015	February 18, 2015	February 27, 2015	0.035
	January 13, 2015	March 20, 2015	March 31, 2015	0.035
	April 14, 2015	April 24, 2015	May 4, 2015	0.040
	April 14, 2015	May 19, 2015	May 28, 2015	0.040
	April 14, 2015	June 19, 2015	June 30, 2015	0.040
<b>Six Months ended June 30, 2015</b>				<b>\$ 0.225</b>
2014	January 7, 2014	January 22, 2014	January 31, 2014	\$ 0.030
	January 7, 2014	February 19, 2014	February 28, 2014	0.030

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January 7, 2014	March 17, 2014	March 31, 2014	0.030
April 8, 2014	April 21, 2014	April 30, 2014	0.030
April 8, 2014	May 20, 2014	May 30, 2014	0.030
April 8, 2014	June 19, 2014	June 30, 2014	0.030

**Six Months ended June 30, 2014** **\$ 0.180**

We will provide information related to the federal income tax characterization of our 2015 distributions in an IRS Form 1099-DIV, which will be mailed to our stockholders in January 2016.

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### **Registration Statement**

We filed a universal registration statement on Form S-3 (File No. 333-194539) with the SEC on March 13, 2014, which the SEC declared effective on April 2, 2014. This universal registration statement permits us to issue up to an aggregate of \$300.0 million in securities, consisting of common stock, senior common stock, preferred stock, subscription rights, debt securities and warrants to purchase common stock, including through a combined offering of two or more of such securities. As of June 30, 2015, we have issued 1,223,453 shares of common stock for gross proceeds of \$15.0 million under this universal registration statement.

On November 5, 2014, we filed a registration statement on Form S-11 (File No. 333-199896) with the SEC, and on each of April 27 and May 11, 2015, we filed pre-effective amendments to such registration statement, which the SEC declared effective on May 13, 2015. Pursuant to this registration statement, we completed a public offering of 1,306,597 shares of our common stock at a public offering price of \$11.40 during the three months ended June 30, 2015. See 2015 Equity Issuance below for further discussion on this offering.

### **2015 Equity Issuance**

On May 15, 2015, we completed a public offering (the 2015 Follow-on Offering ) of 1,250,000 shares of our common stock at a public offering price of \$11.40 per share. As a result of this offering, we received gross proceeds of approximately \$14.3 million and net proceeds, after deducting underwriting discounts and offering expenses borne by us, of approximately \$13.2 million. On June 10, 2015, the underwriters exercised a portion of their over-allotment option in connection with our 2015 Follow-on Offering, and, as a result, we issued an additional 56,597 shares. This transaction closed on June 15, 2015, and resulted in gross proceeds of approximately \$645,000 and net proceeds, after deducting underwriting discounts and offering expenses borne by us, of approximately \$606,000.

We used the proceeds received from the 2015 Follow-on Offering to repay existing indebtedness, to fund new property acquisitions and for other general corporate purposes.

## **NOTE 7. COMMITMENTS AND CONTINGENCIES**

### **Operating Obligations**

In connection with the follow-on lease we executed upon our acquisition of Sycamore Road in July 2014, we are required to make certain irrigation improvements on the property to increase overall water availability by November 1, 2015. These improvements are expected to be completed during the three months ending December 31, 2015. As of June 30, 2015, we have expended or accrued \$519,289 related to these improvements, and we expect to incur additional costs of approximately \$275,000. In addition, we will earn additional rent on the total cost of these improvements commensurate with the then-current annual yield on the farmland.

In connection with the lease we executed upon our acquisition of Wauchula Road in September 2014, we agreed to fund certain irrigation upgrades at the tenant's option. Currently, 125 of the 590 farm acres on the property are subject to drip irrigation. Pursuant to the lease, the tenant has the option to construct irrigation improvements necessary to convert all or a portion of the drip-irrigated acres to overhead irrigation and be reimbursed by us, up to a maximum aggregate cost of \$1.5 million. The lease provides for additional rental income to be earned on the newly-converted acres upon completion of the irrigation improvements. The tenant has informed us of their intention to construct these improvements, and the work is expected to be completed during the three months ending September 30, 2015.

Upon acquiring Espinosa Road in January 2015, we assumed an eminent domain lawsuit brought by the California Department of Transportation ( CalTrans ) against the previous owner of the property for approximately 4.5 acres of nonfarmable land. CalTrans had offered \$160,000 to the previous owner as payment for the 4.5 acres; however, this offer was rejected. We intend to accept this offer of \$160,000 as fair compensation for the 4.5 nonfarmable acres, and we expect this lawsuit to be settled during the second half of 2015.

In connection with our acquisition of Parrish Road in March 2015, for which we initially paid approximately \$3.2 million, we committed to providing \$700,000 as additional compensation, contingent upon the approval by a local water management district of increases in certain water permits on the property. We expect these permits to be approved during the three months

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ending September 30, 2015. In addition, we also committed to providing up to an additional \$500,000 of capital to the tenant for certain irrigation improvements and upgrades on the property, for which we will earn additional rent on the total amount of capital committed by us. The tenant has informed us of their intention to construct these improvements, and the work is expected to be completed during the three months ending September 30, 2015.

**Litigation**

We are not currently subject to any material known or threatened litigation.

**NOTE 8. LOSS PER SHARE OF COMMON STOCK**

The following table sets forth the computation of basic and diluted loss per common share for the three and six months ended June 30, 2015 and 2014. Loss per share is computed using the weighted average number of shares outstanding during the respective periods.

	For the Three Months Ended June 30, 2015		For the Six Months Ended June 30, 2014	
	2015	2014	2015	2014
Net loss	\$ (30,289)	\$ (301,094)	\$ (5,715)	\$ (280,176)
Weighted average shares of common stock outstanding basic and diluted	8,439,855	6,530,264	8,098,681	6,530,264
<b>Basic and diluted loss per common share</b>	<b>\$ (0.00)</b>	<b>\$ (0.05)</b>	<b>\$ (0.00)</b>	<b>\$ (0.04)</b>

**NOTE 9. SUBSEQUENT EVENTS**

We have evaluated subsequent events and transactions for potential recognition or disclosure in the financial statements through August 4, 2015, the day the financial statements were issued.

**Purchase and Sale Agreements**

On July 1, 2015, we entered into two purchase and sale agreements to acquire two 1,280-acre farms located in Nebraska (each the 1,280-Acre Nebraska Property ) for an aggregate purchase price of approximately \$11.0 million. Each 1,280-Acre Nebraska Property is each irrigated farmland that is currently farmed primarily for corn, soybeans and potatoes. The prospective purchases of each 1,280-Acre Nebraska Property are expected to close during the three months ending September 30, 2015, subject to customary conditions and termination rights for transactions of this type, including a due diligence inspection period. However, there can be no assurance that these prospective acquisitions will be consummated by that time, on the terms currently anticipated, or at all.

**Property and Casualty Recovery**

On July 21, 2015, we received the remaining \$76,423 of insurance proceeds related to the fire on West Gonzales, which amount will be recognized during the three months ending September 30, 2015. No further recoveries are expected relating to the fire.

**Distributions**

On July 14, 2015, our Board of Directors declared the following monthly cash distributions to common stockholders:

<b>Record Date</b>	<b>Payment Date</b>	<b>Distribution per Common Share</b>
July 24, 2015	August 4, 2015	\$ 0.04
August 20, 2015	August 31, 2015	0.04
September 21, 2015	September 30, 2015	0.04
<b>Total:</b>		<b>\$ 0.12</b>

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**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

*All statements contained herein, other than historical facts, may constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act). These statements may relate to, among other things, future events or our future performance or financial condition. In some cases, you can identify forward-looking statements by terminology such as may, might, believe, will, provided, anticipate, future, could, growth, plan, intend, expect, should, would, if, seek, possible, potential, likely or the negative of such terms or comparable terminology. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our business, financial condition, liquidity, results of operations, funds from operations or prospects to be materially different from any future business, financial condition, liquidity, results of operations, funds from operations or prospects expressed or implied by such forward-looking statements and include, but are not limited to:*

*Changes in our industry, interest rates or the general economy;*

*Natural disasters or climactic changes impacting the regions in which our tenants operate;*

*The degree and nature of our competition;*

*Failure to maintain our qualification as a REIT;*

*Changes in our business strategy; and*

*Loss of our key personnel.*

*For further information about these and other factors that could affect our future results, please see the caption titled Risk Factors in our Annual Report on Form 10-K (the Form 10-K) for the year ended December 31, 2014, which we filed with the Securities and Exchange Commission (the SEC) on February 24, 2015. We caution readers not to place undue reliance on any such forward-looking statements, which are made pursuant to the Private Securities Litigation Reform Act of 1995 and, as such, speak only as of the date made. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, after the date of this Quarterly Report on Form 10-Q, except as required by law.*

*All references to we, our, us and the Company in this Quarterly Report mean Gladstone Land Corporation and its consolidated subsidiaries, except where it is made clear that the term refers only to Gladstone Land Corporation.*

**OVERVIEW**

**General**

We are an externally-managed real estate investment trust ( REIT ) that is engaged primarily in the business of owning and leasing farmland; we are not a grower, nor do we farm the properties we own. We currently own 11,467 acres, comprised of 36 farms (15 in California, 12 in Florida, 4 in Michigan, 4 in Oregon and 1 in Arizona) that are leased to 30 different tenants. Our tenants consist of both independent and corporate farming operations, all of which are unrelated to us. We intend to acquire more farmland in these and other states in our regions of focus that is already or will be leased to farmers, and we expect that most of our future tenants will also be independent or corporate farming operations that are unrelated to us. We may also acquire property related to farming, such as cooling facilities, freezer buildings, packinghouses, box barns, silos, storage facilities, greenhouses, processing plants and distribution centers. We generally lease our properties on a triple-net basis, an arrangement under which, in addition to rent, the tenant is required to pay the related taxes, insurance costs (including drought insurance if we were to acquire properties that depend upon rainwater for irrigation), maintenance and other operating costs. We may also elect to sell farmland at certain times, such as when the land could be developed by others for urban or suburban uses.

We were incorporated in 1997, primarily for the purpose of operating strawberry farms through our former subsidiary, Coastal Berry Company, LLC ( Coastal Berry ), an entity that provided growing, packaging, marketing and distribution of fresh berries and other agricultural products. We operated Coastal Berry as our primary business until 2004, when it was sold to Dole Food Company ( Dole ). Since 2004, our operations have consisted of leasing our farms to third-party tenants. We do not currently intend to enter into the business of growing, packing or marketing farmed products.



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We conduct substantially all of our investment activities through, and all of our properties are held, directly or indirectly, by, Gladstone Land Limited Partnership (the Operating Partnership). We control our Operating Partnership as its sole general partner, and we also currently own, directly or indirectly, all limited partnership units ( OP Units ) of our Operating Partnership. We have the ability and expectation to offer equity ownership in our Operating Partnership by issuing OP Units from time to time, in whole or in part, in exchange for agricultural real property. By structuring our acquisitions in this manner, the sellers of the real estate will generally be able to defer the realization of gains until they redeem the OP Units or sell the OP Units for cash. Persons who receive OP Units in our Operating Partnership in exchange for real estate or interests in entities that own real estate will be entitled to redeem these OP Units for cash or, at our election, shares of our common stock on a one-for-one basis at any time after holding the OP Units for one year. We have yet to acquire any properties through issuance of OP Units.

We intend to continue to lease our farm properties to corporate farmers or independent farmers that sell their products through national corporate marketers-distributors. We expect to continue to earn rental and interest income from our investments.

Gladstone Management Corporation (our Adviser ) manages our real estate portfolio pursuant to an advisory agreement, and Gladstone Administration, LLC (our Administrator ) provides administrative services to us pursuant to an administration agreement. Our Adviser and our Administrator collectively employ all of our personnel and pay directly their salaries, benefits and general expenses.

## **Leases**

Most of our agricultural leases are on a triple-net basis and have original terms ranging from 3 to 10 years for properties growing row crops and 5 to 15 years for properties growing permanent crops, often with options to extend the lease further. Rent is generally payable to us on either an annual or semi-annual basis, with one-half due at the beginning of the year and the second half due later in the year. Further, most of our leases contain provisions that provide for annual increases in the rental amounts payable by the tenants, often referred to as escalation clauses. The escalation clauses may specify fixed dollar amount or percentage increases each year, or it may be variable, based on standard cost of living or inflation indices. In addition, some leases that are longer-term in nature may require a regular survey of comparable land rents, with the rent owed per the lease being adjusted to reflect current market rents. We have not entered into any leases that include variable rent based on the success of the harvest each year; however, should we choose to do so, we would generally require the lease to include the guarantee of a minimum amount of rental income that satisfies our investment return criteria. Currently, our 36 farms are leased under original lease terms ranging from 1 to 15 years, with 21 farms leased on a pure triple-net basis, and 15 farms leased on a partial-net basis, with the landlord responsible for all or a portion of the related property taxes. However, due to follow-on leases we have executed on certain of our properties, two of our farms that are currently leased on a partial-net basis will convert to pure triple-net leases in November 2015.

We monitor our tenants' credit quality on an ongoing basis by, among other things, periodically conducting site visits of the properties to ensure farming operations are taking place and to assess the general maintenance of the properties. To date, we have not identified any changes to credit quality of our tenants, and all tenants continue to pay pursuant to the terms of their respective leases.

## **Lease Expirations**

Farm leases are often short-term in nature, so in any given year, we may have multiple leases up for renewal or extension. We had three agricultural leases that were originally due to expire in 2015, all of which have been renewed or extended. These leases were renewed or extended for periods ranging from two to five additional years at rental

rates representing an average increase of 9.3% over the respective previous leases. In addition, we renewed one of our leases that was originally scheduled to expire in 2016 for an additional six years at a 32.5% increase in the rental rate. All of these leases were renewed or extended with the existing tenants, thus incurring no downtime on any of the farms. In aggregate, these properties accounted for approximately 4.8% of the total acreage owned as of June 30, 2015, and 15.9% of the total rental income recorded for the six months ended June 30, 2015.

We have one additional agricultural lease due to expire in 2016. We have begun negotiations with the existing tenant on the property, and we anticipate being able to renew the lease prior to its expiration. Further, given the current market conditions in the regions where the farm is located, we expect to be able to renew the lease at a higher rental rate than that of the existing lease. However, there can be no assurance that we will be able to renew the lease at a rate favorable to us, if at all, or be able to find a replacement tenant, if necessary.

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The following table summarizes the lease expirations by year for our properties with leases in place as of June 30, 2015:

<b>Year</b>	<b>Number of Expiring Leases</b>	<b>Expiring Leased Acreage</b>	<b>% of Total Acreage</b>	<b>Rental Revenue for the Six Months Ended June 30, 2015</b>	<b>% of Total Rental Revenue</b>
2015 <sup>(1)</sup>	1	0	0.0%	\$ 16,032	0.3%
2016	1	331	2.9%	380,801	7.0%
2017	9	684	6.0%	1,100,220	20.4%
2018	3	370	3.2%	184,242	3.4%
2019	0	0	0.0%		0.0%
2020	6	3,888	33.9%	1,634,991	30.3%
Thereafter	11	6,194	54.0%	2,086,497	38.6%
<b>Totals</b>	<b>31</b>	<b>11,467</b>	<b>100.0%</b>	<b>\$ 5,402,783</b>	<b>100.0%</b>

<sup>(1)</sup> Represents a surface area lease on a portion of one property leased to an oil company that is renewed on a year-to-year basis. The remaining three leases originally scheduled to expire in 2015 were renewed during the six months ended June 30, 2015.

**Business Environment**

Increasing global demand for food has led to both steady and significant increases in farmland values across the majority of the U.S. over the past decade. According to the U.S. Department of Agriculture (the USDA), average per-acre values of U.S. farmland have more than doubled since 2009. Moreover, according to the National Council of Real Estate Investment Fiduciaries (NCREIF), the values of U.S. farmland have averaged returns of 12.6% in 2014 and 14.1% annually since 2000. These value increases are even higher for high-quality U.S. cropland (our current investment focus), partially in response to lifestyle shifts away from processed and frozen foods towards fresh produce. While farmland values in parts of the Midwest declined for the first time in decades during 2014, driven by sharply lower grain prices, according to NCREIF, annual cropland in the regions where our properties are located continued to experience steady increases in value, as they have each year since 1990. We expect this trend to become even stronger as per-capita income rises and a higher percentage of household income is dedicated toward food.

Domestic and global population growth is a major driver behind the overall increased value and demand for farmland. According to the Food and Agriculture Organization of the United Nations, global population is expected to grow by 34% between 2009 and 2050. In contrast, over the same period, the area of arable land is projected to expand by only 5%, with the ongoing trend of rapid urbanization and conversion of farmland continuing at an accelerating pace. Quality farmland in the U.S. currently has a near-zero vacancy rate, compared to vacancy rates of over 14% for office space, according to a recent quarterly report released by CBRE Group, Inc. Further, according to the USDA, approximately 40% of all U.S. farm acreage is operated by non-owners, and we expect that several factors, including steadily-increasing land prices, the increasing average age of farmers in the U.S. and expanding government crop insurance programs that encourage farmers to invest more in expanding their operations than in owning more farmland, exist that will influence growers toward renting versus owning their own farmland. Given the trends currently driving increased demand for farmland, we do not believe vacancy rates for U.S. farmland will increase over

the short- or long-term.

We believe that population growth and the rising demand for food and U.S. farmland, which is drastically mismatched with the shrinking supply of farmland, will result in a strong increase in demand for our farms over the long-term, enabling us to consistently increase the rental rates on our farms. We also expect that the values of our farmland will increase at rates greater than that of inflation, helping to offset the impact of expected rising interest rates. However, while increased development and changing patterns of use are likely to increase the land values and rents in our portfolio, it could also result in upward pressure on prices for farms that we seek to acquire. We intend to mitigate this risk by continuing to seek out superior and diversified cropland across the U.S. and including annual escalations and market-rate adjustments to the rental rates in our leases.

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Concerns over water rights and the overall availability of water have been a major cause in the slowing of acreage increases of U.S. croplands. In California, the recent drought has driven prices for farmland located in highly-desirable regions with water accessibility upwards and has forced many producers to either cut back on acres in production or move to less-desirable regions. Fortunately, the drought has had little impact on our farms, since all of our properties have their own water sources via wells which undergo thorough testing to ensure adequate depth, flow and crop coverage. Despite the impact of last year's drought, the weather in California over the past year has been favorable for fresh produce, particularly strawberries, as quality and yields have remained high. Moreover, major relief is expected for those areas impacted by the drought in California. The National Oceanic Atmospheric Administration is expecting the 2015 El Niño phase of the El Niño Southern Oscillation ( El Niño ), which typically brings heavy rainfall to California during the fall and winter seasons, to rival the strongest El Niño in recorded history, predicting it to last into the spring of 2016. In Florida, fruit and vegetable production experienced its strongest spring in over four years, as a result of ideal weather, excellent quality and inconsistent production out of Mexico. Blueberry production conditions have also been excellent this year in the Pacific Northwest, where four of our farms are located. However, in the unlikely event that our tenants begin to experience significant losses due to the drought, a major mitigating factor is the recently-enacted U.S. farm bill, the Agricultural Act of 2014 (the Farm Bill ). In addition to increasing government subsidy amounts and improving existing crop insurance program for farmers, the Farm Bill has also expanded the emergency programs to provide significantly better coverage to such events as disaster and drought relief.

**Recent Developments****Investment Activity**

During the six months ended June 30, 2015, we acquired four farms in three separate transactions, which are summarized in the table below:

Property Name	Property Location	Acquisition Date	Number of Farms	Primary Crop(s)	Lease Term	Renewal Options	Total Purchase Price	Acquisition Costs	Annualized Straight-line Rent <sup>(1)</sup>	
Dinosa ad <sup>(2)</sup>	Salinas, CA	1/5/2015	331	1	Strawberries	1.8 years	None	\$ 16,905,500	\$ 87,512 <sup>(3)</sup>	\$ 778,34
Irish Road	Duette, FL	3/10/2015	419	1	Strawberries	10.3 years	2 (5 years)	3,913,280	101,610 <sup>(3)</sup>	251,83
Immokalee change	Immokalee, FL	6/25/2015	2,678	2	Misc. Vegetables	5.0 years	2 (5 years)	15,757,700	148,960 <sup>(3)</sup>	960,10
			3,428	4			\$ 36,576,480	\$ 338,082	\$ 1,990,27	

- (1) Annualized GAAP amount is based on the minimum rental payments required per the lease and includes the amortization of any above-market and below-market lease values recorded.
- (2) In connection with this acquisition, our Adviser earned a finder's fee of \$320,905, which fee was fully credited back to us by our Adviser during the three months ended March 31, 2015.
- (3) Acquisition accounted for as a business combination under ASC 805. As such, all acquisition-related costs were expensed as incurred, other than direct leasing costs, which were capitalized. In aggregate, we incurred \$7,225 of direct leasing costs in connection with these acquisitions.

In addition, we are currently entered into the following purchase agreements:

<b>Date Entered Into</b>	<b>Gross Acres</b>	<b>State</b>	<b>Primary Crop(s)</b>	<b>Purchase Price</b>
6/17/2015	841	CA	Almonds <sup>(1)</sup>	\$ 18,922,500
7/1/2015	1,280	NE	Corn, soybeans and potatoes	5,504,000
7/1/2015	1,280	NE	Corn, soybeans and potatoes	5,504,000
	3,401			\$ 29,930,500

- (1) Property is currently planted with wine grape vineyards. However, if we acquire the property, we intend to develop the entire property with new almond trees.

**Table of Contents*****Leasing Activity***

The following significant leasing events occurred with regard to our already-existing properties:

*Keysville Road.* On February 9, 2015, we terminated the lease with the tenant occupying 59 acres of farmland near Plant City, Florida, and, on February 10, 2015, entered into a lease with a new tenant to occupy the property. The new lease is scheduled to expire on June 30, 2020, four years beyond that of the previous lease, and provides for rent escalations over its life, with minimum, annualized straight-line rental income of \$73,749, representing a 7.9% increase over that of the previous lease. In connection with the termination of the previous lease, during the six months ended June 30, 2015, we wrote off \$32,497 of rental income that had been recorded in prior periods.

*Spring Valley.* On February 23, 2015, we renewed the lease with the tenant occupying 145 acres of farmland near Watsonville, California, which was originally set to expire on September 30, 2016. The lease was renewed for an additional six years, through September 30, 2022, and provides for rent escalations over its life, with minimum annualized, straight-line rental income of \$327,904, representing a 32.5% increase over that of the previous lease. The new lease also grants the tenant two options to extend the lease for an additional six years each.

*Santa Clara.* On April 8, 2015, the tenant occupying 333 acres of farmland near Oxnard, California, exercised its option to extend the two existing leases, which were originally set to expire on July 31, 2015. The leases were extended for an additional two years, through July 31, 2017, and provide for aggregate annualized straight-line rental income of approximately \$1,303,000, representing a 5.8% increase over that of the previous leases.

*Dalton Lane.* On April 13, 2015, we renewed the lease with the tenant occupying 72 acres of farmland near Watsonville, California, which was originally set to expire on October 31, 2015. The lease was renewed for an additional five years, through October 31, 2020, and provides for rent escalations over its life, with annualized, straight-line rental income of approximately \$164,000, representing a 16.8% increase over that of the previous lease. The new lease also grants the tenant one option to extend the lease for an additional five years.

***Financing Activity******Farm Credit***

Since January 1, 2015, we have closed on three separate loans with Farm Credit of Central Florida, FLCA ( Farm Credit ), for an aggregate amount of approximately \$5.9 million. Terms of each of these notes are summarized in the following table:

<b>Date of Issuance</b>	<b>Initial Commitment</b>	<b>Maturity Date</b>	<b>Current Balance Outstanding</b>	<b>Principal Amortization</b>	<b>Interest Rate Terms<sup>(1)</sup></b>
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3/10/2015	2,374,680	5/1/2020	\$ 2,374,680	None	3.20%, fixed throughout term
4/9/2015	897,600	6/1/2020	897,600	None	3.20%, fixed throughout term
5/8/2015	2,640,000	5/1/2030	2,640,000	None <sup>(2)</sup>	2.90%, fixed through 4/30/2018; variable thereafter (1-mo LIBOR + 3.00%)

(1) Rates are before interest repatriation. Interest patronage received for 2014 reduced the stated interest rate by 12.7%.

(2) Interest only through April 30, 2018. Note converts to a 20-year amortization thereafter.

Proceeds from these notes were used to repay existing indebtedness, to fund new property acquisitions and for other general corporate purposes.



**Table of Contents***Farmer Mac*

Pursuant to a bond purchase agreement we entered into on December 5, 2014, with Federal Agricultural Mortgage Corporation ( Farmer Mac ) and Farmer Mac Mortgage Securities Corporation for a secured note purchase facility that provides for bond issuances up to an aggregate principal amount of \$75.0 million (the Farmer Mac Facility ), we have issued two bonds since January 1, 2015, the terms of each of which are summarized in the following table.

Date of Issuance	Initial Commitment	Maturity Date	Current Balance Outstanding	Principal Amortization	Interest Rate Terms
1/5/2015	\$ 10,178,000	1/6/2020	\$ 10,178,000	None	3.25%, fixed throughout term
6/25/2015	9,360,000	7/30/2018	9,360,000	None	2.60%, fixed throughout term

Proceeds from these bond issuances were used for new property acquisitions.

*2015 Equity Issuance*

On May 15, 2015, we completed a public offering of our common stock at a public offering price of \$11.40 per share, and, on June 10, 2015, the underwriters exercised a portion of their over-allotment option, which closed on June 15, 2015 (collectively, the 2015 Follow-on Offering ). As a result of our 2015 Follow-on Offering, we issued 1,306,597 shares of our common stock, resulting in gross proceeds of approximately \$14.9 million and net proceeds, after deducting underwriting discounts and offering expenses borne by us, of approximately \$13.8 million. Proceeds received from the 2015 Follow-on Offering were used to repay existing indebtedness, to fund new property acquisitions, and for other general corporate purposes.

**Portfolio Diversity**

Since our initial public offering in January 2013 (the IPO ), we have expanded our portfolio of 12 farms leased to 7 different, unrelated tenants to a current portfolio of 36 farms leased to 30 different, unrelated tenants. While our focus remains in farmland suitable for growing fresh produce row crops, we have also begun to diversify our portfolio into farmland suitable for other crop types, including permanent crops, consisting primarily of blueberries, and certain commodity crops, consisting primarily of corn and beans. The following table summarizes the different sources of revenues for our properties with leases in place as of and for the six months ended June 30, 2015 and 2014:

Revenue Source	As of and For the Six Months Ended June 30, 2015				As of and For the Six Months Ended June 30, 2014				Annualized Straight-line Rental Income as of June 30, 2015 <sup>(1)</sup>	
	Total Farmable Acres	% of Total Farmable Acres	Rental Revenue	% of Total Farmable Revenue	Total Farmable Acres	% of Total Farmable Acres	Rental Revenue	% of Total Farmable Revenue	Total Rental Revenue	% of Total Rental Revenue
Annual row crops fresh produce <sup>(2)</sup>	6,903	78.2%	\$ 4,324,577	80.0%	4,719	71.0%	\$ 2,252,175	73.7%	\$ 9,801,035	82.0%
	1,460	16.5%	220,281	4.1%	1,469	22.1%	203,035	6.6%	444,767	3.7%

Annual row  
crops  
commodity  
crops<sup>(3)</sup>

<b>Subtotal</b>	<b>Total</b>									
<b>annual row</b>										
<b>crops</b>	8,363	94.7%	4,544,858	84.1%	6,188	93.1%	2,455,210	80.3%	10,245,802	85.7%
Permanent crops <sup>(4)</sup>	466	5.3%	280,284	5.2%	457	6.9%	236,032	7.7%	561,268	4.7%
<b>Subtotal</b>	<b>8,829</b>	<b>100.0%</b>	<b>4,825,142</b>	<b>89.3%</b>	<b>6,645</b>	<b>100.0%</b>	<b>2,691,242</b>	<b>88.0%</b>	<b>10,807,070</b>	<b>90.4%</b>
Facilities and other <sup>(5)</sup>		0.0%	577,641	10.7%		0.0%	365,685	12.0%	1,153,270	9.6%
<b>Total</b>	<b>8,829</b>	<b>100.0%</b>	<b>\$ 5,402,783</b>	<b>100.0%</b>	<b>6,645</b>	<b>100.0%</b>	<b>\$ 3,056,927</b>	<b>100.0%</b>	<b>\$ 11,960,340</b>	<b>100.0%</b>

- (1) Annualized straight-line rent amount is based on the minimum rental payments required per the leases in place as of June 30, 2015, and includes the amortization of any above-/below-market lease values and tenant improvements paid for by the tenant.
- (2) Includes berries and other fruits, such as strawberries, raspberries and melons, and vegetables, such as cabbage, carrots, celery, cucumbers, lettuce, mint, onions, peas, peppers, potatoes, radicchio, spinach and tomatoes.
- (3) Includes beans, corn, grass and wheat.
- (4) Includes blueberries, avocados and lemons.
- (5) Consists primarily of rental revenue from: (i) farm-related facilities, such as coolers, packinghouses, distribution centers, residential houses for tenant farmers and other minor farm-related buildings; (ii) a surface area lease with an oil company on a small parcel of one of our properties; and (iii) unused areas on certain of our farms.

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Our acquisition of 24 farms since our IPO has also allowed us to further diversify our portfolio geographically. The following table summarizes the different geographic locations of our properties with leases in place as of and for the six months ended June 30, 2015 and 2014:

State	As of and For the Six Months Ended June 30, 2015				As of and For the Six Months Ended June 30, 2014				Annualized GAAP Rental Income as of June 30, 2015 <sup>(1)</sup>	
	Total Acres	% of Total Acres	Rental Revenue	% of Total Rental Revenue	Total Acres	% of Total Acres	Rental Revenue	% of Total Rental Revenue	Total Rental Revenue	% of Total Rental Revenue
California	2,722	23.7%	\$ 3,712,894	68.7%	1,599	24.8%	\$ 2,051,017	67.1%	\$ 7,500,128	62.7%
Florida	4,401	38.4%	820,834	15.2%	496	7.7%	240,304	7.9%	2,715,498	22.7%
Oregon	2,313	20.2%	583,763	10.8%	2,313	35.9%	492,121	16.1%	1,169,925	9.8%
Arizona	1,761	15.4%	161,935	3.0%	1,761	27.4%	145,328	4.7%	328,075	2.7%
Michigan	270	2.3%	123,357	2.3%	270	4.2%	128,157	4.2%	246,714	2.1%
	<b>11,467</b>	<b>100.0%</b>	<b>\$ 5,402,783</b>	<b>100.0%</b>	<b>6,439</b>	<b>100.0%</b>	<b>\$ 3,056,927</b>	<b>100.0%</b>	<b>\$ 11,960,340</b>	<b>100.0%</b>