

ARCHER DANIELS MIDLAND CO
Form 10-K
February 17, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D. C. 20549
FORM 10-K

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

For the fiscal year ended December 31, 2016

Commission file number 1-44
ARCHER-DANIELS-MIDLAND COMPANY
(Exact name of registrant as specified in its charter)
Delaware 41-0129150
(State or other jurisdiction of (I. R. S. Employer
incorporation or organization) Identification No.)

77 West Wacker Drive, Suite 4600 60601
Chicago, Illinois
(Address of principal executive offices) (Zip Code)

312-634-8100
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, no par value	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes
No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes
No

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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 definition of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer
Non-accelerated Filer

Accelerated Filer
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

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter.

Common Stock, no par value--\$24.4 billion
(Based on the closing sale price of Common Stock as reported on the New York Stock Exchange as of June 30, 2016)

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date.

Common Stock, no par value—571,080,171 shares
(February 10, 2017)

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the proxy statement for the annual meeting of stockholders to be held May 4, 2017, are incorporated by reference into Part III of this Form 10-K.

SAFE HARBOR STATEMENT

This Form 10-K contains forward-looking information that is subject to certain risks and uncertainties that could cause actual results to differ materially from those projected, expressed, or implied by such forward-looking information. In some cases, you can identify forward-looking statements by our use of words such as "may", "will", "should", "anticipates", "believes", "expects", "plans", "future", "intends", "could", "estimate", "predict", "potential" or "contingent", the negative of other similar expressions. The Company's actual results could differ materially from those discussed or implied herein. Factors that could cause or contribute to such differences include, but are not limited to, those discussed in this Form 10-K for the year ended December 31, 2016. Among these risks are legislative acts; changes in the prices of food, feed, and other commodities, including gasoline; and macroeconomic conditions in various parts of the world. To the extent permitted under applicable law, the Company assumes no obligation to update any

forward-looking statements as a result of new information or future events.

2

Table of Contents

Item No.	Description	Page No.
	Part I	
1.	<u>Business</u>	<u>4</u>
1A.	<u>Risk Factors</u>	<u>9</u>
	<u>Unresolved</u>	
1B.	<u>Staff</u>	<u>14</u>
	<u>Comments</u>	
2.	<u>Properties</u>	<u>15</u>
3.	<u>Legal</u>	<u>21</u>
	<u>Proceedings</u>	
4.	<u>Mine Safety</u>	<u>21</u>
	<u>Disclosures</u>	
	Part II	
	<u>Market for</u>	
	<u>Registrant's</u>	
	<u>Common</u>	
	<u>Equity, Related</u>	
5.	<u>Stockholder</u>	<u>22</u>
	<u>Matters, and</u>	
	<u>Issuer</u>	
	<u>Purchases of</u>	
	<u>Equity</u>	
	<u>Securities</u>	
6.	<u>Selected</u>	<u>24</u>
	<u>Financial Data</u>	
	<u>Management's</u>	
	<u>Discussion and</u>	
7.	<u>Analysis of</u>	<u>26</u>
	<u>Financial</u>	
	<u>Condition and</u>	
	<u>Results of</u>	
	<u>Operations</u>	
	<u>Quantitative</u>	
	<u>and Qualitative</u>	
7A.	<u>Disclosures</u>	<u>46</u>
	<u>About Market</u>	
	<u>Risk</u>	
	<u>Financial</u>	
8.	<u>Statements and</u>	<u>48</u>
	<u>Supplementary</u>	
	<u>Data</u>	
9.	<u>Changes in and</u>	<u>108</u>
	<u>Disagreements</u>	
	<u>With</u>	
	<u>Accountants on</u>	

	<u>Accounting and</u>	
	<u>Financial</u>	
	<u>Disclosure</u>	
9A.	<u>Controls and</u>	<u>108</u>
	<u>Procedures</u>	
9B.	<u>Other</u>	<u>108</u>
	<u>Information</u>	

	Part III	
	<u>Directors,</u>	
	<u>Executive</u>	
10.	<u>Officers and</u>	<u>109</u>
	<u>Corporate</u>	
	<u>Governance</u>	
11.	<u>Executive</u>	<u>111</u>
	<u>Compensation</u>	
	<u>Security</u>	
	<u>Ownership of</u>	
	<u>Certain</u>	
	<u>Beneficial</u>	
12.	<u>Owners and</u>	<u>111</u>
	<u>Management</u>	
	<u>and Related</u>	
	<u>Stockholder</u>	
	<u>Matters</u>	
	<u>Certain</u>	
	<u>Relationships</u>	
13.	<u>and Related</u>	<u>111</u>
	<u>Transactions,</u>	
	<u>and Director</u>	
	<u>Independence</u>	
	<u>Principal</u>	
14.	<u>Accounting</u>	<u>111</u>
	<u>Fees and</u>	
	<u>Services</u>	

	Part IV	
	<u>Exhibits and</u>	
15.	<u>Financial</u>	<u>112</u>
	<u>Statement</u>	
	<u>Schedules</u>	
16.	Form 10-K	<u>115</u>
	Summary	
	<u>Signatures</u>	<u>116</u>

PART I

Item 1. BUSINESS

Company Overview

Archer-Daniels-Midland Company (the Company) was incorporated in Delaware in 1923, successor to the Daniels Linseed Co. founded in 1902. The Company is one of the world's leading processors of oilseeds, corn, wheat, and other agricultural commodities and is a leading manufacturer of protein meal, vegetable oil, corn sweeteners, flour, biodiesel, ethanol, and other value-added food and feed ingredients. The Company also has an extensive global grain elevator and transportation network to procure, store, clean, and transport agricultural commodities, such as oilseeds, corn, wheat, milo, oats, and barley, as well as processed agricultural commodities. The Company has significant investments in joint ventures. The Company expects to benefit from these investments, which typically aim to expand or enhance the Company's market for its products or offer other benefits including, but not limited to, geographic or product line expansion.

The Company's vision is to be the most admired global agribusiness while creating value and growing responsibly. The Company's strategy involves expanding the volume and diversity of crops that it merchandises and processes, expanding the global reach of its core model, and expanding its value-added product portfolio. The Company desires to execute this vision and these strategies by conducting its business in accordance with its core values of operating with integrity, treating others with respect, achieving excellence, being resourceful, displaying teamwork, and being responsible.

As the world population grows, so does demand for quality foods, feed ingredients for livestock, alternative fuels, and environmentally friendly alternatives to traditional chemicals. As one of the world's leading agricultural processors, the Company plays a pivotal role in meeting all of these needs in sustainable ways. The Company produces the food ingredients, biofuels, and other products that manufacturers around the world use to provide wholesome food and a better life to millions of people around the globe.

Segment Descriptions

The Company's operations are organized, managed, and classified into four reportable business segments: Agricultural Services, Corn Processing, Oilseeds Processing, and Wild Flavors and Specialty Ingredients. Each of these segments is organized based upon the nature of products and services offered. The Company's remaining operations are not reportable business segments, as defined by the applicable accounting standard, and are classified as Other. Financial information with respect to the Company's reportable business segments is set forth in Note 17 of "Notes to Consolidated Financial Statements" included in Item 8 herein, "Financial Statements and Supplementary Data."

Agricultural Services

The Agricultural Services segment utilizes its extensive global grain elevator and transportation networks, and port operations to buy, store, clean, and transport agricultural commodities, such as oilseeds, corn, wheat, milo, oats, rice, and barley, and resells these commodities primarily as food and feed ingredients and as raw materials for the agricultural processing industry. The Agricultural Services segment includes international agricultural commodities merchandising and handling activities managed through a global trade desk based in Rolle, Switzerland. Agricultural Services' grain sourcing, handling, and transportation network provides reliable and efficient services to the Company's customers and agricultural processing operations. Agricultural Services' transportation network capabilities include barge, ocean-going vessel, truck, rail, and container freight services. The Agricultural Services segment also includes the activities related to structured trade finance and the processing of wheat into wheat flour. In April 2016, the Company acquired a 50% interest in Cairo, Egypt-based Medsofts Group, a consolidated joint venture that owns and

manages merchandising and supply chain operations.

The Company has a 32.2% interest in Pacifacor (formerly Kalama Export Company LLC). Pacifacor owns and operates a grain export elevator in Kalama, WA and a grain export elevator in Portland, OR.

The Company held a 19.8% interest in GrainCorp Limited (GrainCorp), a publicly listed company on the Australian Stock Exchange, until its sale in December 2016. GrainCorp is engaged in grain receipt and handling, transportation, port operations, oilseed processing, malt processing, flour processing, and grain marketing activities.

Item 1. BUSINESS (Continued)

Corn Processing

The Company's Corn Processing segment is engaged in corn wet milling and dry milling activities, utilizing its asset base primarily located in the central part of the United States with additional facilities in China, Bulgaria, Morocco, and Turkey. The Corn Processing segment converts corn into sweeteners, starches, and bioproducts. Its products include ingredients used in the food and beverage industry including sweeteners, starch, syrup, glucose, and dextrose. Dextrose and starch are used by the Corn Processing segment as feedstocks for its bioproducts operations. By fermentation of dextrose, the Corn Processing segment produces alcohol, amino acids, and other food and animal feed ingredients. Ethyl alcohol is produced by the Company for industrial use as ethanol or as beverage grade. Ethanol, in gasoline, increases octane and is used as an extender and oxygenate. Bioproducts also include essential amino acids such as lysine and threonine used in swine and poultry diets to optimize performance. Corn gluten feed and meal, as well as distillers' grains, are produced for use as animal feed ingredients. Corn germ, a by-product of the wet milling process, is further processed into vegetable oil and protein meal. The Corn Processing segment also includes activities related to the processing and distribution of formula feeds and animal health and nutrition products. Other Corn Processing products include citric acids and glycols, all of which are used in various food and industrial products. The Corn Processing segment also included the activities of the Company's Brazilian sugarcane ethanol plant and related operations until the Company completed the sale of these operations in May 2016. In June 2016, the Company acquired from Tate & Lyle a Casablanca, Morocco-based corn wet mill that produces glucose and native starch. In February 2017, the Company acquired Crosswind Industries, Inc., an industry leader in the manufacture of contract and private label pet treats and foods, as well as specialty ingredients.

Hungrana Ltd., in which the Company owns a 50% interest, operates a wet corn milling plant in Hungary.

Almidones Mexicanos S.A., in which the Company has a 50% interest, operates a wet corn milling plant in Mexico.

Red Star Yeast Company, LLC produces and sells fresh and dry yeast in the United States and Canada. The Company has a 40% ownership interest in this joint venture.

Oilseeds Processing

The Oilseeds Processing segment includes global activities related to the origination, merchandising, crushing, and further processing of oilseeds such as soybeans and soft seeds (cottonseed, sunflower seed, canola, rapeseed, and flaxseed) into vegetable oils and protein meals. Oilseeds products produced and marketed by the Company include ingredients for the food, feed, energy, and industrial products industries. Crude vegetable oils produced by the segment's crushing activities are sold "as is" or are further processed by refining, blending, bleaching, and deodorizing into salad oils. Salad oils are sold "as is" or are further processed by hydrogenating and/or interesterifying into margarine, shortening, and other food products. Partially refined oils are used to produce biodiesel or are sold to other manufacturers for use in chemicals, paints, and other industrial products. Oilseed protein meals are principally sold to third parties to be used as ingredients in commercial livestock and poultry feeds. In Europe and South America, the Oilseeds Processing segment includes origination and merchandising activities as adjuncts to its oilseeds processing assets. These activities include a network of grain elevators, port facilities, and transportation assets used to buy, store, clean, and transport grains and oilseeds. The Oilseeds Processing segment is a major supplier of peanuts, tree nuts, and peanut-derived ingredients to both the U.S. and export markets. In North America, cottonseed flour is produced and sold primarily to the pharmaceutical industry and cotton cellulose pulp is manufactured and sold to the chemical, paper, and filter markets. The Oilseeds Processing segment also included activities related to its global chocolate and cocoa businesses until the sale of these businesses in July 2015 and October 2015, respectively. In November 2016,

the Company completed the expansion of Olenex, a 37.5% joint venture with Wilmar International Limited (Wilmar). Olenex owns and operates specialty oils and fats, palm refining, and tropical oils processing plants in Europe.

The Company has an equity interest in Wilmar, a Singapore publicly listed company. The Company acquired additional shares in Wilmar increasing its ownership interest from 19.0% to 20.0% in March 2016, 22.0% in June 2016, 23.2% in September 2016, and 23.9% in January 2017. Wilmar, a leading agribusiness group in Asia, is engaged in the businesses of oil palm cultivation, oilseeds crushing, edible oils refining, sugar milling and refining, specialty fats, oleo chemicals, biodiesel and fertilizers manufacturing, and grains processing.

Stratas Foods LLC, a joint venture between the Company and ACH Jupiter, LLC, a subsidiary of Associated British Foods, procures, packages, and sells edible oils in North America. The Company has a 50% ownership interest in this joint venture.

Item 1. BUSINESS (Continued)

The Company has a 50% interest in Edible Oils Limited, a joint venture between the Company and Princes Limited to procure, package, and sell edible oils in the United Kingdom. The Company also formed a joint venture with Princes Limited in Poland to procure, package, and sell edible oils in Poland, Czech Republic, Slovakia, Hungary, and Austria.

The Company is a major supplier of agricultural commodity raw materials to Wilmar, Stratas Foods LLC, and Edible Oils Limited.

Wild Flavors and Specialty Ingredients

The Wild Flavors and Specialty Ingredients (WFSI) segment engages in the manufacturing, sales, and distribution of specialty products including natural flavor ingredients, flavor systems, natural colors, proteins, emulsifiers, soluble fiber, polyols, hydrocolloids, natural health and nutrition products, and other specialty food and feed ingredients. The WFSI segment also includes the activities related to the procurement, processing, and distribution of edible beans. The Company acquired a 90% controlling stake in Harvest Innovations, an industry leader in minimally processed, expeller-pressed soy proteins, oils, and gluten-free ingredients in February 2016; the remaining 60% interest in Amazon Flavors, a leading Brazilian manufacturer of natural extracts, emulsions and compounds, in May 2016; and Caterina Foods, a leading toll manufacturer of specialty gluten-free and high-protein pastas, in September 2016.

Other

Other includes the Company's remaining operations, primarily its financial business units, related to futures commission and insurance activities.

ADM Investor Services, Inc., a wholly owned subsidiary of the Company, is a registered futures commission merchant and a clearing member of all principal commodities exchanges in the U.S. ADM Investor Services International, Limited, a member of several commodity exchanges and clearing houses in Europe, ADMIS Hong Kong Limited, and ADMIS Singapore Pte. Limited, are wholly owned subsidiaries of the Company offering broker services in Europe and Asia.

Captive insurance includes Agrinational Insurance Company (Agrinational) and its subsidiaries. Agrinational, a wholly owned subsidiary of the Company, provides insurance coverage for certain property, casualty, marine, credit, and other miscellaneous risks of the Company. Agrinational also participates in certain third-party reinsurance arrangements and retains a portion of the crop insurance risk written by ADM Crop Risk Services, a wholly owned subsidiary. ADM Crop Risk Services is a managing general agent which sells and services crop insurance policies to farmers.

Corporate

Compagnie Industrielle et Financiere des Produits Amylaces SA (Luxembourg) and affiliates (CIP), in which the Company has a 43.7% interest, is a joint venture which targets investments in food, feed ingredients, and bioproducts businesses.

Methods of Distribution

The Company's products are distributed mainly in bulk from processing plants or storage facilities directly to customers' facilities. The Company has developed a comprehensive transportation capability to efficiently move both commodities and processed products virtually anywhere in the world. The Company owns or leases large numbers of the trucks, trailers, railroad tank and hopper cars, river barges, towboats, and ocean-going vessels used to transport the Company's products to its customers.

Item 1. BUSINESS (Continued)

Concentration of Revenues by Product

The following products account for 10% or more of revenues for the following periods:

	% of Revenues		
	Year Ended		
	December 31		
	2016	2015	2014
Soybeans	17%	16%	16%
Soybean Meal	13%	13%	13%
Corn	10%	11%	10%

Status of New Products

The Company continues to expand the size and global reach of its business through the development of new products. Acquisitions, especially in the Wild Flavors and Specialty Ingredients segment, expand the Company's ability to serve the customers' evolving needs through its offering of natural flavor and ingredient products. The Company does not expect any of its new products to have a significant impact on the Company's revenues in 2017.

Source and Availability of Raw Materials

Substantially all of the Company's raw materials are agricultural commodities. In any single year, the availability and price of these commodities are subject to factors such as changes in weather conditions, plantings, government programs and policies, competition, changes in global demand, changes in standards of living, and global production of similar and competitive crops. The Company's raw materials are procured from thousands of growers, grain elevators, and wholesale merchants in North America, South America, Europe, Asia, Australia, and Africa, pursuant primarily to short-term (less than one year) agreements or on a spot basis. The Company is not dependent upon any particular grower, elevator, or merchant as a source for its raw materials.

Patents, Trademarks, and Licenses

The Company owns patents, trademarks, and licenses, principally consisting of \$205 million of trademarks from the Wild Flavors acquisition in 2014, but does not consider any segment of its business dependent upon any single or group of patents, trademarks or licenses.

Seasonality, Working Capital Needs, and Significant Customers

Since the Company is widely diversified in global agribusiness markets, there are no material seasonal fluctuations in overall global processing volumes and the sale and distribution of its products and services. There is a degree of seasonality in the growing cycles, procurement, and transportation of the Company's principal raw materials: oilseeds, corn, wheat, sugarcane, and other grains.

The prices of agricultural commodities, which may fluctuate significantly and change quickly, directly affect the Company's working capital requirements. Because the Company has a higher portion of its operations in the northern hemisphere, principally North America and Europe, relative to the southern hemisphere, primarily South America, inventory levels typically peak after the northern hemisphere fall harvest and are generally lower during the northern

hemisphere summer months. Working capital requirements have historically trended with inventory levels. No material part of the Company's business is dependent upon a single customer or very few customers. The Company has seasonal financing arrangements with farmers in certain countries around the world. Typically, advances on these financing arrangements occur during the planting season and are repaid at harvest.

Item 1. BUSINESS (Continued)

Competition

The Company has significant competition in the markets in which it operates based principally on price, foreign exchange rates, quality, global supply, and alternative products, some of which are made from different raw materials than those utilized by the Company. Given the commodity-based nature of many of its businesses, the Company, on an ongoing basis, focuses on managing unit costs and improving efficiency through technology improvements, productivity enhancements, and regular evaluation of the Company's asset portfolio.

Research and Development Expenditures

The Company's research and development expenditures are focused on responding to demand from customers' product development or formulation needs, improving processing efficiency, and developing food, feed, fuel, and industrial products from renewable agricultural crops. Research and development expense during the years ended December 31, 2016, 2015, and 2014, net of reimbursements of government grants, was approximately \$123 million, \$122 million, and \$79 million, respectively.

The Company's laboratories and technical centers around the world enhance its ability to interact with customers in Europe, Asia, and South America, not only to provide flavors, but also to support the sales of other food ingredients. The acquisition of Wild Flavors in October 2014 approximately doubled the number of scientists and technicians in research and development. A number of these laboratories are being expanded with new capabilities to enhance the Company's ability to develop custom solutions for our customers.

The Company is working with the U.S. Department of Energy's National Energy Technology Laboratory and other key academic and corporate partners on carbon sequestration projects to reduce carbon dioxide emissions from manufacturing operations. The first project, Illinois Basin Decatur Project, successfully completed injecting one million tons of CO₂ in the fourth quarter of fiscal year ended December 31, 2014. The second project, the Illinois Industrial Carbon Capture & Sequestration, was completed in the fourth quarter of fiscal year ended December 31, 2015 and is expected to receive authorization to start injection in the first quarter of fiscal year 2017.

The Company is continuing to invest in research to develop a broad range of sustainable materials with an objective to produce key intermediate materials that serve as a platform for producing a variety of sustainable packaging products. The key materials are derived from the Company's starch and oilseed-based feedstocks. Conversion technologies include utilizing expertise in both fermentation and catalysis. The materials pipeline includes the development of chemicals and intermediates that are currently produced from petrochemical resources as well as new-to-the-market bio-based products. The Company's current portfolio includes products that are in the early development phase and those that are close to pilot plant demonstration. In an effort to further advance the development of bio-based chemical technologies, the Company has partnered with the Center for Environmentally Beneficial Catalysis and has added research capabilities at the University of Kansas. The Company has also engaged in a joint development agreement with DuPont to develop sustainable packaging solutions with improved barrier properties compared to current materials.

In October 2016, the Company launched ADM Ventures to oversee select, high-potential, new-product development projects from its business units; to nurture promising, early-stage start-up companies in which the Company may wish to invest; and to invest in more mature, proven start-ups with strong growth potential.

Environmental Compliance

During the year ended December 31, 2016, \$60 million was spent specifically to improve equipment, facilities, and programs for pollution control and compliance with the requirements of various environmental agencies.

There have been no material effects upon the earnings and competitive position of the Company resulting from compliance with applicable laws or regulations enacted or adopted relating to the protection of the environment.

Item 1. BUSINESS (Continued)

A number of jurisdictions where the Company has operations have implemented or are in the process of implementing carbon pricing programs or regulations to reduce greenhouse gas emissions, including, but not limited to, the U.S., Canada, Mexico, the E.U. and its member states, and China. The Company's operations located in countries with effective and applicable carbon pricing and regulatory programs currently meet their obligations in this regard with no significant impact on the earnings and competitive position of the Company. The Company's business could be affected in the future by additional global, regional, national, and local regulation, pricing of greenhouse gas emissions or other climate change legislation, regulation or agreements. It is difficult at this time to estimate the likelihood of passage, or predict the potential impact, of any additional legislation, regulations or agreements. Potential consequences of new obligations could include increased energy, transportation, raw material, and administrative costs, and may require the Company to make additional investments in its facilities and equipment.

Number of Employees

The number of full-time employees of the Company was approximately 31,800 at December 31, 2016 and 32,300 at December 31, 2015. The net decrease in the number of full-time employees is primarily related to divestitures.

Financial Information About Foreign and U.S. Operations

Item 1A, "Risk Factors," and Item 2, "Properties," includes information relating to the Company's foreign and U.S. operations. Geographic financial information is set forth in Note 17 of "Notes to Consolidated Financial Statements" included in Item 8 herein, "Financial Statements and Supplementary Data".

Available Information

The Company's website is <http://www.adm.com>. The Company makes available, free of charge, through its website, the Company's annual reports on Form 10-K; quarterly reports on Form 10-Q; current reports on Form 8-K; directors' and officers' Forms 3, 4, and 5; and amendments to those reports, as soon as reasonably practicable after electronically filing such materials with, or furnishing them to, the Securities and Exchange Commission (SEC).

In addition, the Company makes available, through its website, the Company's Code of Conduct, Corporate Governance Guidelines, and the written charters of the Audit, Compensation/Succession, Nominating/Corporate Governance, and Executive Committees.

References to our website address in this report are provided as a convenience and do not constitute, or should not be viewed as, an incorporation by reference of the information contained on, or available through, the website. Therefore, such information should not be considered part of this report.

The public may read and copy any materials filed by the Company with the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains a website which contains reports, proxy and information statements, and other information regarding issuers that file information electronically with the SEC. The SEC's website is <http://www.sec.gov>.

Item 1A. RISK FACTORS

The Company faces risks in the normal course of business and through global, regional, and local events that could have an adverse impact on its reputation, operations, and financial performance.

Management directs a Company-wide Integrated Risk Management (IRM) program, with oversight from the Company's Board of Directors. The Company's Audit Committee has the delegated risk management oversight responsibility and receives updates on the risk management processes and key risk factors on a quarterly basis.

The risk factors that follow are the main risks that the IRM program focuses on to protect and enhance shareholder value through intentional risk mitigation plans based on management-defined risk limits.

The Company, through its business unit, functional, and corporate teams, continually updates, assesses, monitors, and mitigates these and other business and compliance risks in accordance with the IRM Program and as monitored by the IRM program and Chief Risk Officer.

Item 1A. RISK FACTORS (Continued)

The availability and prices of the agricultural commodities and agricultural commodity products the Company procures, transports, stores, processes, and merchandises can be affected by weather conditions, disease, government programs, competition, and various other factors beyond the Company's control and could adversely affect the Company's operating results.

The availability and prices of agricultural commodities are subject to wide fluctuations due to changes in weather conditions, crop disease, plantings, government programs and policies, competition, changes in global demand, changes in standards of living, and global production of similar and competitive crops. The Company uses a global network of procurement, processing, and transportation assets, as well as robust communications between global commodity merchandiser teams, to continually assess price and basis opportunities. These commodity trade teams monitor commodity positions against management established limits (including a corporate wide value-at-risk metric), with robust internal reporting to ensure optimized results versus the Company's strategic plans. Additionally, the Company depends globally on agricultural producers to ensure an adequate supply of the agricultural commodities used by the Company in its operations is maintained. These factors have historically caused volatility in the availability and prices of agricultural commodities and, consequently, in the Company's operating results and working capital requirements. Reduced supply of agricultural commodities due to weather-related factors or other reasons could adversely affect the Company's profitability by increasing the cost of raw materials and/or limiting the Company's ability to procure, transport, store, process, and merchandise agricultural commodities in an efficient manner. For example, a drought in North America in 2012 reduced the availability of corn and soybean inventories while prices increased. High and volatile commodity prices can adversely affect the Company's ability to meet its liquidity needs. Conversely, if supplies are abundant and crop production globally outpaces demand for more than one or two crop cycles, price volatility is somewhat diminished. This could result in reduced operating results due to the lack of supply chain dislocations and reduced market spread and basis opportunities.

Advances in technology, such as seed and crop protection technology, farming techniques, or speed of information flow, may reduce the significance of dislocations and arbitrage opportunities in the agricultural global markets, which may reduce the earnings potential of the Company and other agricultural merchandisers.

The Company has significant competition in the markets in which it operates.

The Company faces significant competition in each of its businesses and has numerous competitors. The company competes for the acquisition of inputs such as agricultural commodities, transportation services, and other materials and supplies, as well as for workforce and talent. Additionally, competitors offer similar products and services, as well as alternative products and services, to the Company's customers. The Company is dependent on being able to generate revenues in excess of cost of products sold in order to obtain margins, profits, and cash flows to meet or exceed its targeted financial performance measures and provide cash for operating, working capital, dividend, or capital expenditure needs. Competition impacts the Company's ability to generate and increase its gross profit as a result of the following factors. Pricing of the Company's products is partly dependent upon industry processing capacity, which is impacted by competitor actions to bring on-line idled capacity, build new production capacity or execute aggressive consolidation. Many of the products bought and sold by the Company are global commodities or are derived from global commodities. The markets for global commodities are highly price competitive and in many cases the commodities are subject to substitution. Significant changes in exchange rates of foreign currencies versus the U.S. dollar, particularly the currencies of major crop growing countries, could also make goods and products of these countries more competitive than U.S. products, thereby negatively impacting the competitiveness of the Company's significant origination, processing, and export footprint, and the Company's operating results. Improved yields in different crop growing regions may reduce the reliance on origination territories in which the Company has a

significant presence. In addition, continued merger and acquisition activities resulting in further consolidations result in greater cost competitiveness and global scale of certain players in the industry that could impact the relative competitiveness of the Company, especially when acquirers are state-owned and/or backed by public funds and have profit and return objectives that may differ from publicly traded enterprises. To compete effectively, the Company focuses on improving efficiency in its production and distribution operations, developing and maintaining appropriate market share, maintaining a high level of product safety and quality, and working with customers to develop new products and tailored solutions.

Item 1A. RISK FACTORS (Continued)

Fluctuations in energy prices could adversely affect the Company's operating results.

The Company's operating costs and the selling prices of certain finished products are sensitive to changes in energy prices. The Company's processing plants are powered principally by electricity, natural gas, and coal. The Company's transportation operations are dependent upon diesel fuel and other petroleum-based products. Significant increases in the cost of these items, including any consequences of regulation or taxation of greenhouse gases, could adversely affect the Company's production costs and operating results.

The Company has certain finished products, such as ethanol and biodiesel, which are closely related to, or may be substituted for, petroleum products, or in the case of ethanol, blended into gasoline to increase octane content. Therefore, the selling prices of ethanol and biodiesel can be impacted by the selling prices of gasoline, diesel fuel, and other octane enhancers. A significant decrease in the price of gasoline, diesel fuel, or other octane enhancers could result in a significant decrease in the selling price of the Company's ethanol and biodiesel and could adversely affect the Company's revenues and operating results. The Company uses derivative contracts as anticipatory hedges for both purchases of commodity inputs and sales of energy-based products in order to protect itself against these price trends and to protect and maximize processing margins.

The Company is subject to economic downturns and regional economic volatilities, which could adversely affect the Company's operating results.

The Company conducts its business and has substantial assets located in many countries and geographic areas. While 56 percent of the Company's processing plants and 73 percent of its procurement facilities are located in the United States, the Company also has significant operations in both developed areas (such as Western Europe, Canada, Brazil) and emerging market areas (such as Eastern Europe, Asia, portions of South and Central America, the Middle East, and Africa). One of the Company's strategies is to expand the global reach of its core model which may include expanding or developing its business in emerging market areas such as Asia, Eastern Europe, the Middle East, and Africa. Both developed and emerging market areas are subject to impacts of economic downturns, including decreased demand for the Company's products, and reduced availability of credit, or declining credit quality of the Company's suppliers, customers, and other counterparties. In addition, emerging market areas could be subject to more volatile operating conditions including, but not limited to, logistics limitations or delays, labor-related challenges, limitations or regulations affecting trade flows (such as concerning genetically modified organisms), local currency concerns, and other economic and political instability. Political fiscal instability could generate intrusive regulations in emerging markets potentially creating unanticipated assessments of taxes, fees, increased risks of corruption, etc. Economic downturns and volatile market conditions could adversely affect the Company's operating results and ability to execute its long-term business strategies, thus reducing the Company's overall market value. The Company mitigates this risk in many ways including country risk analysis, government relations and tax compliance activities, and active ethics compliance training requirements.

The Company is subject to numerous laws, regulations, and mandates globally which could adversely affect the Company's operating results and forward strategy.

The Company does business globally, connecting crops and markets in 163 countries. The Company is required to comply with the numerous and far-reaching laws and regulations administered by United States federal, state and local, and foreign governmental authorities. The Company must comply with other general business regulations such as accounting and income taxes, anti-corruption, anti-bribery, global trade, trade sanctions, environmental, product safety, and handling and production of regulated substances. The Company frequently faces challenges from U.S. and

foreign tax authorities regarding the amount of taxes due. These challenges include questions regarding the timing and amount of deductions and the allocation of income among various tax jurisdictions. In evaluating the exposure associated with various tax filing positions, the Company records reserves for estimates of potential additional tax owed by the Company. As examples, the Company has received large tax assessments from tax authorities in Brazil and Argentina, challenging income tax positions taken by subsidiaries of the Company covering various prior periods. Any failure to comply with applicable laws and regulations or appropriately resolve these challenges could subject the Company to administrative, civil, and criminal remedies including fines, penalties, disgorgement, injunctions, and recalls of its products, and damage to its reputation.

The production of the Company's products requires the use of materials which can create emissions of certain regulated substances, including greenhouse gas emissions. Although the Company has programs in place throughout the organization globally to ensure compliance with laws and regulations, failure to comply with these laws and regulations can have serious consequences, including civil, administrative, and criminal penalties as well as a negative impact on the Company's reputation, business, cash flows, and results of operations.

Item 1A. RISK FACTORS (Continued)

In addition, changes to regulations or implementation of additional regulations, for example the imposition of regulatory restrictions on greenhouse gases or regulatory modernization of food safety laws, may require the Company to modify existing processing facilities and/or processes which could significantly increase operating costs and adversely affect operating results.

Government policies, mandates, and regulations specifically affecting the agricultural sector and related industries; regulatory policies or matters that affect a variety of businesses; taxation policies; and political instability could adversely affect the Company's operating results.

Agricultural production and trade flows are subject to government policies, mandates, and regulations. Governmental policies affecting the agricultural industry, such as taxes, tariffs, duties, subsidies, incentives, foreign exchange rates, and import and export restrictions on agricultural commodities and commodity products, including policies related to genetically modified organisms, traceability standards, product safety and labeling, renewable fuels, and low carbon fuel mandates, can influence the planting of certain crops, the location and size of crop production, whether unprocessed or processed commodity products are traded, the volume and types of imports and exports, the availability and competitiveness of feedstocks as raw materials, the viability and volume of production of certain of the Company's products, and industry profitability. For example, changes in government policies or regulations of ethanol and biodiesel, including but not limited to changes in the Renewable Fuel Standard program under the Energy Independence and Security Act of 2007 in the United States, can have an impact on the Company's operating results. International trade regulations can adversely affect agricultural commodity trade flows by limiting or disrupting trade between countries or regions. Regulations of financial markets and instruments, including the Dodd-Frank Act, Consumer Protection Act, and the European Market Infrastructure Regulation, create uncertainty and may lead to additional risks and costs, and could adversely affect the Company's futures commission merchant business and its agricultural commodity risk management practices. Future government policies may adversely affect the supply of, demand for, and prices of the Company's products; adversely affect the Company's ability to deploy adequate hedging programs; restrict the Company's ability to do business in its existing and target markets; and adversely affect the Company's revenues and operating results.

The Company's operating results could be affected by political instability and by changes in other governmental policies, mandates, and regulations including monetary, fiscal and environmental policies, laws, regulations, acquisition approvals, and other activities of governments, agencies, and similar organizations. These risks include but are not limited to changes in a country's or region's economic or political conditions, local labor conditions and regulations, safety and environmental regulations, reduced protection of intellectual property rights, changes in the regulatory or legal environment, restrictions on currency exchange activities, currency exchange fluctuations, burdensome taxes and tariffs, enforceability of legal agreements and judgments, adverse tax, administrative agency or judicial outcomes, and regulation or taxation of greenhouse gases. International risks and uncertainties, including changing social and economic conditions as well as terrorism, political hostilities, and war, could limit the Company's ability to transact business in these markets and could adversely affect the Company's revenues and operating results. There has been a recent increase in populism and nationalism in various countries around the world and the concept and benefits of free trade are being challenged. The Company has benefited from the free flow of agricultural and food and feed ingredient products from the U.S. and other sources to markets around the world. Should there be an increase in tariff and restrictive trade activities around the world, the Company could be negatively impacted from its inability to enter certain markets or the price of the products being less competitive in the destination markets.

The Company's strategy involves expanding the volume and diversity of crops it merchandises and processes, expanding the global reach of its core model, and expanding its value-added product portfolio. Government policies,

including antitrust and competition law, trade restrictions, food safety regulations, sustainability requirements, traceability, and other government regulations and mandates, can impact the Company's ability to execute this strategy successfully.

The Company is subject to industry-specific risks which could adversely affect the Company's operating results.

The Company is subject to risks which include, but are not limited to, product safety or quality; shifting consumer preferences; federal, state, and local regulations on manufacturing or labeling; socially acceptable farming practices; environmental, health and safety regulations; and customer product liability claims. The liability which could result from certain of these risks may not always be covered by, or could exceed liability insurance related to product liability and food safety matters maintained by the Company. In addition, negative publicity caused by product liability, food safety, occupational health and safety, and environmental matters may damage the Company's reputation. The Company has a particularly strong capability and culture around occupational health and safety and food safety. However, the occurrence of any of the matters described above could adversely affect the Company's revenues and operating results.

Item 1A. RISK FACTORS (Continued)

Certain of the Company's merchandised commodities and finished products are used as ingredients in livestock and poultry feed. The Company is subject to risks associated with economic, product quality, feed safety or other factors which may adversely affect the livestock and poultry businesses, including the outbreak of disease in livestock and poultry. An outbreak of disease could adversely affect demand for the Company's products used as ingredients in livestock and poultry feed. A decrease in demand for ingredients in livestock and poultry feed could adversely affect the Company's revenues and operating results. In addition, as the Company increases its investment in flavors and ingredients businesses, it is exposed to increased risks related to rapidly changing consumer preferences and the impacts these changes could have on the success of certain of the Company's customers.

The Company is exposed to potential business disruption, including but not limited to disruption of transportation services, supply of non-commodity raw materials used in its processing operations, and other impacts resulting from acts of terrorism or war, natural disasters, severe weather conditions, and accidents which could adversely affect the Company's operating results.

The Company's operations rely on dependable and efficient transportation services. A disruption in transportation services could result in difficulties supplying materials to the Company's facilities and impair the Company's ability to deliver products to its customers in a timely manner. The Company relies on access to navigable rivers and waterways in order to fulfill its transportation obligations more effectively. If access to these navigable waters is interrupted, the Company's operating results could be adversely affected. In addition, if certain non-agricultural commodity raw materials, such as water or certain chemicals used in the Company's processing operations, are not available, the Company's business could be disrupted. Any major lack of available water for use in certain of the Company's processing operations could have a material adverse impact on operating results. Certain factors which may impact the availability of non-agricultural commodity raw materials are out of the Company's control including, but not limited to, disruptions resulting from weather, economic conditions, manufacturing delays or disruptions at suppliers, shortage of materials, interruption of energy supply, and unavailable or poor supplier credit conditions.

The assets and operations of the Company could be subject to extensive property damage and business disruption from various events which include, but are not limited to, acts of terrorism, for example, economic adulteration of the Company's products, or war, natural disasters and severe weather conditions, accidents, explosions, and fires. The potential effects of these conditions could adversely affect the Company's revenues and operating results. The Company is continuing to enhance and deploy additional food safety and security procedures and controls to appropriately mitigate the risks of any adulteration of the Company's products in supply chain and finished products in production and distribution networks. In addition, the Company conforms to management systems, such as International Organization for Standardization (ISO) or other recognized global standards.

The Company's business is capital-intensive in nature and the Company relies on cash generated from its operations and external financing to fund its growth and ongoing capital needs. Limitations on access to external financing could adversely affect the Company's operating results.

The Company requires significant capital, including continuing access to credit markets, to operate its current business and fund its growth strategy. The Company's working capital requirements, including margin requirements on open positions on futures exchanges, are directly affected by the price of agricultural commodities, which may fluctuate significantly and change quickly. The Company also requires substantial capital to maintain and upgrade its extensive network of storage facilities, processing plants, refineries, mills, ports, transportation assets and other facilities to keep pace with competitive developments, technological advances, regulations and changing safety standards in the industry. Moreover, the expansion of the Company's business and pursuit of acquisitions or other business

opportunities may require significant amounts of capital. Access to credit markets and pricing of the Company's capital is dependent upon maintaining sufficient credit ratings from credit rating agencies. Sufficient credit ratings allow the Company to access tier one commercial paper markets. If the Company is unable to maintain sufficiently high credit ratings, access to these commercial paper and other debt markets and costs of borrowings could be adversely affected. If the Company is unable to generate sufficient cash flow or maintain access to adequate external financing, including as a result of significant disruptions in the global credit markets, it could restrict the Company's current operations and its growth opportunities which could adversely affect the Company's operating results. The Company manages this risk with constant monitoring of credit/liquidity metrics, cash forecasting, and routine communications with credit rating agencies on risk management practices.

Item 1A. RISK FACTORS (Continued)

The Company's risk management strategies may not be effective.

The Company's business is affected by fluctuations in agricultural commodity cash prices and derivative prices, transportation costs, energy prices, interest rates, and foreign currency exchange rates. The Company monitors position limits and engages in other strategies and controls to manage these risks. The Company has a Chief Risk Officer and an established commodity merchandising governance process to ensure proper position reporting and monitoring, limit approvals, and execute training on trade compliance, commodity regulatory reporting controls, and other policies. The Company's monitoring efforts may not be successful at detecting a significant risk exposure. If these controls and strategies are not successful in mitigating the Company's exposure to these fluctuations, it could adversely affect the Company's operating results.

The Company has limited control over and may not realize the expected benefits of its equity investments and joint ventures.

The Company has \$4.5 billion invested in or advanced to joint ventures and investments over which the Company has limited control as to the governance and management activities of these investments. Net sales to unconsolidated affiliates during the year ended December 31, 2016 was \$4.2 billion. The Company faces certain risks, including risks related to the financial strength of the investment partner; loss of revenues and cash flows to the investment partner and related gross profit; the inability to implement beneficial management strategies, including risk management and compliance monitoring, with respect to the investment's activities; and the risk that the Company may not be able to resolve disputes with the investment partner. The Company may encounter unanticipated operating issues, financial results, or compliance and reputational risks related to these investments that may impact the Company's revenues and operating results. The Company mitigates this risk using controls and policies related to joint venture formation, governance, merger and acquisition integration management, and harmonization of joint venture policies with the Company's policies and controls.

The Company's information technology (IT) systems, processes, and sites may suffer interruptions, security breaches, or failures which may affect the Company's ability to conduct its business.

The Company's operations rely on certain key IT systems, some of which are dependent on services provided by third parties, to provide critical data connectivity, information, and services for internal and external users. These interactions include, but are not limited to, ordering and managing materials from suppliers, risk management activities, converting raw materials to finished products, inventory management, shipping products to customers, processing transactions, summarizing and reporting results of operations, human resources benefits and payroll management, complying with regulatory, legal or tax requirements, and other processes necessary to manage the business. The Company is also in the process of implementing a new enterprise resource planning (ERP) system on a worldwide basis as part of its ongoing business transformation program, which is expected to improve the efficiency and effectiveness of certain financial and business transaction processes and the underlying systems environment. Increased IT security threats and more sophisticated computer crime, including advanced persistent threats, pose a potential risk to the security of the Company's IT systems, networks, and services, as well as the confidentiality, availability, and integrity of the Company's third party data. The Company has put in place security measures to prevent, detect, and mitigate cyber-based attacks and instituted control procedures for cyber security incident responses and disaster recovery plans for its critical systems. In addition, the Company monitors this risk on an ongoing basis to detect and correct any breaches and reports metrics to the highest level of management and to the Board of Directors on the quality of the Company's data security efforts and control environment. However, if the Company's IT systems are breached, damaged, or cease to function properly due to any number of causes, such as

catastrophic events, power outages, security breaches, or cyber-based attacks, and the Company's disaster recovery plans do not effectively mitigate the risks on a timely basis, the Company may suffer interruptions in its ability to manage its operations, loss of valuable data, and damage to its reputation, which may adversely impact the Company's revenues, operating results, and financial condition.

Item 1B. UNRESOLVED STAFF COMMENTS

The Company has no unresolved staff comments.

Item 2. PROPERTIES (Continued)

Item 2. PROPERTIES

The Company owns or leases, under operating leases, the following processing plants and procurement facilities:

	Processing Plants			Procurement Facilities		
	Owned	Leased	Total	Owned	Leased	Total
U.S.	147	6	153	287	88	375
International	107	11	118	102	37	139
	254	17	271	389	125	514

The Company's operations are such that most products are efficiently processed near the source of raw materials. Consequently, the Company has many plants strategically located in agricultural commodity producing areas. The annual volume of commodities processed will vary depending upon availability of raw materials and demand for finished products. The Company also owns approximately 230 warehouses and terminals primarily used as bulk storage facilities and 38 innovation centers. Warehouses, terminals, corporate, and sales offices are not included in the tables above. Processing plants and procurement facilities owned or leased by unconsolidated joint ventures are also not included in the tables above.

To enhance the efficiency of transporting large quantities of raw materials and finished products between the Company's procurement facilities and processing plants and also the final delivery of products to our customers around the world, the Company owns approximately 1,900 barges, 13,100 rail cars, 250 trucks, 1,200 trailers, and 10 oceangoing vessels; and leases, under operating leases, approximately 560 barges, 15,500 rail cars, 340 trucks, 120 trailers and 21 oceangoing vessels.

	Agricultural Services		Processing Plants	
	Owned	Leased	Owned	Leased
	Milling & Handling	Milling & Other	Milling & Handling	Milling & Other
North America				
U.S.*	2	28	30	—
Barbados	—	1	1	—
Belize	—	1	1	—
Canada	—	9	9	—
Grenada	—	1	1	—
Jamaica	—	2	2	—
Total	2	42	44	—
Daily capacity				
Metric tons (in 1,000's)	—	15	15	—
Europe				
United Kingdom	—	3	3	4
Total	—	3	3	4
Daily capacity				
Metric tons (in 1,000's)	—	1	1	1

Grand Total	2	45	47	4
Total daily capacity				
Metric tons (in 1,000's)—	16		16	1

*The U.S. plants are located in California, Illinois, Indiana, Iowa, Kansas, Minnesota, Missouri, Nebraska, New York, North Carolina, Oklahoma, Pennsylvania, Tennessee, Texas, Washington, and Wisconsin.

Item 2. PROPERTIES (Continued)

	Agricultural Services Procurement Facilities Merchandising & Handling	
	Owned	Leased
North America		
U.S.*	171	24
Dominican Republic	1	—
Total	172	24
Storage capacity		
Metric tons (in 1,000's)	13,559	1,178
South America		
Argentina	5	—
Ecuador	—	2
Total	5	2
Storage capacity		
Metric tons (in 1,000's)	502	340
Europe		
Hungary	1	—
Ireland	2	—
Poland	1	—
Romania	11	4
Ukraine	7	—
United Kingdom	—	5
Total	22	9
Storage capacity		
Metric tons (in 1,000's)	1,155	49
Grand Total	199	35
Total storage capacity		
Metric tons (in 1,000's)	15,216	1,567

*The U.S. procurement facilities are located in Arkansas, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Michigan, Minnesota, Missouri, Montana, Nebraska, New York, North Dakota, Ohio, Oklahoma, Oregon, South Dakota, Tennessee, Texas, Washington, and Wisconsin.

Item 2. PROPERTIES (Continued)

	Corn Processing Processing Plants			Total	Procurement Facilities Owned Wet Milling, Dry Milling, & Other
	Owned Wet Milling	Dry Milling	Other		
North America					
U.S.*	5	3	28	36	6
Canada	—	—	3	3	—
Puerto Rico	—	—	3	3	—
Trinidad & Tobago	—	—	1	1	—
Total	5	3	35	43	6
Daily/Storage capacity					
Metric tons (in 1,000's)	43	22	15	80	377
Europe					
Bulgaria	1	—	—	1	—
Turkey	1	—	—	1	—
Total	2	—	—	2	—
Daily/Storage capacity					
Metric tons (in 1,000's)	2	—	—	2	—
Asia					
China	—	—	4	4	—
Total	—	—	4	4	—
Daily/Storage capacity					
Metric tons (in 1,000's)	—	—	—	—	—
Africa					
Morocco	1	—	—	1	—
Total	1	—	—	1	—
Daily/Storage capacity					
Metric tons (in 1,000's)	55	—	—	55	—
Grand Total	8	3	39	50	6
Total daily/storage capacity					
Metric tons (in 1,000's)	100	22	15	137	377

*The U.S. processing plants are located in Georgia, Illinois, Indiana, Iowa, Kansas, Kentucky, Michigan, Minnesota, Missouri, Nebraska, North Carolina, Ohio, Pennsylvania, Texas, and Washington.

* The U.S. procurement facilities are located in Illinois and Minnesota.

Item 2. PROPERTIES (Continued)

	Oilseeds Processing Plants				Leased		
	Owned		Asia	Total	Crushing		Total
	Refining, Crushing, & Packaging, & Biodiesel, Origination Other					& Asia	
North America							
U.S.*	24	37	—	61	—	—	—
Canada	3	4	—	7	—	—	—
Mexico	1	—	—	1	—	—	—
Total	28	41	—	69	—	—	—
Daily capacity							
Metric tons (in 1,000's)	59	20	—	79	—	—	—
South America							
Argentina	—	1	—	1	—	—	—
Bolivia	1	2	—	3	—	—	—
Brazil	5	8	—	13	1	—	1
Paraguay	1	—	—	1	—	—	—
Peru	—	1	—	1	—	—	—
Total	7	12	—	19	1	—	1
Daily capacity							
Metric tons (in 1,000's)	17	5	—	22	1	—	1
Europe							
Belgium	—	2	—	2	—	—	—
Czech Republic	1	1	—	2	—	—	—
France	—	1	—	1	—	—	—
Germany	4	8	—	12	—	—	—
Netherlands	1	1	—	2	—	—	—
Poland	2	5	—	7	—	—	—
Switzerland	—	1	—	1	—	—	—
Ukraine	1	—	—	1	—	—	—
United Kingdom	1	3	—	4	—	—	—
Total	10	22	—	32	—	—	—
Daily capacity							
Metric tons (in 1,000's)	34	16	—	50	—	—	—
Asia							
India	—	—	2	2	—	1	1
Total	—	—	2	2	—	1	1
Daily capacity							
Metric tons (in 1,000's)	—	—	1	1	—	1	1
Africa							
South Africa	—	4	—	4	—	—	—
Total	—	4	—	4	—	—	—
Daily capacity							
Metric tons (in 1,000's)	—	2	—	2	—	—	—

Edgar Filing: ARCHER DANIELS MIDLAND CO - Form 10-K

Grand Total	45	79	2	126	1	1	2
Total daily capacity							
Metric tons (in 1,000's)	110	43	1	154	1	1	2

*The U.S. plants in the table above are located in Alabama, Florida, Georgia, Illinois, Indiana, Iowa, Kansas, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Carolina, Tennessee, and Texas.

18

Item 2. PROPERTIES (Continued)

	Oilseeds Processing Facilities			Procurement Facilities		
	Owned			Leased		
	Crushing & Origin	Refining, Packaging, & Biodiesel, Other	Total	Crushing & Origin	Refining, Packaging, & Biodiesel, Other	Total
North America						
U.S.*	4	87	91	—	64	64
Canada	6	—	6	—	—	—
Mexico	—	—	—	—	1	1
Total	10	87	97	—	65	65
Storage capacity						
Metric tons (in 1,000's)	329	373	702	—	210	210
South America						
Argentina	—	—	—	1	—	1
Bolivia	5	—	5	—	—	—
Brazil	36	—	36	—	—	—
Chile	—	—	—	2	—	2
Colombia	—	—	—	8	—	8
Paraguay	14	—	14	2	—	2
Peru	—	—	—	3	—	3
Uruguay	1	—	1	6	—	6
Total	56	—	56	22	—	22
Storage capacity						
Metric tons (in 1,000's)	1,963	—	1,963	375	—	375
Europe						
Germany	4	—	4	—	—	—
Netherlands	1	—	1	—	—	—
Poland	4	—	4	—	—	—
Slovakia	2	—	2	—	—	—
United Kingdom	—	—	—	3	—	3
Total	11	—	11	3	—	3
Storage capacity						
Metric tons (in 1,000's)	800	—	800	81	—	81
Grand Total	77	87	164	25	65	90
Total storage capacity						
Metric tons (in 1,000's)	3,092	373	3,465	456	210	666

*The U.S. procurement facilities are located in Alabama, Arkansas, Florida, Georgia, Iowa, Michigan, Mississippi, North Carolina, Oklahoma, South Carolina, Texas, and Virginia.

Item 2. PROPERTIES (Continued)

	Wild Flavors and Specialty Ingredients Processing Plants Owned		Procurement Facilities Leased
North America			
U.S.*	20	6	19
Canada	2	—	—
Total	22	6	19
Daily/Storage capacity			
Metric tons (in 1,000's)	—	—	324
South America			
Brazil	2	—	1
Total	2	—	1
Daily/Storage capacity			
Metric tons (in 1,000's)	—	—	—
Europe			
France	1	—	—
Germany	2	1	—
Netherlands	—	1	—
Poland	2	—	—
Spain	1	—	—
Turkey	—	1	—
Total	6	3	—
Daily/Storage capacity			
Metric tons (in 1,000's)	—	—	—
Asia			
India	—	1	—
Japan	1	—	—
Singapore	—	1	—
Total	1	2	—
Daily/Storage capacity			
Metric tons (in 1,000's)	—	—	—
Grand Total	31	11	20
Total storage capacity			
Metric tons (in 1,000's)	—	—	324

*The U.S. processing plants are located in California, Illinois, Iowa, Kentucky, Michigan, Nebraska, New Jersey, North Dakota, Ohio, and Washington.

*The U.S. procurement facilities are located in Idaho, Michigan, Minnesota, North Dakota, and Wyoming.

Item 3. LEGAL PROCEEDINGS

The Company is routinely involved in a number of actual or threatened legal actions, including those involving alleged personal injuries, employment law, product liability, intellectual property, environmental issues, alleged tax liability (see Note 13 in Item 8 for information on income tax matters), and class actions. The Company also routinely receives inquiries from regulators and other government authorities relating to various aspects of our business, and at any given time, the Company has matters at various stages of resolution with the applicable government authorities. The outcomes of these matters are not within our complete control and may not be known for prolonged periods of time. In some actions, claimants seek damages, as well as other relief, including injunctive relief, that could require significant expenditures or result in lost revenues. In accordance with applicable accounting standards, the Company records a liability in its consolidated financial statements for material loss contingencies when a loss is known or considered probable and the amount can be reasonably estimated. If the reasonable estimate of a known or probable loss is a range, and no amount within the range is a better estimate than any other, the minimum amount of the range is accrued. If a material loss contingency is reasonably possible but not known or probable, and can be reasonably estimated, the estimated loss or range of loss is disclosed in the notes to the consolidated financial statements. When determining the estimated loss or range of loss, significant judgment is required to estimate the amount and timing of a loss to be recorded. Estimates of probable losses resulting from litigation and governmental proceedings involving the Company are inherently difficult to predict, particularly when the matters are in early procedural stages, with incomplete facts or legal discovery; involve unsubstantiated or indeterminate claims for damages; potentially involve penalties, fines, disgorgement, or punitive damages; or could result in a change in business practice. See Note 20 of Item 8 for information on the Company's legal proceedings.

Item 4. MINE SAFETY DISCLOSURES

None.

21

PART II

Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS, AND ISSUER PURCHASES OF EQUITY SECURITIES

Common Stock Market Prices and Dividends

The Company's common stock is listed and traded on the New York Stock Exchange. The following table sets forth, for the periods indicated, the high and low market prices of the common stock as reported on the New York Stock Exchange and common stock cash dividends declared per share.

	Market Price		Cash
	High	Low	Dividends Per Share
Fiscal Year 2016-Quarter Ended			
December 31	\$47.88	\$41.44	\$ 0.30
September 30	45.39	41.21	0.30
June 30	44.14	34.55	0.30
March 31	38.96	29.86	0.30
Fiscal Year 2015-Quarter Ended			
December 31	\$47.03	\$33.84	\$ 0.28
September 30	49.50	40.66	0.28
June 30	53.31	47.23	0.28
March 31	52.60	45.15	0.28

The number of registered stockholders of the Company's common stock at December 31, 2016, was 10,381.

The Company expects to continue its policy of paying regular cash dividends, although there is no assurance as to future dividends because they are dependent on future earnings, capital requirements, and financial condition.

Issuer Purchases of Equity Securities

Period	Total Number of Shares Purchased (1)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Program (2)	Number of Shares Remaining to be Purchased Under the Program (2)
October 1, 2016 to October 31, 2016	2,453,840	\$42.408	2,453,840	34,524,426
November 1, 2016 to November 30, 2016	1,218,734	43.498	1,218,734	33,305,692
December 1, 2016 to December 31, 2016	1,967,783	45.173	1,967,783	31,337,909
Total	5,640,357	\$43.608	5,640,357	31,337,909

(1) Total shares purchased represent those shares purchased in the open market as part of the Company's publicly announced stock repurchase program described below, shares received as payment for the exercise price of stock option exercises, and shares received as payment for the withholding taxes on vested restricted stock awards. During the three-month period ended December 31, 2016, there were no shares received as payments for the minimum withholding taxes on vested restricted stock awards and for the exercise price of stock option exercises.

(2) On November 5, 2014, the Company's Board of Directors approved a stock repurchase program authorizing the Company to repurchase up to 100,000,000 shares of the Company's common stock during the period commencing January 1, 2015 and ending December 31, 2019.

Item MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS, AND
5. ISSUER PURCHASES OF EQUITY SECURITIES (Continued)

Performance Graph

The graph below compares the Company's common stock with those of the S&P 500 Index and the S&P Consumer Staples Index. The graph assumes an initial investment of \$100 on June 30, 2011 and assumes all dividends have been reinvested through December 31, 2016.

COMPARISON OF 66 MONTH CUMULATIVE TOTAL RETURN
Among Archer Daniels Midland Company (ADM), the S&P 500 Index, and the S&P Consumer Staples

Copyright© 2013 S&P, a division of The McGraw-Hill Companies Inc. All rights reserved.

Item 6. SELECTED FINANCIAL DATA

Selected Financial Data

(In millions, except ratio and per share data)

	Years Ended				Six Months		Fiscal
	December 31				Ended		Year
	2016	2015	2014	2013	December 31	2011 ⁽¹⁾	Ended
	2016	2015	2014	2013	2012	2011 ⁽¹⁾	2012
Revenues	\$62,346	\$67,702	\$81,201	\$89,804	\$46,729	\$45,208	\$89,038
Depreciation	787	799	850	827	396	391	793
Net earnings attributable to controlling interests	1,279	1,849	2,248	1,342	692	540	1,223
Basic earnings per common share	2.18	2.99	3.44	2.03	1.05	0.81	1.84
Diluted earnings per common share	2.16	2.98	3.43	2.02	1.05	0.81	1.84
Cash dividends	701	687	624	501	230	224	455
Per common share	1.20	1.12	0.96	0.76	0.35	0.335	0.685
Working capital	7,872	8,324	10,426	12,872	12,769	12,395	12,328
Current ratio	1.6	1.6	1.7	1.8	1.8	1.8	1.8
Inventories	8,831	8,243	9,374	11,441	13,836	12,415	12,192
Net property, plant, and equipment	9,758	9,853	9,851	10,069	10,097	9,601	9,787
Gross additions to property, plant, and equipment	882	1,350	1,357	947	641	1,058	1,719
Total assets	39,769	40,157	43,997	43,720	45,100	41,661	41,734
Long-term debt, excluding current maturities	6,504	5,779	5,528	5,315	6,420	6,722	6,498
Shareholders' equity	17,181	17,915	19,630	20,194	19,131	18,165	18,169
Per common share	29.98	30.11	30.82	30.64	29.03	27.44	27.57
Weighted average shares outstanding-basic	588	618	653	661	660	669	665
Weighted average shares outstanding-diluted	591	621	656	663	661	670	666

⁽¹⁾ Unaudited

Significant items affecting the comparability of the financial data shown above are as follows:

Net earnings attributable to controlling interests for the year ended December 31, 2016 include gains totaling \$119 million (\$100 million after tax, equal to \$0.17 per share) primarily related to recovery of loss provisions and gains related to the sale of the Company's Brazilian sugar ethanol facilities, realized contingent consideration on the sale of the Company's equity investment in Gruma S.A. de C.V. in December 2012, and revaluation of the remaining interest to settlement value in conjunction with the acquisition of Amazon Flavors as discussed in Note 12 in Item 8; a gain of \$38 million (\$24 million after tax, equal to \$0.04 per share) related to a U.S. retiree medical benefit plan curtailment; charges of \$117 million (\$77 million after tax, equal to \$0.13 per share) primarily related to legal fees and settlement, impairment of software, investments, and certain long-lived assets; a \$10 million (\$8 million after tax, equal to \$0.02 per share) loss on sale of individually immaterial assets as discussed in Note 12 in Item 8; and certain discrete tax adjustments totaling \$24 million (equal to \$0.04 per share) related to valuation allowances, deferred tax re-rates, and changes in assertion.

Item 6. SELECTED FINANCIAL DATA (Continued)

Net earnings attributable to controlling interests for the year ended December 31, 2015 include gains totaling \$530 million (\$515 million after tax, equal to \$0.83 per share) related primarily to the sale of the cocoa, chocolate, and lactic businesses, revaluation of the Company's previously held investments in North Star Shipping, Minmetal, and Eaststarch C.V. in conjunction with the acquisition of the remaining interests, and the sale of a 50% interest in the Barcarena export terminal facility in Brazil to Glencore plc as discussed in Note 12 in Item 8; long-lived asset impairment charges of \$129 million (\$109 million after tax, equal to \$0.18 per share) related primarily to certain international Oilseeds Processing facilities, sugar ethanol facilities in Brazil, and goodwill, intangible, and property, plant, and equipment asset impairments as discussed in Note 18 in Item 8; restructuring and exit charges of \$71 million (\$63 million after tax, equal to \$0.10 per share) related to an international pension plan settlement, sugar ethanol facilities in Brazil, and other restructuring charges as discussed in Note 18 in Item 8; loss provisions, settlements, and inventory writedown of \$67 million (\$58 million after tax, equal to \$0.09 per share); certain discrete tax adjustments totaling \$60 million (equal to \$0.10 per share) related to valuation allowances and deferred tax re-rates; and loss on debt extinguishment of \$189 million (\$118 million after tax, equal to \$0.19 per share) related to the cash tender offers and redemption of certain of the Company's outstanding debentures as discussed in Note 12 in Item 8.

Net earnings attributable to controlling interests for the year ended December 31, 2014 include a gain on sale of assets related to the sale of the fertilizer business and other asset of \$135 million (\$89 million after tax, equal to \$0.14 per share); gain of \$156 million (\$97 million after tax, equal to \$0.15 per share) upon the Company's effective dilution in the Pacifacor (formerly Kalama Export Company) joint venture resulting from the contribution of additional assets by another member in exchange for new equity units; and loss of \$102 million (\$63 million after tax, equal to \$0.10 per share) on Euro foreign currency derivative contracts entered into to economically hedge the Wild Flavors acquisition, as discussed in Note 12 in Item 8; asset impairment charges related to certain fixed assets of \$41 million (\$26 million after tax, equal to \$0.04 per share) and \$64 million (\$41 million after tax, equal to \$0.06 per share) of costs related to the relocation of the global headquarters to Chicago, Illinois, and restructuring charges related to the Wild Flavors acquisition and Toepfer integration following the acquisition of the minority interest and other restructuring charges, as discussed in Note 18 in Item 8; a charge of \$98 million (\$61 million after tax, equal to \$0.09 per share) related to pension settlements; and certain discrete tax adjustments of \$15 million (equal to \$0.02 per share) related to deferred tax re-rates.

Net earnings attributable to controlling interests for the year ended December 31, 2013 include other-than-temporary impairment charges of \$155 million (\$155 million after tax, equal to \$0.23 per share) on the Company's GrainCorp investment; asset impairment charges of \$51 million (\$51 million after tax, equal to \$0.08 per share) related to the Company's Brazilian sugar milling business; and other impairment charges principally for certain property, plant and equipment assets totaling \$53 million (\$34 million after tax, equal to \$0.05 per share); realized losses on Australian dollar currency hedges of \$40 million (\$25 million after tax, equal to \$0.04 per share) related to the proposed GrainCorp acquisition; valuation allowance on certain deferred tax assets of \$82 million (equal to \$0.12 per share); income tax benefit recognized in the current period of \$55 million (equal to \$0.08 per share) related to biodiesel blending credits earned in the prior periods; charges of \$54 million (\$37 million after tax, equal to \$0.06 per share) related to the FCPA settlement; and other charges of \$18 million (\$12 million after tax, equal to \$0.02 per share).

Net earnings attributable to controlling interests for the six months ended December 31, 2012 include an asset impairment charge of \$146 million (\$107 million after tax, equal to \$0.16 per share) related to the Company's investments associated with Gruma; a gain of \$62 million (\$49 million after tax, equal to \$0.07 per share) related to the Company's interest in GrainCorp; a gain of \$39 million (\$24 million after tax, equal to \$0.04 per share) related to the sale of certain of the Company's exchange membership interests; and charges of \$68 million (\$44 million after tax,

equal to \$0.07 per share) related to pension settlements.

Net earnings attributable to controlling interests for the six months ended December 31, 2011 include exit costs and asset impairment charges of \$352 million (\$222 million after tax, equal to \$0.33 per share) related primarily to the writedown of the Company's Clinton, IA bioplastics facility.

Net earnings attributable to controlling interests for the year ended June 30, 2012 include exit costs and asset impairment charges of \$437 million (\$274 million after tax, equal to \$0.41 per share) related primarily to the bioplastics facility and global workforce reduction program.

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Company Overview

This MD&A should be read in conjunction with the accompanying consolidated financial statements.

The Company is principally engaged in procuring, transporting, storing, processing, and merchandising agricultural commodities and products. The Company uses its significant global asset base to originate and transport agricultural commodities, connecting to markets in 163 countries. The Company also processes corn, oilseeds, and wheat into products for food, animal feed, chemical and energy uses. The Company uses its global asset network, business acumen, and its relationships with suppliers and customers to efficiently connect the harvest to the home thereby generating returns for our shareholders, principally from margins earned on these activities.

The Company's operations are organized, managed, and classified into four reportable business segments: Agricultural Services, Corn Processing, Oilseeds Processing, and Wild Flavors and Specialty Ingredients. Each of these segments is organized based upon the nature of products and services offered. The Company's remaining operations are not reportable business segments, as defined by the applicable accounting standard, and are classified as Other. See Note 17 of Item 8 for more information about the Company's business segments.

The Company's recent significant portfolio actions and announcements include:

- the purchase in February 2016 of a controlling stake in Harvest Innovations, an industry leader in minimally processed, expeller-pressed soy proteins, oils, and gluten-free ingredients;
- the purchase in April 2016 of a 50% interest in Cairo-based Medsofts Group, a consolidated joint venture that owns and manages merchandising and supply chain operations;
- the sale in May 2016 of the sugarcane ethanol operations in Limeira do Oeste in the Brazilian state of Minas Gerais;
- the purchase in May 2016 of the remaining 60% interest in Amazon Flavors, a leading Brazilian manufacturer of natural extracts, emulsions and compounds;
- the acquisition in June 2016 of a Casablanca, Morocco-based corn wet mill that produces glucose and native starch;
- the purchase in September 2016 of Caterina Foods, a leading toll manufacturer of specialty gluten-free and high-protein pastas;
- the expansion in November 2016 of Olenex, a 37.5% joint venture with Wilmar, from a sales and marketing venture to a full function joint venture which owns and operates specialty oils and fats, palm refining, and tropical oils processing plants in Europe;
- the sale in December 2016 of the Company's 19.8% ownership interest in GrainCorp;
- the announcement in January 2017 of the sale of the Company's crop risk services businesses to Validus Holdings, a global group of insurance and reinsurance companies, which is subject to regulatory approval and expected to close in the first half of 2017; and
- the acquisition in February 2017 of Crosswind Industries, Inc., an industry leader in the manufacture of contract and private label pet treats and foods, as well as specialty ingredients.

As part of the implementation of the Company's strategic plan, the Company continues to evaluate the capital intensity of its operations and portfolio, seeking ways to reduce and redeploy capital in its efforts to drive long-term returns.

Operating Performance Indicators

The Company's agricultural services and oilseeds processing operations are principally agricultural commodity-based businesses where changes in selling prices move in relationship to changes in prices of the commodity-based agricultural raw materials. Therefore, changes in agricultural commodity prices have relatively equal impacts on both

revenues and cost of products sold. Thus, changes in revenues of these businesses do not necessarily correspond to the changes in margins or gross profit.

The Company's corn processing operations and Wild Flavors and Specialty Ingredients businesses also utilize agricultural commodities (or products derived from agricultural commodities) as raw materials. However, in these operations, agricultural commodity market price changes do not necessarily equal changes in cost of products sold. Thus, changes in revenues of these businesses may correspond to changes in margins or gross profit.

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

The Company has consolidated subsidiaries in 76 countries. For the majority of the Company's subsidiaries located outside the United States, the local currency is the functional currency. Revenues and expenses denominated in foreign currencies are translated into U.S. dollars at the weighted average exchange rates for the applicable periods. For the majority of the Company's business activities in Brazil, the functional currency is the U.S. dollar; however, certain transactions, including taxes, occur in local currency and require conversion to the functional currency. Changes in revenues are expected to be correlated to changes in expenses reported by the Company caused by fluctuations in the exchange rates of foreign currencies, primarily the Euro, British pound, Canadian dollar, and Brazilian real, as compared to the U.S. dollar.

The Company measures its performance using key financial metrics including net earnings, segment operating profit, return on invested capital, EBITDA, economic value added, manufacturing expenses, and selling, general, and administrative expenses. The Company's financial results can vary significantly due to changes in factors such as fluctuations in energy prices, weather conditions, crop plantings, government programs and policies, changes in global demand, general global economic conditions, changes in standards of living, and global production of similar and competitive crops. Due to these unpredictable factors, the Company undertakes no responsibility for updating any forward-looking information contained within "Management's Discussion and Analysis of Financial Condition and Results of Operations."

Year Ended December 31, 2016 Compared to Year Ended December 31, 2015

As an agricultural commodity-based business, the Company is subject to a variety of market factors which affect the Company's operating results. Agricultural Services was negatively impacted in the first half of the year by weak U.S. grain export competitiveness and decreased global merchandising opportunities. Starting in the third quarter, export volumes and margins improved due to the U.S. harvest and weather conditions in South America. In Corn Processing, global demand for sweeteners and starches and U.S. exports, principally to Mexico, continued to grow. In Europe, raw material costs improved resulting in improved margins. Corn-based ethanol remained a very competitive transportation fuel, and domestic blending was strong as U.S. gasoline demand was up compared to 2015. U.S. ethanol also continued to be the one of the cheapest oxygenates in the world, driving strong export volumes throughout 2016. Industry production levels remained high during the year limiting margins. In Oilseeds Processing, global crushing operations achieved strong capacity utilization although margins were weaker mainly due to higher supply of soybean meal from Argentina, and other protein meal substitutes. Softseed margins improved due to better seed supply and oil demand. Vegetable oils continued to maintain a steady demand from the food industry. Additionally, vegetable oil sales volumes benefited from demand driven by the U.S. 2016 biodiesel blenders credit. The Wild Flavors and Specialty Ingredients business benefited from increased demand for flavor ingredients and flavor systems, specialty proteins, natural health and nutrition products, and polyols, but was adversely impacted by soft market conditions in non-flavor food ingredient markets and a strong U.S. dollar, as well as operational issues at the specialty commodities unit.

Net earnings attributable to controlling interests decreased \$0.6 billion to \$1.3 billion. Segment operating profit decreased \$0.6 billion to \$2.7 billion, primarily due to the prior year gain on sale of the global cocoa and chocolate businesses and lower earnings in the current year due to the sale of those businesses, weaker global crushing and origination margins, and lower international merchandising results, partially offset by better ethanol results. Corporate results in the current year include a charge of \$19 million from the effect of changes in agricultural commodity prices on LIFO inventory valuation reserves, compared to a credit of \$2 million in the prior year and a decrease of approximately \$70 million in the Company's share of the results of Compagnie Industrielle et Financiere des Produits Amylaces SA (Luxembourg) (CIP).

Income taxes increased \$96 million due to a higher effective tax rate partially offset by lower earnings before income taxes. The Company's effective tax rate for 2016 increased to 29.3% compared to 19.2% for 2015 due primarily to low tax rates on significant gains related to portfolio actions in 2015, a \$71 million prior year discrete tax benefit resulting mainly from the release of a \$66 million valuation allowance compared to a \$49 million discrete tax expense in the current year, and changes in the geographic mix of pretax earnings (see Note 13 in Item 8 for more information).

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Analysis of Statements of Earnings

Processed volumes by product for the years ended December 31, 2016 and 2015 are as follows (in metric tons):

(In thousands)	2016	2015	Change
Oilseeds	33,788	33,817	(29)
Corn	22,273	23,126	(853)
Total	56,061	56,943	(882)

The Company generally operates its production facilities, on an overall basis, at or near capacity, adjusting facilities individually, as needed, to react to the current margin environment and seasonal local supply and demand conditions. The overall decrease in corn relates to the disposal of the sugar ethanol operations in May 2016 partially offset by volumes from the acquisition of Eaststarch C.V. in November 2015.

Following the sale of the cocoa business in October 2015, the remaining results of Cocoa and Other were combined with the results of Refining, Packaging, Biodiesel, and Other within the Oilseeds Processing segment effective January 1, 2016. Prior period results have been reclassified to conform to the current presentation.

Revenues by segment for the years ended December 31, 2016 and 2015 are as follows:

(In millions)	2016	2015	Change
Agricultural Services			
Merchandising and Handling	\$24,609	\$25,957	\$(1,348)
Milling and Other	3,060	3,479	(419)
Transportation	224	246	(22)
Total Agricultural Services	27,893	29,682	(1,789)
Corn Processing			
Sweeteners and Starches	4,028	3,713	315
Bioproducts	5,438	6,282	(844)
Total Corn Processing	9,466	9,995	(529)
Oilseeds Processing			
Crushing and Origination	13,976	15,597	(1,621)
Refining, Packaging, Biodiesel, and Other	7,880	9,364	(1,484)
Asia	296	256	40
Total Oilseeds Processing	22,152	25,217	(3,065)
Wild Flavors and Specialty Ingredients	2,427	2,407	20
Total Wild Flavors and Specialty Ingredients	2,427	2,407	20
Other - Financial	408	401	7
Total Other	408	401	7
Total	\$62,346	\$67,702	\$(5,356)

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Revenues and cost of products sold in a commodity merchandising and processing business are affected by the underlying commodity prices and volumes. In periods of significant changes in commodity prices, the underlying performance of the Company is better evaluated by looking at margins since both revenues and cost of products sold, particularly in Oilseeds Processing and Agricultural Services, generally have a relatively equal impact from commodity price changes which generally result in an insignificant impact to gross profit.

Revenues decreased \$5.4 billion, or 8%, to \$62.3 billion due to lower average sales prices (\$3.5 billion), including \$0.6 billion in foreign currency translation impacts, and lower overall sales volumes (\$1.9 billion). The decrease in sales prices was due principally to lower underlying agricultural commodity prices, in particular prices of corn, soybeans, and soybean-related products. The decrease in sales volumes was due principally to the sale of the cocoa business and decreased sales volumes of ethanol and South American grain and oilseed origination. Agricultural Services revenues decreased 6% to \$27.9 billion due to lower average sales prices (\$2.5 billion) partially offset by higher sales volumes (\$0.7 billion). Corn Processing revenues decreased 5% to \$9.5 billion due to lower sales volumes (\$0.5 billion) due principally to ethanol and the sale of the sugar ethanol business partially offset by sales volumes from the acquisition of Eaststarch C.V. Oilseeds Processing revenues decreased 12% to \$22.2 billion due to lower average sales prices (\$0.8 billion) and lower sales volumes (\$2.3 billion) principally due to South American grains and oilseeds and the sale of the cocoa business. WFSI revenues were flat due to lower average sales prices (\$0.2 billion) which were offset by higher sales volumes (\$0.2 billion).

Cost of products sold decreased \$5.0 billion to \$58.7 billion due principally to lower average commodity costs, including \$0.6 billion in foreign currency translation impacts, and lower manufacturing costs. Included in cost of products sold is a charge of \$19 million from the effect of changes in agricultural commodity prices on LIFO inventory valuation reserves compared to a credit of \$2 million in the prior year. Manufacturing expenses decreased \$0.2 billion to \$5.2 billion primarily due to the sale of the cocoa business, lower energy usage and prices, and decreased repairs and maintenance expenses.

Gross profit decreased \$0.3 billion, or 8%, to \$3.7 billion. The decrease in gross profit consists principally of lower soy crush margins (\$309 million), reduced merchandising results (\$95 million) primarily due to Agricultural Services global trade execution and positioning losses, lower volumes and freight rates in barge operations (\$24 million), the sale of the cocoa business in the prior period (\$78 million), partially offset by contribution of the recent Eaststarch C.V. acquisition (\$85 million), and higher results in sweeteners and starches (\$169 million). These factors are explained in the segment operating profit discussion on page 31. The effect of changes in agricultural commodity prices on LIFO inventory valuation reserves had a \$19 million negative impact on gross profit compared to a positive impact of \$2 million in the prior year. The decrease in underlying commodity prices did not result in a significant decrease in margins or gross profit as lower underlying commodity prices had a relatively equal impact on revenues and cost of products sold.

Selling, general, and administrative expenses of \$2.0 billion were comparable to the prior year. Decreased expenses related to the sale of the cocoa business and a U.S. retiree medical benefit plan curtailment gain were offset by legal settlements, costs, and legal fees, increased transaction fees due to increased trading volume from the brokerage business, and expenses for the recently consolidated Eaststarch C.V.

Asset impairment, exit, and restructuring costs decreased \$145 million to \$55 million. Prior year charges include long-lived asset impairments of \$129 million related to certain Oilseeds Processing facilities, sugar ethanol facilities in Brazil, a facility in the Corn Processing segment, and capitalized software costs and restructuring and exit costs of \$71 million related principally to an international pension plan settlement, sugar ethanol facilities in Brazil, and

several individually insignificant restructuring and exit costs. Current year charges include \$11 million of software impairment in Corporate, \$6 million of other-than-temporary impairment charges on the Company's investment in two available for sale equity securities in Corporate, and \$17 million and \$21 million of individually insignificant fixed asset impairment and restructuring charges, respectively.

Interest expense declined \$15 million to \$293 million primarily due to lower interest rates on long-term debt and the \$8 million effect of the revaluation of the mandatorily redeemable 10% interest in Harvest Innovations.

Equity in earnings of unconsolidated affiliates decreased \$98 million to \$292 million primarily due to lower earnings from the Company's investments in Wilmar and CIP and a decrease in equity earnings from Eaststarch C.V. which is now fully consolidated following the acquisition of the remaining interest in November 2015, partially offset by increased earnings from other equity investees.

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Other income - net decreased \$203 million to \$147 million. Prior year income consisted primarily of gain on sales of \$256 million related primarily to the sale of the cocoa, chocolate, and lactic businesses, a gain of \$212 million on the revaluation of the Company's previously held equity investments in North Star Shipping, Minmetal, and Eaststarch C.V. in conjunction with the acquisition of the remaining interests, and a gain of \$62 million on the sale of a 50% interest in the Barcarena export terminal facility in Brazil to Glencore plc, partially offset by a \$189 million loss on debt extinguishment related to the repurchase of outstanding debt and loss provisions of \$45 million related to sugar ethanol facilities in Brazil. Current year income includes \$48 million of realized additional consideration related to the sale of the Company's equity investment in Gruma S.A.B. de C.V. in December 2012, a \$59 million gain, including recovery of loss provisions, related to the sale of the Company's Brazilian sugar ethanol facilities, a \$12 million gain related to the revaluation of the remaining interest to settlement value in conjunction with the acquisition of Amazon Flavors, and a \$10 million loss on sale of other individually immaterial assets.

Operating profit by segment and earnings before income taxes for the year ended December 31, 2016 and 2015 are as follows:

(In millions)	2016	2015	Change
Agricultural Services			
Merchandising and Handling	\$216	\$334	\$(118)
Milling and Other	274	244	30
Transportation	112	136	(24)
Total Agricultural Services	602	714	(112)
Corn Processing			
Sweeteners and Starches	657	634	23
Bioproducts	154	14	140
Total Corn Processing	811	648	163
Oilseeds Processing			
Crushing and Origination	378	842	(464)
Refining, Packaging, Biodiesel, and Other	343	568	(225)
Asia	150	164	(14)
Total Oilseeds Processing	871	1,574	(703)
Wild Flavors and Specialty Ingredients	286	280	6
Total Wild Flavors and Specialty Ingredients	286	280	6
Other - Financial	134	56	78
Total Other	134	56	78
Total Segment Operating Profit	2,704	3,272	(568)
Corporate	(882)	(988)	106
Earnings Before Income Taxes	\$1,822	\$2,284	\$(462)

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Corporate results are as follows:

(In millions)	2016	2015	Change
LIFO credit (charge)	\$(19)	\$2	\$(21)
Interest expense - net	(282)	(297)	15
Unallocated corporate costs	(457)	(433)	(24)
Other charges	(52)	(242)	190
Minority interest and other	(72)	(18)	(54)
Total Corporate	\$(882)	\$(988)	\$ 106

Agricultural Services operating profit decreased 16%. Merchandising and Handling operating results declined primarily due to compressed grain handling margins in the first half of 2016. International merchandising results were down driven by poor execution and low market volatility which limited forward merchandising opportunities. Strong origination results in Argentina and the addition of destination marketing in Egypt through the Company's Medsofts joint venture were partially offset by the absence of a \$27 million prior year gain on the revaluation of the Company's previously held investments in North Star Shipping and Minmetal in conjunction with the acquisition of the remaining interest. Milling and Other results increased 12%. Current period results include additional realized consideration related to the sale of the Company's equity investment in Gruma S.A.B de C.V. in December 2012 of \$48 million. Transportation operating profit declined due to weak barge demand and lower freight rates.

Corn Processing operating profit increased 25%. Sweeteners and Starches operating profit increased as the business continued to perform well with higher volumes and pricing and improved margins from optimizing flex grind in the Company's corn wet mills. The integration of the recent Eaststarch C.V. and Morocco acquisitions has progressed smoothly, significantly exceeding the Company's earnings accretion target. Bioproducts profit improved due to higher ethanol margins towards the end of the year, a \$59 million gain, including recovery of loss provisions, related to the sale of the Company's Brazilian sugar ethanol facilities, and the absence of prior year's restructuring and fixed asset impairment charges of \$75 million related to the sugar ethanol business.

Oilseeds Processing operating profit decreased 45%. Crushing and Origination operating profit declined driven primarily by lower global soy crush margins which were high last year, lower South American grain origination results caused by smaller soybean and corn crops in the region and year-over-year slower farmer-selling, absence of a \$62 million prior year gain related to the sale of the 50% interest in the Barcarena export terminal facility in Brazil to Glencore plc, partially offset by strong softseed volumes and margins in North America. Refining, Packaging, Biodiesel, and Other results declined due to the gain of \$244 million on the sale of the global cocoa and chocolate businesses in October 2015 and lower earnings in the current year due to the sale of these businesses, partially offset by good demand and improved margins for refined and packaged oils and improved European biodiesel results. Asia results declined due primarily to equity losses of \$48 million from the Company's investment in Wilmar that was recorded in the Company's results in the third quarter of 2016.

Wild Flavors and Specialty Ingredients (WFSI) operating profit increased 2% due to strong results in flavors and systems, polyols, and natural health and nutrition products and a gain of \$12 million related to the acquisition of the remaining interest in Amazon Flavors. These increases were partially offset by weaker sales of hydrocolloids and fibers, a short edible beans crop impacting volumes and costs, and operational issues at the specialty commodities unit.

Other - Financial operating profit increased on higher volumes from the Company's futures commission brokerage business and improved results from its captive insurance operations.

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Corporate results were a net charge of \$882 million in the current year compared to \$988 million in the prior year. The effect of changes in agricultural commodity prices on LIFO inventory valuation reserves resulted in a charge of \$19 million in the current year compared to a credit of \$2 million in the prior year. Interest expense - net declined \$15 million due principally to lower interest rates on long-term debt and the effect of the revaluation of the mandatorily redeemable 10% interest in Harvest Innovations. Unallocated corporate costs increased \$24 million due primarily to increased spending on the Company's ERP program and various strategic business improvement projects. Other charges in the current year included legal settlement costs and legal fees, a software impairment charge, other-than-temporary impairment charges on the Company's investments in two available for sale equity securities, a loss on the sale of an investment, other asset impairment and restructuring charges, partially offset by a gain related to a U.S. retiree medical benefit plan curtailment. Other charges in the prior year consisted of the \$189 million loss on debt extinguishment related to the repurchase of outstanding debt, restructuring charges of \$29 million related principally to an international pension plan settlement, and asset impairment and settlement charges of \$24 million. The increase in minority interest and other expense is due to a decrease of approximately \$70 million in the Company's share of the results of CIP.

Non-GAAP Financial Measures

The Company uses adjusted earnings per share (EPS) and adjusted earnings before taxes, interest, and depreciation and amortization (EBITDA), non-GAAP financial measures as defined by the Securities and Exchange Commission, to evaluate the Company's financial performance. These performance measures are not defined by accounting principles generally accepted in the United States and should be considered in addition to, and not in lieu of, GAAP financial measures.

Adjusted EPS is defined as diluted EPS adjusted for the effects on reported diluted EPS of certain specified items. Adjusted EBITDA is defined as earnings before taxes, interest, and depreciation and amortization, adjusted for specified items. The Company calculates adjusted EBITDA by removing the impact of specified items and adding back the amounts of interest expense and depreciation and amortization to earnings before income taxes.

Management believes that adjusted EPS and adjusted EBITDA are useful measures of the Company's performance because they provide investors additional information about the Company's operations allowing better evaluation of underlying business performance and better period-to-period comparability. Adjusted EPS and adjusted EBITDA are not intended to replace or be an alternative to diluted EPS and earnings before income taxes, respectively, the most directly comparable amounts reported under GAAP.

The table below provides a reconciliation of diluted EPS to adjusted EPS for the years ended December 31, 2016 and 2015.

	2016		2015	
	In millions	Per share	In millions	Per share
Average number of shares outstanding - diluted	591		621	
Net earnings and reported EPS (fully diluted)	\$1,279	\$2.16	\$1,849	\$2.98
Adjustments:				
LIFO charge (credit) (net of tax of \$7 million in 2016 and \$1 million in 2015) ⁽¹⁾	12	0.02	(1)	—
Gain on sale and revaluation of assets (net of tax of \$17 million in 2016 and \$15 million in 2015) ⁽²⁾	(92)	(0.15)	(515)	(0.83)
	77	0.13	230	0.37

Asset impairment, restructuring, and settlement charges (net of tax of \$40 million in 2016 and \$37 million in 2015) ⁽²⁾

Post-retirement benefit curtailment (net of tax of \$14 million) ⁽¹⁾	(24)	(0.04)	—	—
Loss on debt extinguishment (net of tax of \$71 million) ⁽¹⁾	—	—	118	0.19
Certain discrete tax adjustments	24	0.04	(60)	(0.10)
Adjusted net earnings and EPS	\$1,276	\$2.16	\$1,621	\$2.61

⁽¹⁾ Tax effected using the Company's U.S. effective tax rate.

⁽²⁾ Tax effected using the applicable tax rates.

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

The table below provides a reconciliation of earnings before income taxes to adjusted EBITDA and adjusted EBITDA by segment for the years ended December 31, 2016 and 2015.

(In millions)	2016	2015	Change
Earnings before income taxes	\$1,822	\$2,284	\$(462)
Interest expense	293	308	(15)
Depreciation and amortization	900	873	27
LIFO	19	(2)	21
Gain on sale and revaluation of assets	(109)	(530)	421
Asset impairment, restructuring, and settlement charges	117	267	(150)
Post-retirement benefit curtailment	(38)	—	(38)
Loss on debt extinguishment	—	189	(189)
Adjusted EBITDA	\$3,004	\$3,389	\$(385)
Agricultural Services			
Earnings before income taxes	\$602	\$714	\$(112)
Depreciation and amortization	199	196	3
Gain on sale and revaluation of assets	(43)	(33)	(10)
Asset impairment, restructuring, and settlement charges	14	3	11
Agricultural Services Adjusted EBITDA	772	880	(108)
Corn Processing			
Earnings before income taxes	811	648	163
Depreciation and amortization	354	337	17
Gain on sale and revaluation of assets	(59)	(191)	132
Asset impairment, restructuring, and settlement charges	8	136	(128)
Corn Processing Adjusted EBITDA	1,114	930	184
Oilseeds Processing			
Earnings before income taxes	871	1,574	(703)
Interest expense	4	3	1
Depreciation and amortization	194	195	(1)
Gain on sale and revaluation of assets	—	(306)	306
Asset impairment, restructuring, and settlement charges	9	66	(57)
Oilseeds Processing Adjusted EBITDA	1,078	1,532	(454)
Wild Flavors and Specialty Ingredients			
Earnings before income taxes	286	280	6
Interest expense	—	3	(3)
Depreciation and amortization	90	89	1
Gain on sale and revaluation of assets	(12)	—	(12)
Asset impairment, restructuring, and settlement charges	1	9	(8)
Wild Flavors and Specialty Ingredients Adjusted EBITDA	365	381	(16)
Other - Financial			
Earnings before income taxes	134	56	78
Interest expense	3	1	2
Depreciation and amortization	7	7	—
Other - Financial Adjusted EBITDA	144	64	80

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

(In millions)	2016	2015	Change
Corporate			
Earnings before income taxes	(882)	(988)	106
Interest expense	286	301	(15)
Depreciation and amortization	56	49	7
LIFO	19	(2)	21
Loss on sale and revaluation of assets	5	—	5
Asset impairment, restructuring, and settlement charges	85	53	32
Post-retirement benefit curtailment	(38)	—	(38)
Loss on debt extinguishment	—	189	(189)
Corporate Adjusted EBITDA	(469)	(398)	(71)
Total Adjusted EBITDA	\$3,004	\$3,389	\$(385)

Year Ended December 31, 2015 Compared to Year Ended December 31, 2014

As an agricultural commodity-based business, the Company is subject to a variety of market factors which affect the Company's operating results. Agricultural Services was negatively impacted by the ample global supply of agricultural commodities which limited merchandising opportunities, reduced demand for North American grain exports, and moderated commodity prices throughout the year 2015. The increase in global supply was due to several large harvests which built up world grain stocks to historically high levels. In addition, the U.S. dollar continued to be firm against weakening global currencies, particularly those in major crop growing countries such as Brazil, Argentina, and Ukraine. This resulted in margin pressure and decreased North American export volumes most of 2015, partially offset by higher domestic grain demand. Transportation was also impacted by the decreased North American export volumes as well as lower global freight rates. Demand and prices for sweeteners and starches remained solid while co-product prices weakened. Ethanol demand remained strong both in North America and export markets due to favorable gasoline blending economics and ethanol's continuing status as a competitive octane enhancer. Despite strong demand, ethanol margins were weak due to record-high levels of U.S. industry production for most 2015, leading to excess inventory. Overall demand for global protein meal and vegetable oil remained strong, especially in North America. South American oilseeds saw significantly higher volumes and margins for grain origination and exports due to the significant depreciation of the Brazilian Real against the U.S. dollar. Lower softseed availability affected seed basis, resulting in lower softseed crushing volumes and weaker margins, particularly in Europe. Biodiesel demand resulting from international biofuel standards continued to support demand for crude and refined vegetable oil, although demand for biodiesel was softer throughout 2015 due to weaker economic conditions in certain countries. The Wild Flavors and Specialty Ingredients business continued to focus on cost synergies and new revenue opportunities amid economic uncertainty in many emerging economies and some softening in demand. Customers' interest to develop innovative, healthy, and nutritious food products in response to macro trends in diet and demographics remained strong and continued to grow.

Net earnings attributable to controlling interests decreased \$0.4 billion to \$1.8 billion. Segment operating profit was down 16%, due primarily to weaker ethanol margins and lower volumes and margins of North American grain exports. Corporate results in 2015 include a charge of \$189 million related to the repurchase of outstanding debt, in addition to a credit of \$2 million from the effect of decreasing agricultural commodity prices on LIFO inventory valuation reserves, compared to a LIFO credit of \$245 million in 2014.

Income taxes decreased from \$877 million to \$438 million due to lower earnings before income taxes and a decreased effective tax rate. The Company's effective tax rate for 2015 decreased to 19% compared to 28% for 2014 due

primarily to low tax rates on significant one-time gains related to portfolio actions, a \$70 million favorable impact of discrete items, mainly the release of a \$66 million valuation allowance, and changes in the geographic mix of pretax earnings.

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Analysis of Statements of Earnings

Processed volumes by product for the years ended December 31, 2015 and 2014 are as follows (in metric tons):

(In thousands)	2015	2014	Change
Oilseeds	33,817	32,208	1,609
Corn	23,126	23,668	(542)
Total	56,943	55,876	1,067

The Company generally operates its production facilities, on an overall basis, at or near capacity, adjusting facilities individually, as needed, to react to current and seasonal local supply and demand conditions. Record volumes of oilseeds were processed during 2015, increased from 2014 as a result of the strong demand environment for soybean meal. Processed volumes of corn decreased in response to high ethanol industry production which outpaced demand throughout the year 2015.

Following the sale of the cocoa business in October 2015, the remaining results of Cocoa and Other were combined with the results of Refining, Packaging, Biodiesel, and Other within the Oilseeds Processing segment effective January 1, 2016. Results prior to January 1, 2016 have been reclassified to conform to the current presentation.

Revenues by segment for the years ended December 31, 2015 and 2014 are as follows:

(In millions)	2015	2014	Change
Agricultural Services			
Merchandising and Handling	\$25,957	\$32,208	\$(6,251)
Milling and Other	3,479	3,815	(336)
Transportation	246	265	(19)
Total Agricultural Services	29,682	36,288	(6,606)
Corn Processing			
Sweeteners and Starches	3,713	3,767	(54)
Bioproducts	6,282	8,515	(2,233)
Total Corn Processing	9,995	12,282	(2,287)
Oilseeds Processing			
Crushing and Origination	15,597	18,542	(2,945)
Refining, Packaging, Biodiesel, and Other	9,364	11,937	(2,573)
Asia	256	454	(198)
Total Oilseeds Processing	25,217	30,933	(5,716)
Wild Flavors and Specialty Ingredients	2,407	1,368	1,039
Total Wild Flavors and Specialty Ingredients	2,407	1,368	1,039
Other - Financial	401	330	71
Total Other	401	330	71
Total	\$67,702	\$81,201	\$(13,499)

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Revenues and cost of products sold in a commodity merchandising and processing business are affected by the underlying commodity prices and volumes. In periods of significant changes in commodity prices, the underlying performance of the Company is better evaluated by looking at margins since both revenues and cost of products sold, particularly in Oilseeds Processing and Agricultural Services, generally have a relatively equal impact from commodity price changes which generally result in an insignificant impact to gross profit.

Revenues decreased 17% due principally to lower sales prices (\$12.9 billion) and lower sales volumes (\$0.6 billion). Sales prices decreased principally due to lower underlying agricultural commodity prices, in particular prices of soybeans, corn, and wheat, and \$5.8 billion in foreign currency translation impacts due to the strength of the U.S. dollar. Agricultural Services revenues decreased 18% primarily due to lower sales prices (\$5.3 billion) and lower sales volumes (\$1.3 billion). Corn Processing revenues decreased 19% due principally to lower sales prices (\$1.9 billion) and lower sales volumes (\$0.4 billion). Oilseeds Processing revenues decreased 18% due principally to lower sales prices (\$5.5 billion) and lower sales volumes (\$0.2 billion). Wild Flavors and Specialty Ingredients revenues increased 76% due principally to higher sales volumes resulting from the inclusion of the full year results of Wild Flavors and SCI, which were acquired during the fourth quarter of fiscal 2014 (\$1.2 billion), partially offset by lower prices (\$0.2 billion).

Cost of products sold decreased \$12.8 billion to \$63.7 billion due principally to lower average commodity prices, including \$5.6 billion from foreign currency translation impacts due to the strength of the U.S. dollar, and lower manufacturing costs. Included in cost of products sold is a credit of \$2 million from the effect of decreasing agricultural commodity prices on LIFO inventory valuation reserves compared to a credit of \$245 million in 2014. Manufacturing expenses decreased \$291 million to \$5.5 billion primarily due to lower fuel prices, partially offset by increased employee benefit costs due to the inclusion of the full year costs for WILD Flavors and SCI.

Gross profit decreased \$0.7 billion, or 16%, to \$4.0 billion due principally to lower ethanol margins (\$0.6 billion) and foreign currency translation impacts (\$0.2 billion). The inclusion of the full year results of Wild Flavors and SCI was partially offset by lower credit from the effect of decreasing agricultural commodity prices on LIFO valuation reserves. These factors are explained in the segment operating profit discussion on page 38. The decrease in underlying commodity prices did not result in a significant decrease in margins or gross profit as lower underlying commodity prices had a relatively equal impact on revenues and cost of products sold.

Selling, general, and administrative expenses increased \$106 million to \$2.0 billion due principally to increased expenses of \$219 million related to the inclusion of the full year results of Wild Flavors and SCI in 2015 compared to three-month results in 2014 partially offset by decreased pension expense primarily due to a \$98 million one-time pension settlement in 2014.

Asset impairment, exit, and restructuring costs recognized in 2015 of \$200 million consisted of long-lived asset impairments of \$129 million related to certain Oilseeds Processing facilities, sugar ethanol facilities in Brazil, a facility in the Corn Processing segment, and capitalized software costs and restructuring and exit costs of \$71 million related principally to an international pension plan settlement, sugar ethanol facilities in Brazil, and several individually insignificant restructuring and exit costs. Asset impairment, exit, and restructuring costs recognized in 2014 of \$105 million consisted of costs associated with the relocation of the Company's global headquarters to Chicago, Illinois of \$16 million, restructuring charges related primarily to the Wild Flavors acquisition and to the integration of a subsidiary following the acquisition of the minority interest of \$48 million, other-than-temporary investment writedown of \$6 million, and several individually insignificant fixed asset impairments of \$35 million.

Interest expense declined \$29 million to \$308 million primarily due to lower interest rates resulting from the issuance of Euro-denominated debt and the repurchase of certain of the Company's U.S. dollar-denominated outstanding debentures.

Equity in earnings of unconsolidated affiliates increased \$18 million to \$390 million primarily due to higher earnings from the Company's investment in CIP.

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Other income increased \$77 million from \$273 million to \$350 million. Other income in the year ended December 31, 2015 consisted primarily of gain on sales of \$256 million related primarily to the sale of the cocoa, chocolate, and lactic businesses, a gain of \$212 million on the revaluation of the Company's previously held equity investments in North Star Shipping, Minmetal, and Eaststarch C.V. in conjunction with the acquisition of the remaining interests, and a gain of \$62 million on the sale of a 50% interest in the Barcarena export terminal facility in Brazil to Glencore plc, partially offset by a \$189 million loss on debt extinguishment related to the repurchase of outstanding debt in 2015 and loss provisions of \$45 million related to sugar ethanol facilities in Brazil. Other income in the year ended December 31, 2014 consisted primarily of gains of \$156 million upon the Company's effective dilution in the Pacificor joint venture and \$126 million on the sale of the fertilizer business, partially offset by losses of \$102 million on Euro foreign currency derivative contracts entered into to economically hedge the Wild Flavors acquisition.

Operating profit by segment and earnings before income taxes for the year ended December 31, 2015 and 2014 are as follows:

(In millions)	2015	2014	Change
Agricultural Services			
Merchandising and Handling	\$334	\$653	\$(319)
Milling and Other	244	203	41
Transportation	136	187	(51)
Total Agricultural Services	714	1,043	(329)
Corn Processing			
Sweeteners and Starches	634	433	201
Bioproducts	14	715	(701)
Total Corn Processing	648	1,148	(500)
Oilseeds Processing			
Crushing and Origination	842	868	(26)
Refining, Packaging, Biodiesel, and Other	568	405	163
Asia	164	167	(3)
Total Oilseeds Processing	1,574	1,440	134
Wild Flavors and Specialty Ingredients	280	205	75
Total Wild Flavors and Specialty Ingredients	280	205	75
Other - Financial	56	79	(23)
Total Other	56	79	(23)
Total Segment Operating Profit	3,272	3,915	(643)
Corporate	(988)	(785)	(203)
Earnings Before Income Taxes	\$2,284	\$3,130	\$(846)

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Corporate results are as follows:

(In millions)	2015	2014	Change
LIFO credit (charge)	\$2	\$245	\$(243)
Interest expense - net	(297)	(318)	21
Unallocated corporate costs	(433)	(414)	(19)
Other charges	(242)	(228)	(14)
Minority interest and other	(18)	(70)	52
Total Corporate	\$(988)	\$(785)	\$(203)

Agricultural Services operating profit decreased 32%. Merchandising and Handling results decreased on fewer merchandising opportunities and lower margins due to ample global supplies of grain, reduced U.S. export competitiveness during the second half of 2015 due to the strong U.S. dollar, and a large South American harvest. Also contributing to the decrease were the absence of a 2014 gain of \$17 million related to a partial recovery of a loss provision and a 2014 gain of \$156 million from the Company's effective dilution in the Pacificor joint venture, partially offset by a 2015 gain of \$27 million on the revaluation of the Company's previously held investments in North Star Shipping and Minmetal in conjunction with the acquisition of the remaining interests. Milling and Other results improved due to higher product margins and strong merchandising results. Transportation results declined due to lower freight rates and volumes driven by reduced U.S. export volumes in the second half of 2015.

Corn Processing operating profit decreased 44%. Included in the 2015 operating profit is approximately \$13 million of mark-to-market losses related to hedge timing effects compared to \$25 million of gains in 2014. Excluding these items, Sweeteners and Starches operating profit increased \$213 million due principally to the \$185 million gain from the revaluation of the Company's previously held investment in Eaststarch C.V. in conjunction with the acquisition of the remaining interest in November 2015. Also contributing to the increase were lower raw material costs and good demand relative to supply of products. Excluding hedge timing effects, Bioproducts operating profit declined by \$675 million primarily due to lower industry ethanol margins. Strong industry production levels resulted in high industry inventory levels which kept industry margins considerably lower than 2014, despite increased domestic and export demand. Also contributing to the decrease were restructuring and fixed asset impairment charges of \$75 million and loss provisions of \$45 million related to the sugar ethanol business in Brazil.

Oilseeds Processing operating profit increased 9%. Included in the 2015 operating profit is \$45 million of mark-to-market gains related to cocoa hedge timing effects compared to \$17 million of losses in 2014. Crushing and Origination operating profit includes a 2015 gain of \$62 million related to the sale of assets to the new Barcarena export terminal joint venture in Brazil and a 2014 gain of \$126 million related to the sale of the fertilizer business. Excluding these gains, Crushing and Origination operating profit increased \$38 million primarily due to strong North American & European soybean crushing volumes and margins through the first half of 2015, driven by strong demand and an ample global bean supply. Starting in the third quarter and continuing in the fourth quarter of 2015, global soybean crush margins declined as the more competitive Argentine meal was anticipated to enter the already well-supplied global markets due to changes in Argentine policies. Softseed margins and volumes were lower, particularly in Europe, resulting from weaker global demand for vegetable oil. Large South American corn and soybean harvests also helped support a significant improvement in South America origination results. Refining, Packaging, Biodiesel, and Other operating profit declined primarily due to lower South American and European results partially offset by improved margins in North American oil refining operations. Excluding hedge timing effects, Cocoa and Other results increased \$149 million. The 2015 gain of \$244 million on the sale of the global cocoa and chocolate business was partially offset by lower earnings due to the sale of these businesses and lower cocoa press margins and peanut processing results. Asia results declined due principally to long-lived asset and goodwill

impairments partially offset by an increase from the Company's share of its results from its equity investee, Wilmar.

Wild Flavors and Specialty Ingredients operating profit increased due primarily to the acquisitions of Wild Flavors and SCI during the fourth quarter of fiscal 2014. Incremental earnings from these acquisitions were partially offset by lower overall results in the other specialty ingredients businesses due to weakness in many emerging economies and a strong U.S. dollar, which reduced volumes and margins across a number of product lines.

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Corporate results were a net charge of \$988 million in 2015 compared to \$785 million in 2014. The effects of changing commodity prices on LIFO inventory valuations resulted in a credit of \$2 million in 2015 compared to a credit of \$245 million in 2014. Interest expense - net declined due principally to lower interest rates. Unallocated corporate costs increased \$19 million due primarily to increased pension expense resulting from the adoption of a new mortality assumption, increased spending on the Company's ERP program and various strategic business improvement projects, partially offset by lower employee compensation expense. Other charges in 2015 consisted of a \$189 million loss on debt extinguishment related to the repurchase of outstanding debt, restructuring charges of \$29 million related principally to an international pension plan settlement, and asset impairment and settlement charges of \$24 million. Other charges in 2014 consisted of a \$102 million loss on Euro foreign currency derivative contracts entered into to economically hedge the Wild Flavors acquisition, costs associated with the relocation of the Company's global headquarters to Chicago, Illinois of \$16 million, restructuring charges related to the Alfred C. Toepfer International integration and other restructuring charges of \$15 million, and pension settlement of \$98 million. Minority interest and other expense in 2014 consisted primarily of a \$56 million loss related to the Company's equity method investment in CIP.

Non-GAAP Financial Measures

The Company uses adjusted earnings per share (EPS) and adjusted earnings before taxes, interest, and depreciation and amortization (EBITDA), non-GAAP financial measures as defined by the Securities and Exchange Commission, to evaluate the Company's financial performance. These performance measures are not defined by accounting principles generally accepted in the United States and should be considered in addition to, and not in lieu of, GAAP financial measures.

Adjusted EPS is defined as diluted EPS adjusted for the effects on reported diluted EPS of certain specified items. Adjusted EBITDA is defined as earnings before taxes, interest, and depreciation and amortization, adjusted for specified items. The Company calculates adjusted EBITDA by removing the impact of specified items and adding back the amounts of interest expense and depreciation and amortization to earnings before income taxes.

Management believes that adjusted EPS and adjusted EBITDA are useful measures of the Company's performance because they provide investors additional information about the Company's operations allowing better evaluation of underlying business performance and better period-to-period comparability. Adjusted EPS and adjusted EBITDA are not intended to replace or be an alternative to diluted EPS and earnings before income taxes, respectively, the most directly comparable amounts reported under GAAP.

The table below provides a reconciliation of diluted EPS to adjusted EPS for the years ended December 31, 2015 and 2014.

	2015		2014	
	In millions	Per share	In millions	Per share
Average number of shares outstanding - diluted	621		656	
Net earnings and reported EPS (fully diluted)	\$1,849	\$2.98	\$2,248	\$3.43
Adjustments:				
LIFO credit (net of tax of \$1 million in 2015 and \$93 million in 2014) ⁽¹⁾	(1)	—	(152)	(0.23)
Gain on sale and revaluation of assets (net of tax of \$15 million in 2015 and \$105 million in 2014) ⁽²⁾	(515)	(0.83)	(186)	(0.29)
Charges related to Wild Flavors (net of tax of \$51 million) ⁽¹⁾	—	—	84	0.13

Edgar Filing: ARCHER DANIELS MIDLAND CO - Form 10-K

Asset impairment, restructuring, and settlement charges (net of tax of \$37 million in 2015 and \$62 million in 2014) ⁽²⁾	230	0.37	107	0.16
Loss on debt extinguishment (net of tax of \$71 million) ⁽¹⁾	118	0.19	—	—
Certain discrete tax adjustments	(60)	(0.10)	15	0.03
Total adjustments	(228)	(0.37)	(132)	(0.20)
Adjusted net earnings and EPS	\$1,621	\$2.61	\$2,116	\$3.23

⁽¹⁾ Tax effected using the Company's U.S. effective tax rate.

⁽²⁾ Tax effected using the U.S. and other applicable tax rates.

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

The table below provides a reconciliation of earnings before income taxes to adjusted EBITDA and adjusted EBITDA by segment for the years ended December 31, 2015 and 2014.

(In millions)	2015	2014	Change
Earnings before income taxes	\$2,284	\$3,130	\$(846)
Interest expense	308	337	(29)
Depreciation and amortization	873	877	(4)
LIFO	(2)	(245)	243
Gain on sale and revaluation of assets	(530)	(291)	(239)
Charges related to Wild Flavors	—	135	(135)
Asset impairment, restructuring, and settlement charges	267	170	97
Loss on debt extinguishment	189	—	189
Adjusted EBITDA	\$3,389	\$4,113	\$(724)
Agricultural Services			
Earnings before income taxes	\$714	\$1,043	\$(329)
Interest expense	—	1	(1)
Depreciation and amortization	196	195	1
Gain on sale and revaluation of assets	(33)	(156)	123
Asset impairment, restructuring, and settlement charges	3	14	(11)
Agricultural Services Adjusted EBITDA	880	1,097	(217)
Corn Processing			
Earnings before income taxes	648	1,148	(500)
Depreciation and amortization	337	334	3
Gain on sale and revaluation of assets	(191)	—	(191)
Asset impairment, restructuring, and settlement charges	136	18	118
Corn Processing Adjusted EBITDA	930	1,500	(570)
Oilseeds Processing			
Earnings before income taxes	1,574	1,440	134
Interest expense	3	8	(5)
Depreciation and amortization	195	247	(52)
Gain on sale and revaluation of assets	(306)	(126)	(180)
Asset impairment, restructuring, and settlement charges	66	3	63
Oilseeds Processing Adjusted EBITDA	1,532	1,572	(40)
Wild Flavors and Specialty Ingredients			
Earnings before income taxes	280	205	75
Interest expense	3	7	(4)
Depreciation and amortization	89	41	48
Charges related to Wild Flavors	9	33	(24)
Wild Flavors and Specialty Ingredients Adjusted EBITDA	381	286	95
Other - Financial			
Earnings before income taxes	56	79	(23)
Interest expense	1	1	—
Depreciation and amortization	7	5	2
Other - Financial Adjusted EBITDA	64	85	(21)

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

(In millions)	2015	2014	Change
Corporate			
Earnings before income taxes	(988)	(785)	(203)
Interest expense	301	320	(19)
Depreciation and amortization	49	55	(6)
LIFO	(2)	(245)	243
Gain on sale and revaluation of assets	—	(9)	9
Asset impairment, restructuring, and settlement charges	53	135	(82)
Charges related to Wild Flavors	—	102	(102)
Loss on debt extinguishment	189	—	189
Corporate Adjusted EBITDA	(398)	(427)	29
Total Adjusted EBITDA	\$3,389	\$4,113	\$(724)

Liquidity and Capital Resources

A Company objective is to have sufficient liquidity, balance sheet strength, and financial flexibility to fund the operating and capital requirements of a capital intensive agricultural commodity-based business. The Company's strategy involves expanding the volume and diversity of crops that it merchandises and processes, expanding the global reach of its core model, and expanding its value-added product portfolio. The Company depends on access to credit markets, which can be impacted by its credit rating and factors outside of the Company's control, to fund its working capital needs and capital expenditures. The primary source of funds to finance the Company's operations, capital expenditures, and advancement of its growth strategy is cash generated by operations and lines of credit, including a commercial paper borrowing facility. In addition, the Company believes it has access to funds from public and private equity and debt capital markets in both U.S. and international markets.

Cash provided by operating activities was \$1.5 billion for 2016 compared to \$2.5 billion in 2015. Working capital changes decreased cash by \$0.6 billion in the current year compared to providing cash of \$0.2 billion in the prior year. Trade receivables increased \$0.2 billion due principally to lower receivables sold under the accounts receivable securitization programs. Inventories increased approximately \$0.7 billion at December 31, 2016 compared to December 31, 2015 due to higher inventory quantities and higher prices. The Company made a \$0.2 billion voluntary contribution to the U.S. pension plans in 2015 and 2016. Cash used in investing activities was \$1.2 billion this year compared to \$21 million last year. Capital expenditures and net assets of businesses acquired were \$1.0 billion this year compared to \$1.6 billion last year. Proceeds from the sale of businesses and assets were \$0.2 billion this year compared to \$1.8 billion last year. Sales of marketable securities, net of purchases, were \$0.3 billion this year compared to \$35 million last year. Investments in and advances to affiliates include additional investments in Wilmar of \$0.6 billion for the year compared to \$0.1 billion last year. Cash used in financing activities was \$0.6 billion this year compared to \$2.6 billion last year. Long-term debt borrowings in the current year related to the \$1.0 billion of new notes issued on August 11, 2016 compared to \$1.2 billion in the prior year which related to the €1.1 billion (\$1.2 billion) of notes issued on June 24, 2015. Long-term debt payments in the prior year included the purchase of \$935 million aggregate principal amount of certain of the Company's outstanding debentures for \$1.1 billion pursuant to the cash tender offers and debt redemption. Treasury stock purchases were \$1.0 billion in the current year compared to \$2.0 billion in last year.

At December 31, 2016, the Company had \$0.9 billion of cash, cash equivalents, and short-term marketable securities and a current ratio, defined as current assets divided by current liabilities, of 1.6 to 1. Included in working capital is \$5.8 billion of readily marketable commodity inventories. At December 31, 2016, the Company's capital resources

included shareholders' equity of \$17.2 billion and lines of credit totaling \$6.9 billion, of which \$5.8 billion was unused. The Company's ratio of long-term debt to total capital (the sum of long-term debt and shareholders' equity) was 27% at December 31, 2016 and 24% at December 31, 2015. The Company uses this ratio as a measure of the Company's long-term indebtedness and an indicator of financial flexibility. The Company's ratio of net debt (the sum of short-term debt, current maturities of long-term debt, and long-term debt less the sum of cash and cash equivalents and short-term marketable securities) to capital (the sum of net debt and shareholders' equity) was 26% at December 31, 2016 and 20% at December 31, 2015. Of the Company's total lines of credit, \$4.0 billion support a commercial paper borrowing facility, against which there was no commercial paper outstanding at December 31, 2016.

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

As of December 31, 2016, the Company had \$0.6 billion of cash and cash equivalents, \$0.3 billion of which is cash held by foreign subsidiaries whose undistributed earnings are considered permanently reinvested. Based on the Company's historical ability to generate sufficient cash flows from its U.S. operations and unused and available U.S. credit capacity of \$4.5 billion, the Company has asserted that these funds are permanently reinvested outside the U.S.

The Company has accounts receivable securitization programs (the "Programs") with certain commercial paper conduit purchasers and committed purchasers. The Programs provide the Company with up to \$1.5 billion in funding against accounts receivable transferred into the Programs and expands the Company's access to liquidity through efficient use of its balance sheet assets (see Note 19 in Item 8 for more information and disclosures on the Programs). As of December 31, 2016, the Company utilized \$1.0 billion of its facility under the Programs.

On November 5, 2014, the Company's Board of Directors approved a stock repurchase program authorizing the Company to repurchase up to 100,000,000 shares of the Company's common stock during the period commencing January 1, 2015 and ending December 31, 2019. The Company has acquired approximately 68.7 million shares under this program as of December 31, 2016.

The Company expects capital expenditures of \$1.3 billion during 2017. In 2017, the Company expects additional cash outlays of approximately \$0.7 billion in dividends and \$1.0 billion to \$1.5 billion in share repurchases, subject to strategic capital requirements.

The Company's credit facilities and certain debentures require the Company to comply with specified financial and non-financial covenants including maintenance of minimum tangible net worth as well as limitations related to incurring liens, secured debt, and certain other financing arrangements. The Company was in compliance with these covenants as of December 31, 2016.

The three major credit rating agencies have maintained the Company's credit ratings at solid investment grade levels with stable outlooks.

Contractual Obligations

In the normal course of business, the Company enters into contracts and commitments which obligate the Company to make payments in the future. The following table sets forth the Company's significant future obligations by time period. Purchases include commodity-based contracts entered into in the normal course of business, which are further described in Item 7A, "Quantitative and Qualitative Disclosures About Market Risk," energy-related purchase contracts entered into in the normal course of business, and other purchase obligations related to the Company's normal business activities. The following table does not include unrecognized income tax benefits of \$55 million as of December 31, 2016 as the Company is unable to reasonably estimate the timing of settlement. Where applicable, information included in the Company's consolidated financial statements and notes is cross-referenced in this table.

	Item 8 Note	Payments Due by Period			
		Less than 1 Year	1 - 3 Years	3 - 5 Years	More than 5 Years
Contractual Obligations	Reference Total				
Purchases					

(In millions)

Edgar Filing: ARCHER DANIELS MIDLAND CO - Form 10-K

Inventories		\$9,335	\$9,196	\$136	\$3	\$—
Energy		529	246	194	89	—
Other		699	465	178	7	49
Total purchases		10,563	9,907	508	99	49
Short-term debt		154	154	—	—	—
Long-term debt	Note 10	6,777	273	1,116	689	4,699
Estimated interest payments		4,704	291	508	477	3,428
Operating leases	Note 14	843	220	291	145	187
Estimated pension and other postretirement plan contributions	(1) Note 15	148	43	24	24	57
Total		\$23,189	\$10,888	\$2,447	\$1,434	\$8,420

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

⁽¹⁾ Includes pension contributions of \$30 million for fiscal 2017. The Company is unable to estimate the amount of pension contributions beyond fiscal year 2017. For more information concerning the Company's pension and other postretirement plans, see Note 15 in Item 8.

At December 31, 2016, the Company estimates it will spend approximately \$1.5 billion through fiscal year 2021 to complete currently approved capital projects which are not included in the table above.

The Company also has outstanding letters of credit and surety bonds of \$1.1 billion at December 31, 2016 which are not included in the table above.

The Company has entered into agreements, primarily debt guarantee agreements related to equity-method investees, which could obligate the Company to make future payments. The Company's liability under these agreements arises only if the primary entity fails to perform its contractual obligation. The Company has collateral for a portion of these contingent obligations.

Off Balance Sheet Arrangements

Accounts Receivable Securitization Programs

Since March 2012, the Company has had an accounts receivable securitization program with certain commercial paper conduit purchasers and committed purchasers. In March 2014, the Company entered into a second accounts receivable securitization program with certain commercial paper conduit purchasers and committed purchasers. See Note 19 of Item 8 for more information about these programs.

Synthetic Leasing Program

The Company is a party to lease agreements under synthetic leasing programs for certain of its U.S. barge and trucking assets for periods ranging from 5 to 7 years. As of December 31, 2016, outstanding lease balances, including the value of the underlying assets of \$170 million, were off-balance sheet. These agreements provide the Company with the right to use these assets for specified periods in exchange for an obligation to make rental payments. The agreements are accounted for as operating leases, such that the rent expense is recorded in the consolidated statement of earnings. The future lease payments pertaining to these lease agreements are included in the contractual obligations table in Item 7. These leasing programs are utilized primarily to diversify funding sources and to retain flexibility. The Company recorded \$5 million of rent expense pertaining to synthetic lease payments for each of the years ended December 31, 2016, 2015, and 2014.

Critical Accounting Policies

The process of preparing financial statements requires management to make estimates and judgments that affect the carrying values of the Company's assets and liabilities as well as the recognition of revenues and expenses. These estimates and judgments are based on the Company's historical experience and management's knowledge and understanding of current facts and circumstances. Certain of the Company's accounting policies are considered critical, as these policies are important to the depiction of the Company's financial statements and require significant or complex judgment by management. Management has discussed with the Company's Audit Committee the development, selection, disclosure, and application of these critical accounting policies. Following are the accounting policies management considers critical to the Company's financial statements.

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Fair Value Measurements - Inventories and Commodity Derivatives

Certain of the Company's inventory and commodity derivative assets and liabilities as of December 31, 2016 are valued at estimated fair values, including \$4.4 billion of merchandisable agricultural commodity inventories, \$0.6 billion of derivative assets, \$0.7 billion of derivative liabilities, and \$0.5 billion of inventory-related payables. Commodity derivative assets and liabilities include forward fixed-price purchase and sale contracts for agricultural commodities. Merchandisable agricultural commodities are freely traded, have quoted market prices, and may be sold without significant additional processing. Management estimates fair value for its commodity-related assets and liabilities based on exchange-quoted prices, adjusted for differences in local markets. The Company's inventory and derivative commodity fair value measurements are mainly based on observable market quotations without significant adjustments and are therefore reported as Level 2 within the fair value hierarchy. Level 3 fair value measurements of approximately \$1.5 billion of assets and \$0.2 billion of liabilities represent fair value estimates where unobservable price components represent 10% or more of the total fair value price. For more information concerning amounts reported as Level 3, see Note 3 in Item 8. Changes in the market values of these inventories and commodity contracts are recognized in the statement of earnings as a component of cost of products sold. If management used different methods or factors to estimate market value, amounts reported as inventories and cost of products sold could differ materially. Additionally, if market conditions change subsequent to year-end, amounts reported in future periods as inventories and cost of products sold could differ materially.

Derivatives – Designated Hedging Activities

The Company, from time to time, uses derivative contracts designated as cash flow hedges to fix the purchase price of anticipated volumes of commodities to be purchased and processed in a future month, to fix the purchase price of the Company's anticipated natural gas requirements for certain production facilities, and to fix the sales price of anticipated volumes of ethanol. These designated hedging programs principally relate to the Company's Corn Processing operating segment. Assuming normal market conditions, the change in the market value of such derivative contracts has historically been, and is expected to continue to be, highly effective at offsetting changes in price movements of the hedged item. Gains and losses arising from open and closed hedging transactions are deferred in accumulated other comprehensive income, net of applicable income taxes, and recognized as a component of cost of products sold and revenues in the statement of earnings when the hedged item is recognized. If it is determined that the derivative instruments used are no longer effective at offsetting changes in the price of the hedged item, then the changes in the market value of these exchange-traded futures and exchange-traded and over-the-counter option contracts would be recorded immediately in the statement of earnings as a component of cost of products sold. See Note 4 in Item 8 for additional information.

Investments in Affiliates

The Company applies the equity method of accounting for investments over which the Company has the ability to exercise significant influence. These investments in affiliates are carried at cost plus equity in undistributed earnings and are adjusted, where appropriate, for amortizable basis differences between the investment balance and the underlying net assets of the investee. Generally, the minimum ownership threshold for asserting significant influence is 20% ownership of the investee. However, the Company considers all relevant factors in determining its ability to assert significant influence including but not limited to, ownership percentage, board membership, customer and vendor relationships, and other arrangements. If management used a different accounting method for these investments, then the amount of earnings from affiliates the Company recognizes may materially differ.

Income Taxes

The Company accounts for its income tax positions in accordance with the applicable accounting standards. These standards prescribe a minimum threshold a tax position is required to meet before being recognized in the consolidated financial statements. The Company recognizes in its consolidated financial statements tax positions determined more likely than not to be sustained upon examination, based on the technical merits of the position. The Company frequently faces challenges from U.S. and foreign tax authorities regarding the amount of taxes due. These challenges include questions regarding the timing and amount of deductions and the allocation of income among various tax jurisdictions. In evaluating the exposure associated with various tax filing positions, the Company records reserves for estimates of potential additional tax owed by the Company. For example, the Company has received tax assessments from tax authorities in Brazil and Argentina, challenging income tax positions taken by subsidiaries of the Company. The Company evaluated its tax positions for these matters and concluded, based in part upon advice from legal counsel, that it was appropriate to recognize the tax benefits of these positions (see Note 13 in Item 8 for additional information).

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Deferred tax assets represent items to be used as tax deductions or credits in future tax returns where the related tax benefit has already been recognized in the Company's income statement. The realization of the Company's deferred tax assets is dependent upon future taxable income in specific tax jurisdictions, the timing and amount of which are uncertain. The Company evaluates all available positive and negative evidence including estimated future reversals of existing temporary differences, projected future taxable income, tax planning strategies, and recent financial results. Valuation allowances related to these deferred tax assets have been established to the extent the realization of the tax benefit is not likely. During 2016, the Company decreased valuation allowances by approximately \$86 million primarily related to the divestiture of an impaired entity. To the extent the Company were to favorably resolve matters for which valuation allowances have been established or be required to pay amounts in excess of the aforementioned valuation allowances, the Company's effective tax rate in a given financial statement period may be impacted.

Undistributed earnings of the Company's foreign subsidiaries and the Company's share of the undistributed earnings of affiliated corporate joint venture companies accounted for on the equity method amounting to approximately \$9.3 billion at December 31, 2016, are considered to be permanently reinvested, and accordingly, no provision for U.S. income taxes has been provided thereon. If the Company were to receive distributions from any of these foreign subsidiaries or affiliates or determine the undistributed earnings of these foreign subsidiaries or affiliates to not be permanently reinvested, the Company could be subject to U.S. tax liabilities which have not been provided for in the consolidated financial statements.

Property, Plant, and Equipment and Asset Abandonments and Write-Downs

The Company is principally engaged in the business of procuring, transporting, storing, processing, and merchandising agricultural commodities and products. This business is global in nature and is highly capital-intensive. Both the availability of the Company's raw materials and the demand for the Company's finished products are driven by factors such as weather, plantings, government programs and policies, changes in global demand, changes in standards of living, and global production of similar and competitive crops. These aforementioned factors may cause a shift in the supply/demand dynamics for the Company's raw materials and finished products. Any such shift will cause management to evaluate the efficiency and cash flows of the Company's assets in terms of geographic location, size, and age of its facilities. The Company, from time to time, will also invest in equipment, technology, and companies related to new, value-added products produced from agricultural commodities and products. These new products are not always successful from either a commercial production or marketing perspective. Management evaluates the Company's property, plant, and equipment for impairment whenever indicators of impairment exist. Assets are written down to fair value after consideration of the ability to utilize the assets for their intended purpose or to employ the assets in alternative uses or sell the assets to recover the carrying value. If management used different estimates and assumptions in its evaluation of these assets, then the Company could recognize different amounts of expense over future periods. During the years ended December 31, 2016, 2015, and 2014, impairment charges for property, plant, and equipment were \$17 million, \$108 million, and \$35 million, respectively (see Note 18 in Item 8 for additional information).

Business Combinations

The Company's acquisitions are accounted for as purchases in accordance with ASC Topic 805, Business Combinations, as amended. Assets acquired and liabilities assumed, based on preliminary purchase price allocations, are adjusted to fair values at acquisition date with the remainder of the purchase price, if any, recorded as goodwill. When determining the fair values of assets acquired and liabilities assumed, management makes significant estimates and assumptions, especially with respect to intangible assets. Critical estimates in valuing certain intangible assets

include, but are not limited to, future expected cash flows and discount rates. Although management's estimates of fair value are based upon assumptions believed to be reasonable, actual results may differ.

Goodwill and Other Intangible Assets

Goodwill and intangible assets deemed to have indefinite lives are not amortized but are subject to annual impairment tests. The Company evaluates goodwill for impairment at the reporting unit level annually on October 1 or whenever there are indicators that the carrying value of the assets may not be fully recoverable. Critical estimates in the determination of the fair value of each reporting unit include, but are not limited to, future expected cash flows and discount rates. Definite-lived intangible assets are amortized over their estimated useful lives of 2 to 50 years and are reviewed for impairment whenever there are indicators that the carrying value of the assets may not be fully recoverable. The Company recorded an impairment charge for goodwill and intangibles of \$11 million and \$21 million during the years ended December 31, 2016 and 2015, respectively (see Note 18 in Item 8 for more information). There were no impairment charges recorded for goodwill and indefinite-lived intangible assets during the year ended December 31, 2014. If management used different estimates and assumptions in its impairment tests, then the Company could recognize different amounts of expense over future periods.

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Employee Benefit Plans

The Company provides substantially all U.S. employees and employees at certain international subsidiaries with retirement benefits including defined benefit pension plans and defined contribution plans. The Company provides eligible U.S. employees who retire under qualifying conditions with access to postretirement health care, at full cost to the retiree (certain employees are "grandfathered" into subsidized coverage while others are provided with Health Care Reimbursement Accounts). In order to measure the expense and funded status of these employee benefit plans, management makes several estimates and assumptions, including interest rates used to discount certain liabilities, rates of return on assets set aside to fund these plans, rates of compensation increases, employee turnover rates, anticipated mortality rates, and anticipated future health care costs. These estimates and assumptions are based on the Company's historical experience combined with management's knowledge and understanding of current facts and circumstances. Management also uses third-party actuaries to assist in measuring the expense and funded status of these employee benefit plans. If management used different estimates and assumptions regarding these plans, the funded status of the plans could vary significantly, and the Company could recognize different amounts of expense over future periods.

Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The market risk inherent in the Company's market risk sensitive instruments and positions is the potential loss arising from adverse changes in: commodity market prices as they relate to the Company's net commodity position, foreign currency exchange rates, and interest rates as described below.

Commodities

The availability and prices of agricultural commodities are subject to wide fluctuations due to factors such as changes in weather conditions, crop disease, plantings, government programs and policies, competition, changes in global demand, changes in customer preferences and standards of living, and global production of similar and competitive crops.

The Company manages its exposure to adverse price movements of agricultural commodities used for, and produced in, its business operations, by entering into derivative and non-derivative contracts which reduce the Company's overall short or long commodity position. Additionally, the Company uses exchange-traded futures and exchange-traded and over-the-counter option contracts as components of merchandising strategies designed to enhance margins. The results of these strategies can be significantly impacted by factors such as the correlation between the value of exchange-traded commodities futures contracts and the cash prices of the underlying commodities, counterparty contract defaults, and volatility of freight markets. In addition, the Company, from time-to-time, enters into derivative contracts which are designated as hedges of specific volumes of commodities that will be purchased and processed, or sold, in a future month. The changes in the market value of such futures contracts have historically been, and are expected to continue to be, highly effective at offsetting changes in price movements of the hedged item. Gains and losses arising from open and closed designated hedging transactions are deferred in other comprehensive income, net of applicable taxes, and recognized as a component of cost of products sold or revenues in the statement of earnings when the hedged item is recognized.

The Company's commodity position consists of merchandisable agricultural commodity inventories, related purchase and sales contracts, energy and freight contracts, and exchange-traded futures and exchange-traded and over-the-counter option contracts including contracts used to hedge portions of production requirements, net of sales.

The fair value of the Company's commodity position is a summation of the fair values calculated for each commodity by valuing all of the commodity positions at quoted market prices for the period, where available, or utilizing a close proxy. The Company has established metrics to monitor the amount of market risk exposure, which consist of volumetric limits, and value-at-risk (VaR) limits. VaR measures the potential loss, at a 95% confidence level, that could be incurred over a one year period. Volumetric limits are monitored daily and VaR calculations and sensitivity analysis are monitored weekly.

In addition to measuring the hypothetical loss resulting from an adverse two standard deviation move in market prices (assuming no correlations) over a one year period using VaR, sensitivity analysis is performed measuring the potential loss in fair value resulting from a hypothetical 10% adverse change in market prices. The highest, lowest, and average weekly position for the years ended December 31, 2016 and 2015 together with the market risk from a hypothetical 10% adverse price change is as follows:

Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK (Continued)

Long/(Short)	December 31, 2016		December 31, 2015	
	Fair Value	Market Risk	Fair Value	Market Risk
	(In millions)			
Highest position	\$876	\$ 88	\$(49)	\$(5)
Lowest position	(529)	(53)	(1,851)	(185)
Average position	27	3	(715)	(72)

The change in fair value of the average position was principally the result of a decrease in average quantities underlying the weekly commodity position.

Currencies

The Company has consolidated subsidiaries in 76 countries. For the majority of the Company's subsidiaries located outside the United States, the local currency is the functional currency except certain significant subsidiaries in Switzerland and Brazil where the Euro and U.S. dollar are the functional currencies, respectively. To reduce the risks associated with foreign currency exchange rate fluctuations, the Company enters into currency exchange contracts to minimize its foreign currency position related to transactions denominated primarily in Euro, British pound, Canadian dollar, and Brazilian real currencies. These currencies represent the major functional or local currencies in which recurring business transactions occur. The Company does not use currency exchange contracts as hedges against amounts permanently invested in foreign subsidiaries and affiliates. The currency exchange contracts used are forward contracts, swaps with banks, exchange-traded futures contracts, and over-the-counter options. The changes in market value of such contracts have a high correlation to the price changes in the currency of the related transactions. The potential loss in fair value for such net currency position resulting from a hypothetical 10% adverse change in foreign currency exchange rates is not material.

The amount the Company considers permanently invested in foreign subsidiaries and affiliates and translated into dollars using the year-end exchange rates is \$7.3 billion and \$8.0 billion at December 31, 2016 and 2015, respectively. The decrease is due to the depreciation of foreign currencies versus the U.S. dollar of \$0.4 billion and the decrease in retained earnings of the foreign subsidiaries and affiliates of \$0.3 billion. The potential loss in fair value, which would principally be recognized in Other Comprehensive Income, resulting from a hypothetical 10% adverse change in quoted foreign currency exchange rates is \$728 million and \$809 million for December 31, 2016 and 2015, respectively. Actual results may differ.

Interest

The fair value of the Company's long-term debt is estimated using quoted market prices, where available, and discounted future cash flows based on the Company's current incremental borrowing rates for similar types of borrowing arrangements. Such fair value exceeded the long-term debt carrying value. Market risk is estimated as the potential increase in fair value resulting from a hypothetical 50 basis points decrease in interest rates. Actual results may differ.

December
31, 2016

December
31, 2015

	(In millions)	
Fair value of long-term debt	\$7,494	\$ 6,718
Excess of fair value over carrying value	990	938
Market risk	317	307

The fair value of long-term debt increased primarily due to the \$1.0 billion new debt issued on August 11, 2016.

Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Financial Statements	Page No.
Consolidated Statements of Earnings	<u>49</u>
Consolidated Statements of Comprehensive Income (Loss)	<u>50</u>
Consolidated Balance Sheets	<u>51</u>
Consolidated Statements of Cash Flows	<u>52</u>
Consolidated Statements of Shareholders' Equity	<u>53</u>
Notes to Consolidated Financial Statements	<u>54</u>
Reports of Independent Registered Public Accounting Firm	<u>106</u>

48

Archer-Daniels-Midland Company

Consolidated Statements of Earnings

(In millions, except per share amounts)	Year Ended		
	December 31		
	2016	2015	2014
Revenues	\$62,346	\$67,702	\$81,201
Cost of products sold	58,662	63,682	76,433
Gross Profit	3,684	4,020	4,768
Selling, general and administrative expenses	2,045	2,039	1,933
Asset impairment, exit, and restructuring costs	55	200	105
Interest expense	293	308	337
Equity in earnings of unconsolidated affiliates	(292)	(390)	(372)
Interest income	(92)	(71)	(92)
Other (income) expense - net	(147)	(350)	(273)
Earnings Before Income Taxes	1,822	2,284	3,130
Income taxes	534	438	877
Net Earnings Including Noncontrolling Interests	1,288	1,846	2,253
Less: Net earnings (losses) attributable to noncontrolling interests	9	(3)	5
Net Earnings Attributable to Controlling Interests	\$1,279	\$1,849	\$2,248
Average number of shares outstanding – basic	588	618	653
Average number of shares outstanding – diluted	591	621	656
Basic earnings per common share	\$2.18	\$2.99	\$3.44
Diluted earnings per common share	\$2.16	\$2.98	\$3.43

See notes to consolidated financial statements.

Archer-Daniels-Midland Company

Consolidated Statements of Comprehensive Income (Loss)

(In millions)	Year Ended		
	December 31		
	2016	2015	2014
Net earnings including noncontrolling interests	\$1,288	\$1,846	\$2,253
Other comprehensive income (loss):			
Foreign currency translation adjustment	(467)	(962)	(954)
Tax effect	(10)	(11)	30
Net of tax amount	(477)	(973)	(924)
Pension and other postretirement benefit liabilities adjustment	(1)	154	(464)
Tax effect	3	(47)	164
Net of tax amount	2	107	(300)
Deferred gain (loss) on hedging activities	33	(99)	68
Tax effect	(12)	37	(26)
Net of tax effect	21	(62)	42
Unrealized gain (loss) on investments	3	20	(5)
Tax effect	(2)	2	2
Net of tax effect	1	22	(3)
Other comprehensive income (loss)	(453)	(906)	(1,185)
Comprehensive income (loss)	835	940	1,068
Less: Comprehensive income (loss) attributable to noncontrolling interests	8	(4)	4
Comprehensive income (loss) attributable to controlling interests	\$827	\$944	\$1,064

See notes to consolidated financial statements.

Archer-Daniels-Midland Company
Consolidated Balance Sheets

(In millions)	December 31, 2016	December 31, 2015
Assets		
Current Assets		
Cash and cash equivalents	\$ 619	\$ 910
Short-term marketable securities	296	438
Segregated cash and investments	5,011	5,214
Trade receivables	1,905	1,738
Inventories	8,831	8,243
Other current assets	4,383	5,286
Total Current Assets	21,045	21,829
Investments and Other Assets		
Investments in and advances to affiliates	4,497	3,901
Long-term marketable securities	187	439
Goodwill and other intangible assets	3,703	3,688
Other assets	579	447
Total Investments and Other Assets	8,966	8,475
Property, Plant, and Equipment		
Land	445	454
Buildings	4,679	4,715
Machinery and equipment	17,160	17,159
Construction in progress	1,213	946
	23,497	23,274
Accumulated depreciation	(13,739)	(13,421)
Net Property, Plant, and Equipment	9,758	9,853
Total Assets	\$ 39,769	\$ 40,157
Liabilities and Shareholders' Equity		
Current Liabilities		
Short-term debt	\$ 154	\$ 86
Trade payables	3,606	3,474
Payables to brokerage customers	5,158	5,820
Accrued expenses and other payables	3,982	4,113
Current maturities of long-term debt	273	12
Total Current Liabilities	13,173	13,505
Long-Term Liabilities		
Long-term debt	6,504	5,779
Deferred income taxes	1,669	1,563
Other	1,218	1,395
Total Long-Term Liabilities	9,391	8,737
Temporary Equity - Redeemable noncontrolling interest	24	—
Shareholders' Equity		
Common stock	2,327	3,180
Reinvested earnings	17,444	16,865
Accumulated other comprehensive income (loss)	(2,598)	(2,146)
Noncontrolling interests	8	16
Total Shareholders' Equity	17,181	17,915

Total Liabilities, Temporary Equity, and Shareholders' Equity \$ 39,769 \$ 40,157

See notes to consolidated financial statements.

51

Archer-Daniels-Midland Company

Consolidated Statements of Cash Flows

(In millions)	Year Ended December 31		
	2016	2015	2014
Operating Activities			
Net earnings including noncontrolling interests	\$1,288	\$1,846	\$2,253
Adjustments to reconcile net earnings to net cash provided by (used in) operating activities			
Depreciation and amortization	900	882	894
Asset impairment charges	34	129	41
Deferred income taxes	56	(7)	(59)
Equity in earnings of affiliates, net of dividends	(61)	(50)	(215)
Stock compensation expense	74	79	55
Pension and postretirement accruals (contributions), net	(135)	(112)	13
Loss on debt extinguishment	—	189	—
Gain on sale and revaluation of assets	(130)	(572)	(351)
Other – net	34	(152)	71
Changes in operating assets and liabilities			
Segregated cash and investments	262	(314)	(954)
Trade receivables	(160)	913	425
Inventories	(654)	872	1,274
Other current assets	(176)	460	220
Trade payables	161	(774)	(94)
Payables to brokerage customers	87	24	1,167
Accrued expenses and other payables	(105)	(943)	203
Total Operating Activities	1,475	2,470	4,943
Investing Activities			
Purchases of property, plant, and equipment	(882)	(1,125)	(894)
Net assets of businesses acquired	(130)	(479)	(2,758)
Proceeds from sale of business and assets	195	1,765	414
Cash divested from deconsolidation	—	—	(12)
Investments in and advances to affiliates	(662)	(226)	(184)
Purchases of marketable securities	(1,401)	(1,084)	(1,344)
Proceeds from sales of marketable securities	1,659	1,119	1,239
Other – net	10	9	132
Total Investing Activities	(1,211)	(21)	(3,407)
Financing Activities			
Long-term debt borrowings	1,041	1,252	1
Long-term debt payments	(14)	(994)	(1,251)
Net borrowings (payments) under lines of credit agreements	61	(18)	(458)
Debt repurchase premium and costs	—	(189)	—
Purchases of treasury stock	(1,000)	(2,040)	(1,183)
Cash dividends	(701)	(687)	(624)
Other – net	34	27	(62)
Total Financing Activities	(579)	(2,649)	(3,577)

Increase (decrease) in cash, cash equivalents, restricted cash, and restricted cash equivalents	(315)	(200)	(2,041)
Cash, cash equivalents, restricted cash, and restricted cash equivalents – beginning of year	1,003	1,203	3,244
Cash, cash equivalents, restricted cash, and restricted cash equivalents – end of year	\$688	\$1,003	\$1,203

Reconciliation of cash, cash equivalents, restricted cash, and restricted cash equivalents to the consolidated balance sheets

Cash and cash equivalents	\$619	\$910	\$1,099
Restricted cash and restricted cash equivalents included in segregated cash and investments	69	93	104
Total cash, cash equivalents, restricted cash, and restricted cash equivalents	\$688	\$1,003	\$1,203

Cash paid for interest and income taxes were as follows:

Interest	\$283	\$334	\$338
Income taxes	398	602	720

See notes to consolidated financial statements.

Archer-Daniels-Midland Company

Consolidated Statements of Shareholders' Equity

	Common Stock		Reinvested Earnings	Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interests	Total Shareholders' Equity
	Shares (In millions)	Amount				
Balance, December 31, 2013	659	6,136	14,077	(57)	38	20,194
Comprehensive income						
Net earnings			2,248		5	
Other comprehensive income				(1,184)	(1)	
Total comprehensive income						1,068
Cash dividends paid-\$0.96 per share			(624)			(624)
Treasury stock purchases	(25)	(1,183)				(1,183)
Stock compensation expense		55				55
Acquisition of noncontrolling interests		(12)				(12)
Noncontrolling interests from business combinations					19	19
Other	3	119			(6)	113
Balance, December 31, 2014	637	\$5,115	\$15,701	\$ (1,241)	\$ 55	\$ 19,630
Comprehensive income						
Net earnings			1,849		(3)	
Other comprehensive income				(905)	(1)	
Total comprehensive income						940
Cash dividends paid-\$1.12 per share			(687)			(687)
Treasury stock purchases	(43)	(2,040)				(2,040)
Stock compensation expense	1	79				79
Other	—	26	2		(35)	(7)
Balance, December 31, 2015	595	\$3,180	\$16,865	\$ (2,146)	\$ 16	\$ 17,915
Comprehensive income						
Net earnings			1,279		9	
Other comprehensive income (loss)				(452)	(1)	
Total comprehensive income						835
Cash dividends paid-\$1.20 per share			(701)			(701)
Treasury stock purchases	(25)	(1,000)				(1,000)
Stock compensation expense	1	74				74
Other	2	73	1		(16)	58
Balance, December 31, 2016	573	\$2,327	\$17,444	\$ (2,598)	\$ 8	\$ 17,181

See notes to consolidated financial statements.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements

Note 1. Summary of Significant Accounting Policies

Nature of Business

The Company is principally engaged in procuring, transporting, storing, processing, and merchandising agricultural commodities and products.

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its subsidiaries. All significant intercompany accounts and transactions have been eliminated. The Company consolidates all entities, including variable interest entities (VIEs), in which it has a controlling financial interest. For VIEs, the Company assesses whether it is the primary beneficiary as defined under the applicable accounting standard. Investments in affiliates, including VIEs through which the Company exercises significant influence but does not control the investee and is not the primary beneficiary of the investee's activities, are carried at cost plus equity in undistributed earnings since acquisition and are adjusted, where appropriate, for basis differences between the investment balance and the underlying net assets of the investee. The Company's portion of the results of certain affiliates and results of certain VIEs are included using the most recent available financial statements. In each case, the financial statements are within 93 days of the Company's year end and are consistent from period to period.

Use of Estimates

The preparation of consolidated financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect amounts reported in its consolidated financial statements and accompanying notes. Actual results could differ from those estimates.

Reclassification

The Company classified \$71 million of intangible amortization in selling, general, and administrative expenses in the year ended December 31, 2016. Prior period amounts of \$29 million and \$26 million in the years ended December 31, 2015 and 2014, respectively, have been reclassified from other (income) expense - net in the consolidated statements of earnings and in Note 12 to conform to the current presentation.

Cash Equivalents

The Company considers all non-segregated, highly-liquid investments with a maturity of three months or less at the time of purchase to be cash equivalents.

Segregated Cash and Investments

The Company segregates certain cash and investment balances in accordance with regulatory requirements, commodity exchange requirements, insurance arrangements, and lending arrangements. These segregated balances represent deposits received from customers of the Company's registered futures commission merchant, securities pledged to commodity exchange clearinghouses, and cash and securities pledged as security under certain insurance or lending arrangements. Segregated cash also includes restricted cash held as collateral for various insurance programs of the Company's captive insurance business. Segregated cash and investments primarily consist of cash, United States

government securities, and money-market funds.

Receivables

The Company records accounts receivable at net realizable value. This value includes an allowance for estimated uncollectible accounts of \$72 million and \$70 million at December 31, 2016 and 2015, respectively, to reflect any loss anticipated on the accounts receivable balances. The Company estimates this allowance based on its history of write-offs, level of past-due accounts, and its relationships with, and the economic status of, its customers. Portions of the allowance for uncollectible accounts are recorded in trade receivables, other current assets, and other assets.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 1. Summary of Significant Accounting Policies (Continued)

Credit risk on receivables is minimized as a result of the large and diversified nature of the Company's worldwide customer base. The Company manages its exposure to counter-party credit risk through credit analysis and approvals, credit limits, and monitoring procedures. Collateral is generally not required for the Company's receivables.

Accounts receivable due from unconsolidated affiliates as of December 31, 2016 and 2015 was \$232 million and \$35 million, respectively.

Inventories

Inventories of certain merchandisable agricultural commodities, which include inventories acquired under deferred pricing contracts, are stated at market value. In addition, the Company values certain inventories using the lower of cost, determined by either the first-in, first-out (FIFO) or last-in, first-out (LIFO) methods, or market.

The following table sets forth the Company's inventories as of December 31, 2016 and 2015.

	December 31, 2016	December 31, 2015
	(In millions)	
LIFO inventories		
FIFO value	\$ 1,390	\$ 1,077
LIFO valuation reserve	(75)	(56)
LIFO inventories carrying value	1,315	1,021
FIFO inventories	2,705	2,756
Market inventories	4,424	4,066
Supplies and other inventories	387	400
Total inventories	\$ 8,831	\$ 8,243

Fair Value Measurements

The Company determines fair value based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Company uses the market approach valuation technique to measure the majority of its assets and liabilities carried at fair value. Three levels are established within the fair value hierarchy that may be used to report fair value: Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2: Observable inputs, including Level 1 prices that have been adjusted; quoted prices for similar assets or liabilities; quoted prices in markets that are less active than traded exchanges; and other inputs that are observable or can be substantially corroborated by observable market data. Level 3: Unobservable inputs that are supported by little or no market activity and that are a significant component of the fair value of the assets or liabilities. In evaluating the significance of fair value inputs, the Company generally classifies assets or liabilities as Level 3 when their fair value is determined using unobservable inputs that individually or when aggregated with other unobservable inputs, represent more than 10% of the fair value of the assets or liabilities. Judgment is required in evaluating both quantitative and qualitative factors in the determination of significance for purposes of fair value level classification. Level 3 amounts can include assets and liabilities whose

value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as assets and liabilities for which the determination of fair value requires significant management judgment or estimation.

Based on historical experience with the Company's suppliers and customers, the Company's own credit risk and knowledge of current market conditions, the Company does not view nonperformance risk to be a significant input to fair value for the majority of its forward commodity purchase and sale contracts. However, in certain cases, if the Company believes the nonperformance risk to be a significant input, the Company records estimated fair value adjustments, and classifies the contract in Level 3.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 1. Summary of Significant Accounting Policies (Continued)

In many cases, a valuation technique used to measure fair value includes inputs from multiple levels of the fair value hierarchy. The lowest level of input that is a significant component of the fair value measurement determines the placement of the entire fair value measurement in the hierarchy. The Company's assessment of the significance of a particular input to the fair value measurement requires judgment, and may affect the classification of fair value assets and liabilities within the fair value hierarchy levels.

The Company's policy regarding the timing of transfers between levels, including both transfers into and transfers out of Level 3, is to measure and record the transfers at the end of the reporting period.

Derivatives

The Company recognizes all of its derivative instruments as either assets or liabilities at fair value in its consolidated balance sheet. Unrealized gains are reported as other current assets and unrealized losses are reported as accrued expenses and other payables. The accounting for changes in the fair value (i.e., gains or losses) of a derivative instrument depends on whether it has been designated and qualifies as part of a hedging relationship and on the type of hedging relationship. The majority of the Company's derivatives have not been designated as hedging instruments, and as such, changes in fair value of these derivatives are recognized in earnings immediately. For those derivative instruments that are designated and qualify as hedging instruments, the Company designates the hedging instrument, based upon the exposure being hedged, as a fair value hedge or a cash flow hedge.

For derivative instruments that are designated and qualify as cash flow hedges (i.e., hedging the exposure to variability in expected future cash flows that is attributable to a particular risk), the effective portion of the gain or loss on the derivative instrument is reported as a component of accumulated other comprehensive income (AOCI) and reclassified into earnings in the same line item affected by the hedged transaction and in the same period or periods during which the hedged transaction affects earnings. The remaining gain or loss on the derivative instrument that is in excess of the cumulative change in the cash flows of the hedged item, if any (i.e., the ineffective portion), hedge components excluded from the assessment of effectiveness, and gains and losses related to discontinued hedges are recognized in the consolidated statement of earnings during the current period.

For derivative instruments that are designated and qualify as fair value hedges, changes in the fair value of the hedging instrument and changes in the fair value of the hedged item are recognized in the consolidated statement of earnings during the current period.

Marketable Securities

The Company classifies its marketable securities as available-for-sale. Available-for-sale securities are carried at fair value, with the unrealized gains and losses, net of income taxes, reported as a component of AOCI. The Company monitors its investments for impairment periodically, and recognizes an impairment charge when the decline in fair value of an investment is judged to be other-than-temporary. The Company uses the specific identification method when securities are sold or reclassified out of AOCI into earnings. The Company considers marketable securities maturing in less than one year as short-term. All other marketable securities are classified as long-term.

Property, Plant, and Equipment

Property, plant, and equipment is recorded at cost. Repair and maintenance costs are expensed as incurred. The Company generally uses the straight-line method in computing depreciation for financial reporting purposes and generally uses accelerated methods for income tax purposes. The annual provisions for depreciation have been computed principally in accordance with the following ranges of asset lives: buildings - 15 to 40 years; machinery and equipment - 3 to 40 years. The Company capitalized interest on major construction projects in progress of \$20 million, \$11 million, and \$18 million for the years ended December 31, 2016, 2015, and 2014, respectively.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 1. Summary of Significant Accounting Policies (Continued)

Income Taxes

The Company accounts for its income tax positions in accordance with the applicable accounting standards. The liability method is used in accounting for income taxes. Deferred tax assets and liabilities are recorded for temporary differences between the tax basis of assets and liabilities and reported amounts in the consolidated financial statements using statutory rates in effect for the year in which the differences are expected to reverse. The effect on deferred tax assets and liabilities of a change in tax rates is recorded in the results of operations in the period that includes the enactment date under the law. Applicable accounting standards prescribe a minimum threshold a tax position is required to meet before being recognized in the consolidated financial statements. The Company recognizes in its consolidated financial statements tax positions determined more likely than not to be sustained upon examination, based on the technical merits of the position.

The Company classifies interest on income tax-related balances as interest expense and classifies tax-related penalties as selling, general and administrative expenses.

Goodwill and other intangible assets

Goodwill and other intangible assets deemed to have indefinite lives are not amortized but are subject to annual impairment tests. Definite-lived intangible assets are amortized over their estimated useful lives of 2 to 50 years and are reviewed for impairment whenever there are indicators that the carrying value of the assets may not be fully recoverable. The Company's accounting policy is to evaluate goodwill and other intangible assets with indefinite lives for impairment on October 1 of each fiscal year or whenever there are indicators that the carrying value of the assets may not be fully recoverable. The Company recorded impairment charges for goodwill and intangibles totaling \$11 million related to computer software and \$21 million related to computer software, certain of the Company's international Oilseeds Processing facilities, and a facility in its Corn Processing segment during the years ended December 31, 2016 and 2015, respectively. There were no impairment charges recorded for goodwill and intangible assets during the year ended December 31, 2014.

Asset Abandonments and Write-Downs

The Company evaluates long-lived assets for impairment whenever indicators of impairment exist. Assets are written down to fair value after consideration of the Company's ability to utilize the assets for their intended purpose, employ the assets in alternative uses, or sell the assets to recover the carrying value. Fair value is generally based on discounted cash flow analysis which relies on management's estimate of market participant assumptions (a Level 3 measurement under applicable accounting standards). During the years ended December 31, 2016, 2015, and 2014, impairment charges were \$17 million, \$108 million, and \$35 million, respectively (see Note 18 for additional information).

Payables to Brokerage Customers

Payables to brokerage customers represent the total of customer accounts at the Company's futures commission merchant with credit or positive balances. Customer accounts are used primarily in connection with commodity transactions and include gains and losses on open commodity trades as well as securities and other deposits made for

margins or other purpose as required by the Company or the exchange-clearing organizations or counterparties. Payables to brokerage customers have a corresponding balance in segregated cash and investments and customer omnibus receivable in other current assets.

Revenues

The Company follows a policy of recognizing sales revenue at the time of delivery of the product and when all of the following have occurred: a sales agreement is in place, pricing is fixed or determinable, and collection is reasonably assured. The Company has sales contracts that allow for pricing to occur after title of the goods has passed to the customer. In these cases, the Company continues to report the goods in inventory until it recognizes the sales revenue once the price has been determined. Freight costs and handling charges related to sales are recorded as a component of cost of products sold.

Net sales to unconsolidated affiliates during the years ended December 31, 2016, 2015, and 2014 were \$4.2 billion, \$5.0 billion, and \$5.8 billion, respectively.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 1. Summary of Significant Accounting Policies (Continued)

Stock Compensation

The Company recognizes expense for its stock compensation based on the fair value of the awards that are granted. The Company's stock compensation plans provide for the granting of restricted stock, restricted stock units, performance stock units, and stock options. The fair values of stock options and performance stock units are estimated at the date of grant using the Black-Scholes option valuation model and a lattice valuation model, respectively. These valuation models require the input of highly subjective assumptions. Measured compensation cost, net of estimated forfeitures, is recognized ratably over the vesting period of the related stock compensation award.

Research and Development

Costs associated with research and development are expensed as incurred. Such costs incurred, net of expenditures subsequently reimbursed by government grants, were \$123 million, \$122 million, and \$79 million for the years ended December 31, 2016, 2015, and 2014, respectively.

Per Share Data

Basic earnings per common share are determined by dividing net earnings attributable to controlling interests by the weighted average number of common shares outstanding. In computing diluted earnings per share, average number of common shares outstanding is increased by common stock options outstanding with exercise prices lower than the average market price of common shares using the treasury share method.

Business Combinations

The Company's acquisitions are accounted for as purchases in accordance with ASC Topic 805, Business Combinations, as amended. Assets acquired and liabilities assumed, based on preliminary purchase price allocations, are adjusted to fair values at acquisition date with the remainder of the purchase price, if any, recorded as goodwill. During the measurement period, which may take up to one year from the acquisition date, adjustments to the assets acquired and liabilities assumed may be recorded. Upon the conclusion of the measurement period or the final determination of the values of assets acquired and liabilities assumed, whichever comes first, any subsequent adjustments are charged to the consolidated statements of earnings.

Adoption of New Accounting Standards

Effective January 1, 2016, the Company adopted the amended guidance of Accounting Standards Codification (ASC) Topic 805, Business Combinations, which simplifies the accounting for adjustments made to provisional amounts recognized in a business combination. The amended guidance requires an acquirer to recognize adjustments to provisional amounts identified during the measurement period in the reporting period in which the adjustment amounts are determined. The effect on earnings of changes in depreciation, amortization, or other income effects, if any, as a result of the change to the provisional amounts, calculated as if the accounting had been completed at the acquisition date, shall be recorded in the same period's financial statements. The amended guidance also requires an entity to present separately on the face of the income statement or disclose in the notes the portion of the amount

recorded in current-period earnings by line item that would have been recorded in previous reporting periods if the adjustment to the provisional amounts had been recognized as of the acquisition date. The adoption of this amended guidance did not have a significant impact on the Company's financial results.

Effective January 1, 2016, the Company adopted Accounting Standards Update 2016-09, which amended the guidance of ASC Topic 718, Compensation - Stock Compensation, to simplify the accounting for share-based payment award transactions. The areas of simplification include the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. The adoption of this amended guidance did not have a significant impact on the Company's financial results.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 1. Summary of Significant Accounting Policies (Continued)

Effective October 1, 2016, the Company adopted the amended guidance of ASC 230, Statement of Cash Flows (Topic 230), which is intended to clarify how entities should present restricted cash and restricted cash equivalents in the statement of cash flows and to address diversity in how certain cash receipts and cash payments are presented and classified in the statement of cash flows. The amended guidance requires entities to show the changes in the total of cash, cash equivalents, restricted cash, and restricted cash equivalents in the statement of cash flows and a reconciliation of the totals in the statement of cash flows to the related captions in the balance sheet either on the face of the statement of cash flows or in the notes to the financial statements. The amendments also provide guidance on the application of the predominance principle and the presentation and classification of debt prepayments or debt extinguishment costs, settlement of zero-coupon debt instruments or other debt instruments with coupon interest rates that are insignificant in relation to the effective interest rate of the borrowing, contingent consideration payments made after a business combination, proceeds from the settlement of insurance claims, proceeds from the settlement of corporate-owned life insurance policies, distributions received from equity method investees, beneficial interests in securitization transactions, and separately identifiable cash flows. The adoption of the amended guidance pertaining to restricted cash and restricted cash equivalents resulted in expanded disclosures, a decrease of \$11 million and \$19 million in total cash provided by operating activities for the years ended December 31, 2015 and 2014, respectively, an increase of \$93 million and \$104 million in the ending balances in cash, cash equivalents, restricted cash, and restricted cash equivalents as of December 31, 2015 and 2014, respectively, and a change in the cash flow presentation. The adoption of the other amendments did not have a significant impact on the Company's consolidated statement of cash flows.

Pending Accounting Standards

Effective January 1, 2017, the Company will be required to adopt the amended guidance of ASC Topic 330, Inventory, which simplifies the measurement of inventory. The amended guidance requires an entity to measure its cost-based inventory at the lower of cost or net realizable value, where net realizable value is the estimated selling price in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. The Company does not expect the adoption of this amended guidance to have a significant impact on the Company's financial results.

Effective January 1, 2017, the Company will be required to adopt the amended guidance of ASC Topic 323, Investments - Equity Method and Joint Ventures, which simplifies the transition to the equity method of accounting. The amended guidance eliminates the requirement of an investor to adjust the investment, results of operations, and retained earnings retroactively when an investment qualifies for equity method accounting as a result of an increase in the level of ownership interest or degree of influence. The amendments require that the investor add the cost of acquiring the additional interest in the investee to the current basis of the investors' previously held interest and adopt the equity method of accounting as of the date the investment becomes qualified for equity method accounting. The Company does not expect the adoption of this amended guidance to have a significant impact on the Company's financial results.

Effective January 1, 2017, the Company will be required to adopt the amended guidance of ASC Topic 810, Consolidation, which affects reporting entities that are required to evaluate whether they should consolidate a variable interest entity in certain situations involving entities under common control. The amended guidance changes the evaluation of whether a reporting entity is the primary beneficiary of a variable interest entity by changing how a

reporting entity that is a single decision maker of a variable interest entity treats indirect interests in the entity held through related parties that are under common control with the reporting entity. The Company will be required to adopt the amended guidance using a retrospective transition approach to all periods presented. The Company does not expect the adoption of this amended guidance to result in the deconsolidation of any of its variable interest entities.

Effective January 1, 2018, the Company will be required to adopt the amended guidance of ASC Subtopic 825-10, Financial Instruments - Overall, which is intended to improve the recognition and measurement of financial instruments. The amended guidance requires an entity to measure equity investments, except those accounted for under the equity method of accounting or those that result in consolidation of the investee, at fair value with changes in fair value recognized in net income and simplify the impairment assessment of equity investments without readily determinable fair values by using a qualitative assessment to identify impairment. The Company does not expect the adoption of this amended guidance to have a significant impact on the Company's financial results.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 1. Summary of Significant Accounting Policies (Continued)

Effective January 1, 2018, the Company will be required to adopt the new guidance of ASC Topic 606, Revenue from Contracts with Customers (Topic 606), which will supersede the revenue recognition requirements in ASC Topic 605, Revenue Recognition. Topic 606 requires the Company to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The new guidance requires the Company to apply the following steps: (1) identify the contract with a customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to the performance obligations in the contract; and (5) recognize revenue when, or as, the Company satisfies a performance obligation. The Company will be required to adopt Topic 606 either on a full retrospective basis to each prior reporting period presented or on a modified retrospective basis with the cumulative effect of initially applying the new guidance recognized at the date of initial application. The Company will adopt Topic 606 on a modified retrospective basis and will be required to provide additional disclosures of the amount by which each financial statement line item is affected in the current reporting period, as compared to the guidance that was in effect before the change, and an explanation of the reasons for significant changes. The adoption of this new guidance will require expanded disclosures in the Company's consolidated financial statements. The Company has established a cross-functional implementation team consisting of representatives from all of its business segments. The Company utilized surveys to gather information and identify areas of its business where potential differences could result in applying the requirements of the new standard to its revenue contracts. The results of the surveys indicate potential differences in the area of control transfer. Initial impact assessment also indicates that the majority of the Company's contracts will continue to be recognized at a point in time and that the number of performance obligations and the accounting for variable consideration are not expected to be significantly different from current practice. Many of the Company's sales contracts are considered derivatives under ASC Topic 815, Derivatives and Hedging, and are therefore excluded from the scope of Topic 606. The Company is scheduled to conduct workshops to gather more information about the nature, magnitude, and frequency of the underlying transactions that drove the survey responses resulting in the identification of potential issues. These workshops are expected to be completed by the end of first quarter of 2017. The Company expects to further its assessment of the financial impact of the new guidance on its consolidated financial statements by mid 2017.

Effective January 1, 2018, the Company will be required to adopt the amended guidance of ASC Topic 740, Income Taxes, which requires entities to recognize the income tax consequences of an intra-entity transfer, other than inventory, when the transfer occurs. Under current accounting rules, entities are prohibited from recognizing current and deferred income taxes for an intra-entity asset transfer until the asset has been sold to an outside party. The amended guidance does not change the accounting for the pre-tax effects of an intra-entity asset transfer or for an intra-entity transfer of inventory. The Company will be required to adopt the amended guidance on a modified retrospective approach basis through a cumulative effect adjustment to retained earnings as of the beginning of the period of adoption. Early adoption is permitted as of the beginning of an annual period. The Company does not expect the adoption of this amended guidance to have a significant impact on the Company's financial results.

Effective January 1, 2019, the Company will be required to adopt the new guidance of ASC Topic 842, Leases (Topic 842), which will supersede ASC Topic 840, Leases. Topic 842 requires lessees to recognize assets and liabilities for all leases with lease terms of more than 12 months. The Company expects to adopt Topic 842 using a modified retrospective transition approach for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. The Company has not yet completed the assessment of the impact of the new guidance on its consolidated financial statements.

Effective January 1, 2020, the Company will be required to adopt the amended guidance of ASC Topic 326, Financial Instruments - Credit Losses, which is intended to improve financial reporting by requiring more timely recording of credit losses on loans and other financial instruments held by financial institutions and other organizations. The amended guidance requires the measurement of all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions, and reasonable and supportable forecasts. Early adoption will be permitted for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. The Company does not expect the adoption of this amended guidance to have a significant impact on the Company's financial results.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 2. Acquisitions

Operating results of acquisitions are included in the Company's financial statements from the date of acquisition.

Fiscal Year 2016 acquisitions

During the year ended December 31, 2016, the Company acquired a 90% interest in Harvest Innovations, an industry leader in minimally processed, expeller-pressed soy proteins, oils, and gluten-free ingredients; a 50% interest in Cairo-based Medsofts Group, a joint venture that owns and manages merchandising and supply chain operations; Caterina Foods, a leading toll manufacturer of specialty gluten-free and high-protein pastas; and a Casablanca, Morocco-based corn wet mill that produces glucose and native starch for an aggregate cost of \$141 million in cash. The aggregate purchase price of these acquisitions, net of cash acquired of \$11 million, was preliminarily allocated to working capital, property, plant, and equipment, goodwill, other intangible assets, other long-term assets, other long-term liabilities, and redeemable noncontrolling interest for \$15 million, \$23 million, \$72 million, \$41 million, \$34 million, \$17 million, and \$38 million, respectively.

The remaining 10% interest in Harvest Innovations is recorded in other long-term liabilities and accounted for as a mandatorily redeemable interest which the Company has agreed to acquire following two years of operations.

The Company has an option three years from the date of acquisition to acquire the remaining 50% interest in Medsofts Group based on a fixed multiple of earnings before taxes, interest, and depreciation and amortization for the last twelve months of this three-year period. If the Company does not elect to exercise its option, the noncontrolling interest holder has the option to put the 50% interest to the Company on similar, though discounted, terms. The Company records the 50% remaining interest in temporary equity - redeemable noncontrolling interest.

Fiscal Year 2015 acquisitions

On November 2, 2015, the Company completed the acquisition of the remaining 50 percent interest in Eaststarch C.V. The acquisition includes corn wet mills in Bulgaria and Turkey and a 50 percent stake in a wet mill in Hungary enhancing the Company's capabilities to serve customers around the world. The 2015 post acquisition financial results of Eaststarch C.V. are reported in the Corn Processing segment.

During the year ended December 31, 2015, the Company acquired four businesses, including the remaining interest in Eaststarch C.V. described above, for a total cost of \$508 million. The purchase price, net of cash acquired of \$29 million, plus the acquisition-date fair values of the Company's previously held equity interests of \$385 million in Eaststarch C.V. and \$64 million in North Star Shipping and Minmetal included in Others below, were preliminarily allocated as follows:

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 2. Acquisitions (Continued)

(In millions)	Eaststarch C.V.	Others	Total
Trade receivables	\$ 27	\$ 25	\$ 52
Inventories	47	15	62
Other current assets	24	6	30
Investments in and advances to affiliates	193	—	193
Goodwill	132	119	251
Other intangible assets	166	161	327
Property, plant, and equipment	126	73	199
Other assets	—	15	15
Trade payables	(16)	(13)	(29)
Accrued expense and other payables	(24)	(13)	(37)
Long-term debt	—	(43)	(43)
Deferred income taxes	(32)	(38)	(70)
Other liabilities	(22)	—	(22)
Total purchase price, net of cash acquired, plus acquisition date fair values of previously held equity interests	\$ 621	\$ 307	\$ 928

In the year ended December 31, 2015, the Company recognized pre-tax gains of \$185 million on the Eaststarch C.V. transaction and \$27 million on the North Star Shipping and Minmetal transaction included in Others above, representing the difference between the carrying values and acquisition-date fair values of the Company's previously held equity interests. The acquisition date fair value was determined based on a discounted cash flow analysis using market participant assumptions (a Level 3 measurement under applicable accounting standards).

Goodwill recorded in connection with the acquisitions is primarily attributable to the synergies expected to arise after the Company's acquisition of the businesses.

The following table sets forth the preliminary fair values and weighted average useful lives of the other intangible assets acquired.

	Weighted Average Useful Life (In years)	Eaststarch C.V. (In millions)	Others	Total
Intangible assets with indefinite lives:				
Trademarks/brands		\$—	\$ 5	\$ 5
Intangible assets with finite lives:				
Land rights	33	—	122	122
Customer lists	15	166	31	197
Recipes and other	5	—	3	3
Total other intangible assets acquired		\$ 166	\$ 161	\$ 327

The Company's consolidated statement of earnings for the year ended December 31, 2015 includes the post acquisition results of the acquired businesses which were immaterial.

The 2016 finalization of the purchase price allocation related to the acquisition of Eaststarch C.V. resulted in increases in goodwill and other intangibles of \$38 million and \$4 million, respectively, with a corresponding decrease in other long-term liabilities. The finalization of the purchase price allocations related to the other acquisitions did not result in material adjustments in 2016.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 2. Acquisitions (Continued)

Fiscal Year 2014 acquisitions

On October 1, 2014 and November 18, 2014, the Company completed the acquisitions of the WILD Flavors businesses (Wild Flavors) and Specialty Commodities Inc. (SCI), respectively. Both acquisitions are in line with the Company's strategy to increase returns and reduce earnings volatility through the growth of its specialty ingredient offerings. The 2014 post acquisition financial results of Wild Flavors and SCI are reported in the Wild Flavors and Specialty Ingredients segment.

During the year ended December 31, 2014, the Company acquired six businesses, including Wild Flavors and SCI, for a total cost of \$3.0 billion. The purchase price net of cash acquired of \$280 million was preliminarily allocated as follows:

(In millions)	Wild Flavors	SCI	Others	Total
Trade receivables	\$176	\$48	\$ 8	\$232
Inventories	286	72	25	383
Other current assets	64	2	—	66
Goodwill	1,698	59	15	1,772
Other intangible assets	1,103	46	35	1,184
Property, plant, and equipment	423	10	30	463
Other assets	68	6	—	74
Short-term debt	(215)	—	(1)	(216)
Trade payables	(128)	(25)	(1)	(154)
Accrued expenses and other payables	(214)	(14)	(10)	(238)
Long-term debt	(238)	—	(3)	(241)
Deferred income taxes	(378)	(16)	—	(394)
Other liabilities	(173)	—	—	(173)
Total purchase price, net of cash acquired	\$2,472	\$188	\$ 98	\$2,758

Goodwill recorded in connection with the acquisitions is primarily attributable to the synergies expected to arise after the Company's acquisition of the businesses. Of the \$1.8 billion preliminarily allocated to goodwill, \$15 million is expected to be deductible for tax purposes.

The following table sets forth the preliminary fair values and weighted average useful lives of the other intangible assets acquired.

	Weighted Average Useful Life (In years)	Wild Flavors (In millions)	SCI	Others	Total
Intangible assets with indefinite lives:					
Trademarks/brands		\$238	\$—	\$ 12	\$250
Intangible assets with finite lives:					

Patents	15	—	3	—	3
Customer lists	15	552	36	21	609
Recipes and other	15	313	7	2	322
Total other intangible assets acquired		\$1,103	\$46	\$ 35	\$1,184

The Company's consolidated statement of earnings for the year ended December 31, 2014 includes the post acquisition results of Wild Flavors which were immaterial.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 2. Acquisitions (Continued)

The 2015 finalization of the purchase price allocation related to the acquisition of Wild Flavors resulted in an increase in goodwill of \$123 million with corresponding decreases in other intangibles and other long-term liabilities. The finalization of the purchase price allocations related to the other acquisitions did not result in material adjustments in 2015.

Note 3. Fair Value Measurements

The following tables set forth, by level, the Company's assets and liabilities that were accounted for at fair value on a recurring basis as of December 31, 2016 and 2015.

	Fair Value Measurements at December 31, 2016			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
	(In millions)			
Assets:				
Inventories carried at market	\$—	\$3,102	\$ 1,322	\$4,424
Unrealized derivative gains:				
Commodity contracts	—	371	140	511
Foreign exchange contracts	—	102	—	102
Interest rate contracts	—	11	—	11
Cash equivalents	286	—	—	286
Marketable securities	408	69	—	477
Segregated investments	1,613	—	—	1,613
Deferred consideration	—	540	—	540
Total Assets	\$2,307	\$4,195	\$ 1,462	\$7,964
Liabilities:				
Unrealized derivative losses:				
Commodity contracts	\$—	\$419	\$ 142	\$561
Foreign exchange contracts	—	90	—	90
Inventory-related payables	—	491	30	521
Total Liabilities	\$—	\$1,000	\$ 172	\$1,172

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 3. Fair Value Measurements (Continued)

	Fair Value Measurements at December 31, 2015			
	Quoted Prices in Significant Active Other Significant MarketsObservable observable for Inputs Inputs Identical (Level 2) Assets (Level 1)		Total	
	(In millions)			
Assets:				
Inventories carried at market	\$—	\$3,062	\$ 1,004	\$4,066
Unrealized derivative gains:				
Commodity contracts	—	403	243	646
Foreign exchange contracts	1	92	—	93
Interest rate contracts	—	19	—	19
Cash equivalents	328	—	—	328
Marketable securities	698	175	—	873
Segregated investments	1,938	—	—	1,938
Deferred consideration	—	513	—	513
Total Assets	\$2,965	\$4,264	\$ 1,247	\$8,476
Liabilities:				
Unrealized derivative losses:				
Commodity contracts	\$—	\$306	\$ 113	\$419
Foreign exchange contracts	—	186	—	186
Inventory-related payables	—	705	16	721
Total Liabilities	\$—	\$1,197	\$ 129	\$1,326

Estimated fair values for inventories carried at market are based on exchange-quoted prices, adjusted for differences in local markets, broker or dealer quotations or market transactions in either listed or over-the-counter (OTC) markets. Market valuations for the Company's inventories are adjusted for location and quality because the exchange-quoted prices represent contracts that have standardized terms for commodity, quantity, future delivery period, delivery location, and commodity quality or grade. When unobservable inputs have a significant impact on the measurement of fair value, the inventory is classified in Level 3. Changes in the fair value of inventories are recognized in the consolidated statements of earnings as a component of cost of products sold.

Derivative contracts include exchange-traded commodity futures and option contracts, forward commodity purchase and sale contracts, and OTC instruments related primarily to agricultural commodities, energy, interest rates, and foreign currencies. Exchange-traded futures and options contracts are valued based on unadjusted quoted prices in active markets and are classified in Level 1. The majority of the Company's exchange-traded futures and options

contracts are cash-settled on a daily basis and, therefore, are not included in these tables. Fair value for forward commodity purchase and sale contracts is estimated based on exchange-quoted prices adjusted for differences in local markets. These differences are generally determined using inputs from broker or dealer quotations or market transactions in either the listed or OTC markets. When observable inputs are available for substantially the full term of the contract, it is classified in Level 2. When unobservable inputs have a significant impact (more than 10%) on the measurement of fair value, the contract is classified in Level 3. Except for certain derivatives designated as cash flow hedges, changes in the fair value of commodity-related derivatives are recognized in the consolidated statements of earnings as a component of cost of products sold. Changes in the fair value of foreign currency-related derivatives are recognized in the consolidated statements of earnings as a component of revenues, cost of products sold, and other (income) expense-net. The effective portions of changes in the fair value of derivatives designated as cash flow hedges are recognized in the consolidated balance sheets as a component of accumulated other comprehensive income (loss) until the hedged items are recorded in earnings or it is probable the hedged transaction will no longer occur.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 3. Fair Value Measurements (Continued)

The Company's cash equivalents are comprised of money market funds valued using quoted market prices and are classified as Level 1.

The Company's marketable securities are comprised of equity investments, U.S. Treasury securities, obligations of U.S. government agencies, and other debt securities. Publicly traded equity investments and U.S. Treasury securities are valued using quoted market prices and are classified in Level 1. U.S. government agency obligations and corporate and municipal debt securities are valued using third-party pricing services and substantially all are classified in Level 2. Unrealized changes in the fair value of available-for-sale marketable securities are recognized in the consolidated balance sheets as a component of accumulated other comprehensive income (loss) unless a decline in value is deemed to be other-than-temporary at which point the decline is recorded in earnings.

The Company's segregated investments are comprised of U.S. Treasury securities. U.S. Treasury securities are valued using quoted market prices and are classified in Level 1.

The Company has deferred consideration under its accounts receivable securitization programs (the "Programs") which represents a note receivable from the purchasers under the Programs. This amount is reflected in other current assets on the consolidated balance sheet (see Notes 6 and 19). The Company carries the deferred consideration at fair value determined by calculating the expected amount of cash to be received. The fair value is principally based on observable inputs (a Level 2 measurement) consisting mainly of the face amount of the receivables adjusted for anticipated credit losses and discounted at the appropriate market rate. Payment of deferred consideration is not subject to significant risks other than delinquencies and credit losses on accounts receivable transferred under the program which have historically been insignificant.

The following tables present a rollforward of the activity of all assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) during the years ended December 31, 2016 and 2015.

	Level 3 Fair Value Assets Measurements at December 31, 2016		
	Inventories	Commodity Derivative Contracts	Total
	Carried at Market	Gains	
	(In millions)		
Balance, December 31, 2015	\$1,004	\$ 243	\$1,247
Total increase (decrease) in net realized/unrealized gains included in cost of products sold ⁽¹⁾	44	192	236
Purchases	9,900	—	9,900
Sales	(9,567)	—	(9,567)
Settlements	—	(420)	(420)
Transfers into Level 3	70	168	238
Transfers out of Level 3	(129)	(43)	(172)
Ending balance, December 31, 2016	\$1,322	\$ 140	\$1,462

⁽¹⁾ Includes gains of \$138 million that are attributable to the change in unrealized gains relating to Level 3 assets still held at December 31, 2016.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 3. Fair Value Measurements (Continued)

	Fair Value Liabilities Measurements at December 31, 2016		
	Inventory- related Payables	Commodity Derivative Contracts Losses	Total
	(In millions)		
Balance, December 31, 2015	\$16	\$ 113	\$129
Total increase (decrease) in net realized/unrealized losses included in cost of products sold ⁽¹⁾	13	566	579
Purchases	16	—	16
Sales	(15)	—	(15)
Settlements	—	(476)	(476)
Transfers into Level 3	—	158	158
Transfers out of Level 3	—	(219)	(219)
Ending balance, December 31, 2016	\$30	\$ 142	\$172

⁽¹⁾ Includes losses of \$578 million that are attributable to the change in unrealized losses relating to Level 3 liabilities still held at December 31, 2016.

	Fair Value Assets Measurements at December 31, 2015		
	Inventory- Carried at Market	Commodity Derivative Contracts Gains	Total
	(In millions)		
Balance, December 31, 2014	\$1,491	\$ 203	\$1,694
Total increase (decrease) in net realized/unrealized gains included in cost of products sold ⁽¹⁾	(320)	265	(55)
Purchases	10,459	—	10,459
Sales	(10,534)	—	(10,534)
Settlements	—	(378)	(378)
Transfers into Level 3	146	195	341
Transfers out of Level 3	(238)	(42)	(280)
Ending balance, December 31, 2015	\$1,004	\$ 243	\$1,247

⁽¹⁾ Includes gains of \$297 million that are attributable to the change in unrealized gains relating to Level 3 assets still held at December 31, 2015.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 3. Fair Value Measurements (Continued)

	Fair Value Liabilities Measurements at December 31, 2015		
	Inventory related Payables	Commodity Derivative Contracts Losses	Total
	(In millions)		
Balance, December 31, 2014	\$40	\$ 212	\$252
Total increase (decrease) in net realized/unrealized losses included in cost of products sold ⁽¹⁾	(10)	315	305
Purchases	17	—	17
Sales	(31)	—	(31)
Settlements	—	(566)	(566)
Transfers into Level 3	—	177	177
Transfers out of Level 3	—	(25)	(25)
Ending balance, December 31, 2015	\$16	\$ 113	\$129

⁽¹⁾ Includes losses of \$328 million that are attributable to the change in unrealized losses relating to Level 3 liabilities still held at December 31, 2015.

For all periods presented, the Company had no transfers between Levels 1 and 2. Transfers into Level 3 of assets and liabilities previously classified in Level 2 were due to the relative value of unobservable inputs to the total fair value measurement of certain products and derivative contracts rising above the 10% threshold. Transfers out of Level 3 were primarily due to the relative value of unobservable inputs to the total fair value measurement of certain products and derivative contracts falling below the 10% threshold and thus permitting reclassification to Level 2.

In some cases, the price components of inventories and commodity purchase and sale contracts are observable based upon available quotations for these pricing components, and in some cases, the differences are unobservable. These price components primarily include transportation costs and other adjustments required due to location, quality, or other contract terms. In the table below, these other adjustments are referred to as Basis. The changes in unobservable price components are determined by specific local supply and demand characteristics at each facility and the overall market. Factors such as substitute products, weather, fuel costs, contract terms, and futures prices also impact the movement of these unobservable price components.

The following table sets forth the weighted average percentage of the unobservable price components included in the Company's Level 3 valuations as of December 31, 2016 and 2015. The Company's Level 3 measurements may include Basis only, transportation cost only, or both price components. As an example, for Level 3 inventories with Basis, the unobservable component is a weighted average 16.5% of the total price for assets and 67.1% for liabilities.

Weighted Average % of Total Price	
December 31, 2016	December 31, 2015

Component Type	Assets	Liabilities	Assets	Liabilities
Inventories				
Basis	16.5%	67.1%	10.0%	53.5%
Transportation cost	8.3%	—%	1.8%	—%
Commodity Derivative Contracts				
Basis	16.9%	27.0%	17.7%	17.9%
Transportation cost	11.6%	13.4%	6.6%	10.4%

68

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 3. Fair Value Measurements (Continued)

In certain of the Company's principal markets, the Company relies on price quotes from third parties to value its inventories and physical commodity purchase and sale contracts. These price quotes are generally not further adjusted by the Company in determining the applicable market price. In some cases, availability of third-party quotes is limited to only one or two independent sources. In these situations, absent other corroborating evidence, the Company considers these price quotes as 100 percent unobservable and, therefore, the fair value of these items is reported in Level 3.

Note 4. Derivative Instruments & Hedging Activities

Derivatives Not Designated as Hedging Instruments

The majority of the Company's derivative instruments have not been designated as hedging instruments. The Company uses exchange-traded futures and exchange-traded and OTC options contracts to manage its net position of merchandisable agricultural commodity inventories and forward cash purchase and sales contracts to reduce price risk caused by market fluctuations in agricultural commodities and foreign currencies. The Company also uses exchange-traded futures and exchange-traded and OTC options contracts as components of merchandising strategies designed to enhance margins. The results of these strategies can be significantly impacted by factors such as the correlation between the value of exchange-traded commodities futures contracts and the value of the underlying commodities, counterparty contract defaults, and volatility of freight markets. Derivatives, including exchange traded contracts and physical purchase or sale contracts, and inventories of certain merchandisable agricultural commodities, which include amounts acquired under deferred pricing contracts, are stated at market value. Inventory is not a derivative and therefore fair values of and changes in fair values of inventories are not included in the tables below.

The following table sets forth the fair value of derivatives not designated as hedging instruments as of December 31, 2016 and 2015.

	December 31, 2016		December 31, 2015	
	Assets	Liabilities	Assets	Liabilities
	(In millions)			
Foreign Currency Contracts	\$ 102	\$ 90	\$ 93	\$ 186
Commodity Contracts	511	561	646	419
Total	\$ 613	\$ 651	\$ 739	\$ 605

The following table sets forth the pre-tax gains (losses) on derivatives not designated as hedging instruments that have been included in the consolidated statements of earnings for the years ended December 31, 2016, 2015, and 2014.

(In millions)	Year Ended		
	December 31		
	2016	2015	2014
Foreign Currency Contracts			
Revenues	\$(35)	\$ 16	\$(1)
Cost of products sold	291	(185)	131

Other income (expense) - net	(225)	8	(171)
Commodity Contracts			
Cost of products sold	(383)	777	(263)
Total gain (loss) recognized in earnings	\$(352)	\$616	\$(304)

During 2014, the Company recognized \$102 million of pre-tax foreign exchange hedging losses on Euro foreign currency derivative contracts entered into to economically hedge the Wild Flavors acquisition.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 4. Derivative Instruments & Hedging Activities (Continued)

Changes in the market value of inventories of certain merchandisable agricultural commodities, forward cash purchase and sales contracts, exchange-traded futures and exchange-traded and OTC options contracts are recognized in earnings immediately as a component of cost of products sold.

Derivatives Designated as Cash Flow or Fair Value Hedging Strategies

As of December 31, 2016 and 2015, the Company had certain derivatives designated as cash flow hedges and fair value hedges.

The Company uses interest rate swaps designated as fair value hedges to protect the fair value of fixed-rate debt due to changes in interest rates. The changes in the fair value of the interest rate swaps and the underlying fixed-rate debt are recorded in other (income) expense - net. The terms of the interest rate swaps match the terms of the underlying debt resulting in no ineffectiveness. At December 31, 2016, the Company had \$11 million in other current assets representing the fair value of the interest rate swaps and a corresponding increase in the underlying debt for the same amount with no impact to earnings.

For each of the commodity hedge programs described below, the derivatives are designated as cash flow hedges. Assuming normal market conditions, the changes in the market value of such derivative contracts have historically been, and are expected to continue to be, highly effective at offsetting changes in price movements of the hedged item. Once the hedged item is recognized in earnings, the gains/losses arising from the hedge are reclassified from AOCI to either revenues, cost of products sold, interest expense or other (income) expense – net, as applicable. As of December 31, 2016, the Company had \$10 million of after-tax losses in AOCI related to gains and losses from commodity cash flow hedge transactions. The Company expects to recognize \$10 million of losses in its consolidated statement of earnings during the next 12 months.

The Company uses futures or options contracts to fix the purchase price of anticipated volumes of corn to be purchased and processed in a future month. The objective of this hedging program is to reduce the variability of cash flows associated with the Company's forecasted purchases of corn. The Company's corn processing plants currently grind approximately 76 million bushels of corn per month. During the past 12 months, the Company hedged between 17% and 62% of its monthly anticipated grind. At December 31, 2016, the Company had designated hedges representing between 15% to 39% of its anticipated monthly grind of corn for the next 12 months.

The Company, from time to time, also uses futures, options, and swaps to fix the sales price of certain ethanol sales contracts. The Company has established hedging programs for ethanol sales contracts that are indexed to unleaded gasoline prices and to various exchange-traded ethanol contracts. The objective of these hedging programs is to reduce the variability of cash flows associated with the Company's sales of ethanol. During the past 12 months, the Company hedged between 0 and 66 million gallons of ethanol sales per month under these programs. At December 31, 2016, the Company had designated hedges representing between 0 to 21 million gallons of ethanol sales per month over the next 12 months.

The following tables set forth the fair value of derivatives designated as hedging instruments as of December 31, 2016 and 2015.

December 31, 2015

December 31,
2016

Assets Liabilities Assets Liabilities
(In millions)

Interest Contracts	\$ 11	\$ —	\$ 19	\$ —
Total	\$ 11	\$ —	\$ 19	\$ —

70

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 4. Derivative Instruments & Hedging Activities (Continued)

The following table sets forth the pre-tax gains (losses) on derivatives designated as hedging instruments that have been included in the consolidated statement of earnings for the years ended December 31, 2016, 2015, and 2014, respectively.

(In millions)	Consolidated Statement of Earnings Locations	Year Ended		
		December 31		
		2016	2015	2014
Effective amounts recognized in earnings				
FX Contracts	Other income/expense -net	\$(18)	\$29	\$5
Interest Contracts	Interest expense	(2)	1	1
Commodity Contracts	Cost of products sold	(82)	(25)	(124)
	Revenues	(35)	41	(69)
Ineffective amount recognized in earnings				
Interest contracts	Other income/expense -net	—	1	—
Commodity contracts	Cost of products sold	6	(12)	(4)
	Revenues	(5)	6	(34)
Total amount recognized in earnings		\$(136)	\$41	\$(225)

Hedge ineffectiveness for commodity contracts results when the change in the price of the underlying commodity in a specific cash market differs from the change in the price of the derivative financial instrument used to establish the hedging relationship. As an example, if the change in the price of a corn futures contract is strongly correlated to the change in the cash price paid for corn, the gain or loss on the derivative instrument is deferred and recognized at the time the corn grind occurs. If the change in price of the derivative does not strongly correlate to the change in the cash price of corn, in the same example, some portion or all of the derivative gains or losses may be required to be recognized in earnings prior to the corn grind occurring.

Net Investment Hedging Strategies

On June 24, 2015, the Company issued €500 million aggregate principal amount of Floating Rate Notes and €600 million aggregate principal amount of 1.75% Notes (collectively, the “Notes”) (see Note 10 for more information about the Notes). The Company has designated €1.1 billion of the Notes as a hedge of its net investment in a foreign subsidiary. As of December 31, 2016, the Company had \$40 million of after-tax gains in AOCI related to gains and losses from the net investment hedge transaction. The amount is deferred in AOCI until the underlying investment is divested.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 5. Marketable Securities

The following table sets forth items in short-term and long-term investments.

	Cost	Unrealized Gains	Unrealized Losses	Fair Value
	(In millions)			
December 31, 2016				
United States government obligations				
Maturity less than 1 year	\$287	\$ —	\$ —	\$ 287
Maturity 1 to 5 years	121	—	(1)	120
Corporate debt securities				
Maturity less than 1 year	1	—	—	1
Maturity 1 to 5 years	66	—	—	66
Other debt securities				
Maturity less than 1 year	8	—	—	8
Equity securities				
Available-for-sale	1	—	—	1
	\$484	\$ —	\$ (1)	\$ 483
	Cost	Unrealized Gains	Unrealized Losses	Fair Value
	(In millions)			
December 31, 2015				
United States government obligations				
Maturity less than 1 year	\$256	\$ —	\$ —	\$ 256
Maturity 1 to 5 years	116	—	—	116
Corporate debt securities				
Maturity 1 to 5 years	26	—	—	26
Other debt securities				
Maturity less than 1 year	182	—	—	182
Maturity 1 to 5 years	3	—	—	3
Equity securities				
Available-for-sale	296	4	(6)	294
	\$879	\$ 4	\$ (6)	\$ 877

The \$1 million in unrealized losses at December 31, 2016 arose within the last 12 months and is related to the Company's investment in one available-for-sale debt security with a fair value of \$42 million. The contractual terms of this investment do not permit the issuer to settle the securities at a price less than the amortized cost basis of the investment. Because the Company does not intend to sell the investment and it is not more likely than not that it will be required to sell the investment before recovery of its amortized cost basis, which may be maturity, the Company does not consider this investment to be other-than-temporarily impaired at December 31, 2016. For information on other-than temporary impairment charges, see Note 18.

In December 2016, the Company sold its 19.8% ownership interest in GrainCorp for A\$387 million (US\$288 million). This investment was classified as an available-for-sale equity security in the December 31, 2015 table above.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 6. Other Current Assets

The following table sets forth the items in other current assets:

	December 31, 2016	December 31, 2015
	(In millions)	
Unrealized gains on derivative contracts	\$624	\$ 758
Deferred receivables consideration	540	513
Customer omnibus receivable	521	1,148
Financing receivables - net ⁽¹⁾	373	352
Insurance premiums receivable	648	584
Prepaid expenses	268	406
Tax receivables	480	550
Non-trade receivables ⁽²⁾	478	288
Other current assets	451	687
	\$4,383	\$ 5,286

⁽¹⁾ The Company provides financing to suppliers, primarily Brazilian farmers, to finance a portion of the suppliers' production costs. The amounts are reported net of allowances of \$7 million and \$8 million at December 31, 2016 and 2015, respectively. Interest earned on financing receivables of \$22 million, \$23 million, and \$23 million for the years ended December 31, 2016, 2015, and 2014, respectively, is included in interest income in the consolidated statements of earnings.

⁽²⁾ Non-trade receivables include \$223 million and \$272 million of reinsurance recoverables as of December 31, 2016 and 2015, respectively.

Note 7. Accrued Expenses and Other Payables

The following table sets forth the items in accrued expenses and other payables:

	December 31, 2016	December 31, 2015
	(In millions)	
Unrealized losses on derivative contracts	\$651	\$ 605
Reinsurance premiums payable	479	425
Insurance claims payable	373	459
Deferred income	1,065	1,152
Other accruals and payables	1,414	1,472
	\$3,982	\$ 4,113

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 8. Investments in and Advances to Affiliates

The Company applies the equity method of accounting for investments in investees over which the Company has the ability to exercise significant influence, including the Company's 23.2% and 19.0% share ownership in Wilmar as of December 31, 2016 and 2015, respectively. The Company had 59 and 58 unconsolidated domestic and foreign affiliates as of December 31, 2016 and 2015, respectively. The following table summarizes the combined balance sheets as of December 31, 2016 and 2015, and the combined statements of earnings of the Company's unconsolidated affiliates for the years ended December 31, 2016, 2015, and 2014.

	December 31	
(In millions)	2016	2015
Current assets	\$25,145	\$25,475
Non-current assets	21,347	21,077
Current liabilities	(20,587)	(20,362)
Non-current liabilities	(5,830)	(8,449)
Noncontrolling interests	(943)	(947)
Net assets	\$19,132	\$16,794

	Year Ended December 31		
(In millions)	2016	2015	2014
Net Sales	\$45,296	\$47,980	\$50,591
Gross profit	4,375	4,530	4,558
Net income	1,119	1,428	1,561

The Company's share of the undistributed earnings of its unconsolidated affiliates as of December 31, 2016, is \$1.9 billion. The Company has a direct investment in a foreign equity method investee with a carrying value of \$3.2 billion as of December 31, 2016, and a market value of \$3.6 billion based on active market quoted prices converted to U.S. dollars at applicable exchange rates at December 31, 2016.

The Company provides credit facilities totaling \$90 million to four unconsolidated affiliates. Three facilities that are due on demand and bear interest between 3.25% and 3.75% have a total outstanding balance of \$32 million. The other one facility has no outstanding balance as of December 31, 2016. The outstanding balance is included in other current assets in the accompanying consolidated balance sheet.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 9. Goodwill and Other Intangible Assets

Goodwill balances attributable to consolidated businesses, by segment, are set forth in the following table.

	December 31,	
	2016	2015
	(In millions)	
Agricultural Services	\$63	\$ 48
Corn Processing	260	225
Oilseeds Processing	92	94
Wild Flavors and Specialty Ingredients	1,822	1,808
Other	9	10
Total	\$2,246	\$ 2,185

The changes in goodwill during the year ended December 31, 2016 are primarily related to acquisitions and purchase price allocation adjustments as discussed in Note 2 partially offset by foreign currency translation adjustments of \$41 million.

The following table sets forth the other intangible assets:

	Useful Life (In years)	December 31, 2016			December 31, 2015		
		Gross Amount (In millions)	Accumulated Amortization	Net	Gross Amount	Accumulated Amortization	Net
Intangible assets with indefinite lives:							
Trademarks/brands		\$218	\$ —	\$218	\$227	\$ —	\$227
Other		1	—	1	1	—	1
Intangible assets with definite lives:							
Trademarks/brands	20	25	(8	) 17	25	(6	) 19
Customer lists	3 to 20	793	(128	) 665	826	(83	) 743
Patents	15 to 20	44	(31	) 13	44	(30	) 14
Computer software	2 to 8	298	(199	) 99	230	(128	) 102
Land rights	2 to 50	132	(12	) 120	137	(8	) 129
Recipes and other	3 to 15	467	(143	) 324	459	(191	) 268
Total		\$1,978	\$ (521	) \$1,457	\$1,949	\$ (446	) \$1,503

The changes in the gross carrying amounts of other intangible assets during the year ended December 31, 2016 are primarily related to acquisitions and purchase price allocation adjustments as discussed in Note 2 and reclassifications, partially offset by an impairment as discussed in Note 18 and foreign currency translation adjustments of \$40 million. Aggregate amortization expense was \$113 million, \$75 million, and \$27 million for the years ended December 31, 2016, 2015, and 2014, respectively. The estimated future aggregate amortization expense for the next five years are \$106 million, \$99 million, \$96 million, \$93 million, and \$85 million.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 10. Debt Financing Arrangements

	December 31, 2016	December 31, 2015
	(In millions)	
2.5% Notes \$1 billion, due in 2026	\$991	\$—
1.75% Notes €600 million, due in 2023	627	644
5.45% Notes \$562 million face amount, due in 2018	560	561
Floating Rate Notes €500 million, due in 2019	526	541
4.479% Debentures \$516 million face amount, due in 2021	510	516
5.375% Debentures \$470 million face amount, due in 2035	459	459
5.765% Debentures \$378 million face amount, due in 2041	378	378
5.935% Debentures \$383 million face amount, due in 2032	378	377
4.016% Debentures \$570 million face amount, due in 2043	380	377
4.535% Debentures \$528 million face amount due in 2042	377	374
8.375% Debentures \$261 million face amount, due in 2017	260	260
7.0% Debentures \$164 million face amount, due in 2031	163	163
6.625% Debentures \$160 million face amount, due in 2029	159	159
6.95% Debentures \$159 million face amount, due in 2097	155	155
7.5% Debentures \$150 million face amount, due in 2027	149	149
6.45% Debentures \$127 million face amount, due in 2038	125	125
6.75% Debentures \$118 million face amount, due in 2027	117	117
Other	463	436
Total long-term debt including current maturities	6,777	5,791
Current maturities	(273)	(12)
Total long-term debt	\$6,504	\$ 5,779

On August 11, 2016, the Company issued \$1.0 billion aggregate principal amount of 2.5% Notes due in 2026. Proceeds before expenses were \$993 million.

On June 24, 2015, the Company issued €500 million (\$563 million) aggregate principal amount of Floating Rate Notes due in 2019 and €600 million (\$675 million) aggregate principal amount of 1.75% Notes due in 2023. Proceeds before expenses were €499 million (\$562 million) and €594 million (\$669 million) from the Floating Rate Notes and the 1.75% Notes, respectively. At December 31, 2016, the Company designated €1.1 billion of these Notes as a hedge of its net investment in a foreign subsidiary.

On July 1, 2015, the Company accepted for repurchase \$794 million aggregate principal amount of certain of its outstanding debentures (the “Debentures”) validly tendered and not withdrawn. Pursuant to the terms of its previously announced cash tender offers, the Company paid aggregate total consideration of \$961 million for the Debentures accepted for repurchase. In September 2015, the Company redeemed \$141 million of its 5.45% outstanding debentures for \$156 million. These cash tender offers and the debt redemption were financed by the Euro-denominated debt issued on June 24, 2015. The Company recognized a debt extinguishment charge of \$189 million, including transaction expenses of \$7 million, in the quarter ended September 30, 2015 pertaining to these transactions.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 10. Debt Financing Arrangements (Continued)

The debt issuance and the debt repurchase transactions in 2015 as discussed above resulted in a net increase in long-term debt of \$0.3 billion.

Discount amortization expense, net of premium amortization, of \$9 million, \$8 million, and \$11 million for the years ended December 31, 2016, 2015, and 2014, respectively, were included in interest expense related to the Company's long-term debt.

At December 31, 2016, the fair value of the Company's long-term debt exceeded the carrying value by \$1.0 billion, as estimated using quoted market prices (a Level 2 measurement under applicable accounting standards).

The aggregate maturities of long-term debt for the five years after December 31, 2016, are \$273 million, \$574 million, \$542 million, \$12 million, and \$677 million, respectively.

At December 31, 2016, the Company had lines of credit, including the accounts receivable securitization programs described below, totaling \$6.9 billion, of which \$5.8 billion was unused. The weighted average interest rates on short-term borrowings outstanding at December 31, 2016 and 2015, were 5.66% and 5.50%, respectively. Of the Company's total lines of credit, \$4.0 billion support a commercial paper borrowing facility, against which there was no commercial paper outstanding at December 31, 2016.

The Company's credit facilities and certain debentures require the Company to comply with specified financial and non-financial covenants including maintenance of minimum tangible net worth as well as limitations related to incurring liens, secured debt, and certain other financing arrangements. The Company is in compliance with these covenants as of December 31, 2016.

The Company had outstanding standby letters of credit and surety bonds at December 31, 2016 and 2015, totaling \$1.1 billion and \$0.8 billion, respectively.

The Company has accounts receivable securitization programs (the "Programs"). The Programs provide the Company with up to \$1.5 billion in funding resulting from the sale of accounts receivable. As of December 31, 2016, the Company utilized \$1.0 billion of its facility under the Programs (see Note 19 for more information on the Programs).

Note 11. Stock Compensation

The Company's employee stock compensation plans provide for the granting of options to employees to purchase common stock of the Company pursuant to the Company's 2002 and 2009 Incentive Compensation Plans. These options are issued at market value on the date of grant, vest incrementally over one to five years, and expire ten years after the date of grant.

The fair value of each option grant is estimated as of the date of grant using the Black-Scholes single option pricing model. The volatility assumption used in the Black-Scholes single option pricing model is based on the historical volatility of the Company's stock. The volatility of the Company's stock was calculated based upon the monthly closing price of the Company's stock for the period immediately prior to the date of grant corresponding to the average expected life of the grant. The average expected life represents the period of time that option grants are expected to be

outstanding. The risk-free rate is based on the rate of U.S. Treasury zero-coupon issues with a remaining term equal to the expected life of option grants. The assumptions used in the Black-Scholes single option pricing model are as follows.

	Year Ended		
	December 31		
	2016	2015	2014
Dividend yield	3%	2%	2%
Risk-free interest rate	1%	2%	2%
Stock volatility	25%	28%	37%
Average expected life (years)	6	6	6

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 11. Stock Compensation (Continued)

A summary of option activity during 2016 is presented below:

	Shares	Weighted-Average Exercise Price
	(In thousands, except per share amounts)	
Shares under option at December 31, 2015	11,653	\$32.52
Granted	2,336	33.18
Exercised	(2,031)	30.37
Forfeited or expired	(35)	28.89
Shares under option at December 31, 2016	11,923	\$33.03
Exercisable at December 31, 2016	6,784	\$29.92

The weighted-average remaining contractual term of options outstanding and exercisable at December 31, 2016, is 6 years and 4 years, respectively. The aggregate intrinsic value of options outstanding and exercisable at December 31, 2016, is \$149 million and \$106 million, respectively. The weighted-average grant-date fair values of options granted during the years ended December 31, 2016, 2015, and 2014, were \$5.67, \$10.29, and \$12.80, respectively. The total intrinsic values of options exercised during the years ended December 31, 2016, 2015, and 2014, were \$28 million, \$20 million, and \$66 million, respectively. Cash proceeds received from options exercised during the years ended December 31, 2016, 2015, and 2014, were \$62 million, \$28 million, and \$93 million, respectively.

At December 31, 2016, there was \$19 million of total unrecognized compensation expense related to option grants. Amounts to be recognized as compensation expense during the next four years are \$7 million, \$6 million, \$4 million, and \$2 million, respectively.

The Company's 2002 and 2009 Incentive Compensation Plans provide for the granting of restricted stock and restricted stock units (Restricted Stock Awards) at no cost to certain officers and key employees. In addition, the Company's 2002 and 2009 Incentive Compensation Plans also provide for the granting of performance stock units (PSUs) at no cost to certain officers and key employees. Restricted Stock Awards are made in common stock or stock units with equivalent rights and vest at the end of a three-year restriction period. The awards for PSUs are made in common stock units and vest at the end of a three-year vesting period subject to the attainment of certain future performance criteria based on the Company's adjusted return on invested capital compared to the weighted average cost of capital. During the years ended December 31, 2016, 2015, and 2014, 1.8 million, 1.8 million, and 1.4 million common stock or stock units, respectively, were granted as Restricted Stock Awards and PSUs. At December 31, 2016, there were 9.9 million shares available for future grants pursuant to the 2009 plan.

The fair value of Restricted Stock Awards and PSUs is determined based on the market value of the Company's shares on the grant date. The weighted-average grant-date fair values of awards granted during the years ended December 31, 2016, 2015, and 2014 were \$33.31, \$46.73, and \$40.78, respectively.

A summary of Restricted Stock Awards and PSUs activity during 2016 is presented below:

Restricted
Weighted
Average

	Stock Awards and PSUs	Grant-Date Fair Value
Non-vested at December 31, 2015	4,020	\$40.99
Granted	1,818	33.31
Vested	(1,010)	31.89
Forfeited	(175)	39.00
Non-vested at December 31, 2016	4,653	\$40.03

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 11. Stock Compensation (Continued)

At December 31, 2016, there was \$53 million of total unrecognized compensation expense related to Restricted Stock Awards and PSUs. Amounts to be recognized as compensation expense during the next three years are \$33 million, \$18 million, and \$2 million, respectively. The total grant-date fair value of Restricted Stock Awards that vested during the year ended December 31, 2016 was \$32 million.

Compensation expense for option grants, Restricted Stock Awards and PSUs granted to employees is generally recognized on a straight-line basis during the service period of the respective grant. Certain of the Company's option grants, Restricted Stock Awards and PSUs continue to vest upon the recipient's retirement from the Company and compensation expense related to option grants and Restricted Stock Awards granted to retirement-eligible employees is recognized in earnings on the date of grant. Compensation expense for PSUs is based on the probability of meeting the performance criteria.

Total compensation expense for option grants, Restricted Stock Awards and PSUs recognized during the years ended December 31, 2016, 2015, and 2014 was \$72 million, \$70 million, and \$55 million, respectively.

Note 12. Other (Income) Expense – Net

The following table sets forth the items in other (income) expense:

(In millions)	Year Ended December 31		
	2016	2015	2014
Gains on sales and revaluation of assets	\$(130)	\$(572)	\$(351)
Loss on debt extinguishment	—	189	—
Loss on derivatives	—	—	102
Other – net	(17)	33	(24)
	\$(147)	\$(350)	\$(273)

Individually significant items included in the table above are:

Gains on sales of assets and revaluation of assets for the year ended December 31, 2016 include realized additional consideration of \$48 million related to the sale of the Company's equity investment in Gruma S.A.B de C.V., a \$59 million gain, including recovery of loss provisions, related to the sale of the Company's Brazilian sugar ethanol facilities, a gain related to the revaluation of the remaining interest to settlement value in conjunction with the acquisition of Amazon Flavors of \$12 million, partially offset by a \$10 million loss on sale of other individually immaterial assets. Gains on sales and revaluation of assets for the year ended December 31, 2015 includes a gain of \$256 million related primarily to the sale of the cocoa, chocolate, and lactic businesses, a gain of \$212 million on the revaluation of the Company's previously held equity investments in North Star Shipping, Minmetal, and Eaststarch C.V. in conjunction with the acquisition of the remaining interests, and a gain of \$62 million on the sale of a 50% interest in the Barcarena export terminal facility in Brazil to Glencore plc. Gains on sales and revaluation of assets for the year ended December 31, 2014 includes a gain of \$156 million upon the Company's effective dilution in the Pacifcor (formerly Kalama Export Company) resulting from the contribution of additional assets by another member in exchange for new equity units and a gain of \$126 million on the sale of the fertilizer business.

Loss on debt extinguishment, including transaction expenses of \$7 million, for the year ended December 31, 2015 was related to the cash tender offers and redemption of certain of the Company's outstanding debentures.

Loss on derivatives for the year ended December 31, 2014 was due to losses on Euro foreign currency derivative contracts entered into to economically hedge the Wild Flavors acquisition.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 12. Other (Income) Expense – Net (Continued)

Realized gains and losses on sales of available-for-sale marketable securities were immaterial for all periods presented. Impairment losses on securities of \$6 million for the years ended December 31, 2016 and 2014 were classified as asset impairment, exit, and restructuring charges in the consolidated statements of earnings (see Note 18 for more information). There were no impairment losses on securities for the year ended December 31, 2015.

Other - net for the year ended December 31, 2015 includes \$45 million of loss provisions related to the Company's Brazilian sugar ethanol facilities.

Note 13. Income Taxes

The following table sets forth the geographic split of earnings before income taxes:

(In millions)	Year Ended		
	December 31 2016	2015	2014
United States	\$1,215	\$1,155	\$2,224
Foreign	607	1,129	906
	\$1,822	\$2,284	\$3,130

Significant components of income taxes are as follows:

(In millions)	Year Ended		
	December 31 2016	2015	2014
Current			
Federal	\$327	\$270	\$641
State	5	17	57
Foreign	146	158	235
Deferred			
Federal	18	17	(29)
State	28	9	28
Foreign	10	(33)	(55)
	\$534	\$438	\$877

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 13. Income Taxes (Continued)

Significant components of deferred tax liabilities and assets are as follows:

	December	December
	31, 2016	31, 2015
	(In millions)	
Deferred tax liabilities		
Property, plant, and equipment	\$1,612	\$1,651
Equity in earnings of affiliates	361	306
Debt exchange	132	133
Inventories	41	18
Other	105	109
	\$2,251	\$2,217
Deferred tax assets		
Pension and postretirement benefits	\$307	\$374
Stock compensation	81	70
Foreign tax credit carryforwards	95	90
Foreign tax loss carryforwards	278	301
Capital loss carryforwards	57	22
State tax attributes	62	62
Unrealized foreign currency losses	58	71
Reserves and other accruals	—	26
Other	18	125
Gross deferred tax assets	956	1,141
Valuation allowances	(216)	(302)
Net deferred tax assets	\$740	\$839
Net deferred tax liabilities	\$1,511	\$1,378

The net deferred tax liabilities are classified as follows:

Noncurrent assets (foreign)	\$158	\$185
Noncurrent liabilities	(1,472)	(1,394)
Noncurrent liabilities (foreign)	(197)	(169)
	\$(1,511)	\$(1,378)

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 13. Income Taxes (Continued)

Reconciliation of the statutory federal income tax rate to the Company's effective income tax rate on earnings is as follows:

	Year Ended		
	December 31		
	2016	2015	2014
Statutory rate	35.0 %	35.0 %	35.0 %
State income taxes, net of federal tax benefit	1.4	0.8	2.1
Foreign earnings taxed at rates other than the U.S. statutory rate	(4.4)	(9.9)	(4.8)
Foreign currency effects/remeasurement	2.2	(1.8)	0.1
Income tax adjustment to filed returns	0.8	1.9	(2.5)
Tax benefit on U.S. biodiesel credits	(3.3)	(1.6)	(1.1)
Tax benefit on U.S. qualified production activity deduction	(1.4)	(1.8)	(1.8)
Valuation allowances	0.6	(3.1)	—
Other	(1.6)	(0.3)	1.0
Effective income tax rate	29.3 %	19.2 %	28.0 %

The reduction from the federal statutory rate related to foreign earnings taxed at lower rates resulted mostly from the Company's foreign operations in Switzerland, Asia, and the Caribbean. The Company's foreign earnings, which were taxed at rates lower than the U.S. rate and were generated from these jurisdictions, were 47%, 51%, and 47% of its foreign earnings before taxes in fiscal years 2016, 2015, and 2014, respectively.

The Company had \$278 million and \$301 million of tax assets related to net operating loss carry-forwards of certain international subsidiaries at December 31, 2016 and 2015, respectively. As of December 31, 2016, approximately \$200 million of these assets have no expiration date, and the remaining \$78 million expire at various times through fiscal 2035. The annual usage of certain of these assets is limited to a percentage of taxable income of the respective foreign subsidiary for the year. The Company has recorded a valuation allowance of \$126 million and \$127 million against these tax assets at December 31, 2016 and 2015, respectively, due to the uncertainty of their realization.

The Company had \$57 million and \$22 million of tax assets related to foreign and domestic capital loss carryforwards at December 31, 2016 and 2015, respectively. The Company has recorded a valuation allowance of \$41 million and \$22 million against these tax assets at December 31, 2016 and 2015, respectively.

The Company had \$95 million and \$90 million of tax assets related to excess foreign tax credits at December 31, 2016 and 2015, respectively, which begin to expire in 2017. Due to the uncertainty of realization, the Company recorded a valuation allowance of \$8 million against these assets at December 31, 2015. There was no valuation allowance recorded against these assets at December 31, 2016. The Company had \$62 million of tax assets related to state income tax attributes (incentive credits and net operating loss carryforwards), net of federal tax benefit, at December 31, 2016 and 2015, which will expire at various times through fiscal 2036. Due to the uncertainty of realization, the Company recorded a valuation allowance of \$49 million and \$47 million related to state income tax assets net of federal tax benefit as of December 31, 2016 and 2015, respectively.

The Company remains subject to federal examination in the U.S. for the calendar tax years 2014, 2015 and 2016.

Undistributed earnings of the Company's foreign subsidiaries and the Company's share of the undistributed earnings of affiliated corporate joint venture companies accounted for on the equity method aggregating to approximately \$9.3 billion at December 31, 2016, are considered to be permanently reinvested, and accordingly, no provision for U.S. income taxes has been provided thereon. It is not practicable to determine the deferred tax liability for temporary differences related to these undistributed earnings.

Archer-Daniels-Midland Company

Notes to Consolidated Financial Statements (Continued)

Note 13. Income Taxes (Continued)

The following table sets forth a rollforward of activity of unrecognized tax benefits for the year ended December 31, 2016 and 2015 as follows:

	Unrecognized Tax Benefits	
	December 31, 2016	December 31, 2015
	(In millions)	
Beginning balance	\$ 49	\$ 72
Additions related to current year's tax positions	1	1
Additions related to prior years' tax positions	16	17
Additions related to acquisitions	—	7
Reductions related to prior years' tax positions	—	(19)
Reductions related to lapse of statute of limitations	(1)	(6)
Settlements with tax authorities	(10)	(23)
Ending balance	\$ 55	\$ 49