UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

☒ Quarterly Report Pursuant To Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended June 30, 2013

OR

☐ Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _______________ to _______________

Commission File No. 001-35679

MADISON COUNTY FINANCIAL, INC.
(Exact name of registrant as specified in its charter)

Maryland (State or other jurisdiction of Company or organization)	**46-0658311** (I.R.S. Employer Identification Number)
111 West Third Street, Madison, Nebraska (Address of Principal Executive Offices)	**68748** Zip Code

(402) 454-6511
(Registrant's telephone number)

N/A
(Former name or former address, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such 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 whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one)

Large accelerated filer ☐	Accelerated filer ☐
Non-accelerated filer ☐ (Do not check if smaller reporting company)	Smaller reporting company ☒

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

As of August 9, 2013, 3,193,054 shares of the Registrant's common stock, par value $0.01 per share, were issued and outstanding.

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Part I. – Financial Information

Item 1. Financial Statements

Madison County Financial, Inc.
Condensed Consolidated Balance Sheets
(Dollars in Thousands, except share and per share data)

	June 30, 2013 (Unaudited)	December 31, 2012
Assets		
Cash and due from banks	$ 2,527	$ 5,647
Interest-earning demand accounts	22,335	2,271
Cash and cash equivalents	24,862	7,918
Certificates of deposit	1,500	1,500
Investment securities:		
Available for sale, at fair value	10,092	8,982
Held to maturity, at amortized cost (fair value of $29,768 and $25,630, respectively)	30,584	25,026
Loans held for sale	707	159
Loans receivable, net of allowance for losses of $5,431 and $4,941, respectively	196,738	207,157
Stock in Federal Home Loan Bank ("FHLB") of Topeka	2,099	2,076
Premises and equipment, net	2,240	2,274
Bank-owned life insurance ("BOLI")	4,674	4,598
Accrued interest receivable	2,882	3,845
Core deposit intangible	732	810
Goodwill	481	481
Other assets	2,381	2,431
Total assets	$ 279,972	$ 267,257
Liabilities and Stockholders' Equity		
Liabilities		
Deposits	$ 206,972	$ 195,187
Borrowings	6,300	6,300
Accrued interest payable	94	106
Other liabilities	4,001	3,600
Total liabilities	217,367	205,193
Commitments and contingencies		
Stockholders' Equity		
Common stock, $.01 par value per share:		
Issued and outstanding - 3,193,054 and 3,193,054 respectively	32	32
Additional paid in capital	30,727	30,693
Unearned employee stock ownership plan (ESOP)	(2,401)	(2,452)
Retained earnings	34,196	33,530
Accumulated other comprehensive income	51	261
Total stockholders' equity	62,605	62,064
Total liabilities and stockholders' equity	$ 279,972	$ 267,257

See notes to condensed consolidated financial statements

Madison County Financial, Inc.
Condensed Consolidated Statements of Income
(Dollars in Thousands, except share and per share data)

	Three Months Ended June 30, 2013	Three Months Ended June 30, 2012	Six Months Ended June 30, 2013	Six Months Ended June 30, 2012
	(Unaudited)			
Interest and Dividend Income				
Loans receivable, including fees	$ 2,504	$ 2,510	$ 5,082	$ 5,381
Investment securities - taxable	85	90	168	174
Investment securities - non-taxable	209	167	406	305
Other	24	11	45	22
Total interest income	2,822	2,778	5,701	5,882
Interest Expense				
Deposits	373	410	756	811
Borrowings	54	56	108	113
Total interest expense	427	466	864	924
Net interest income	2,395	2,312	4,837	4,958
Provision for loan losses	255	75	510	185
Net Interest Income After Provision for Loan Losses	2,140	2,237	4,327	4,773
Other Income				
Service charges on deposit accounts	54	41	102	87
ATM and credit card fees	34	32	65	64
Loan servicing income, net	52	37	101	71
Gain on sale of loans	127	164	294	340
Increase in surrender value of life insurance	38	39	76	77
Insurance commission income	94	89	183	183
Other income	48	37	84	82
Total other income	447	439	905	904
Other Expense				
Salaries and employee benefits	1,013	858	1,963	1,730
Director fees and benefits	28	24	48	45
Net occupancy	162	126	279	249
Data processing fees	37	46	98	90
Professional fees	84	84	219	99
Advertising	28	16	55	36
Supplies	25	38	56	69
FDIC insurance premiums	38	28	69	57
Core deposit intangible amortization	39	45	78	90
Other expense	124	141	320	327
Total other expense	1,578	1,406	3,185	2,792
Income Before Income Tax Expense	1,009	1,270	2,047	2,885
Income tax expense	269	360	555	846
Net Income	$ 740	$ 910	$ 1,492	$ 2,039
Earnings Per Share:				
Basic	$ 0.25	N/A	$ 0.51	N/A
Diluted	0.25	N/A	0.51	N/A
Dividends Per Share	0.28	-	0.28	-

See notes to condensed consolidated financial statements.

Madison County Financial, Inc.
Condensed Consolidated Statements of Comprehensive Income
(Dollars in Thousands)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
	(Unaudited)			
Net Income	$ 740	$ 910	$ 1,492	$ 2,039
Other Comprehensive Income (Loss)				
Unrealized gains (losses) on available-for-sale securities, net of taxes of $(96) (unaudited), $9 (unaudited), $(109) (unaudited) and $5 (unaudited) for the three months and and six months ended June 30, 2013 and 2012, respectively	(185)	19	(210)	10
	(185)	19	(210)	10
Comprehensive Income	$ 555	$ 929	$ 1,282	$ 2,049

See notes to condensed consolidated financial statements.

Madison County Financial, Inc.
Condensed Consolidated Statements of Stockholders' Equity
(Dollars in Thousands, except share and per share data)

	Common Stock												
	Shares Outstanding		Amount		Additional Paid-in Capital		Unearned ESOP Shares		Retained Earnings		Accumulated Other Comprehensive Income (Loss)		Total Stockholders' Equity
							(Unaudited)						
Balance, January 1, 2013	3,193,054	$	32	$	30,693	$	(2,452)	$	33,530	$	261	$	62,064
Net income									1,492				1,492
Other comprehensive loss											(210)		(210)
ESOP shares earned					34		51						85
Dividends paid ($0.28 per share)									(826)				(826)
Balance, June 30, 2013	3,193,054	$	32	$	30,727	$	(2,401)	$	34,196	$	51	$	62,605
Balance, January 1, 2012	-	$	-	$	-	$	-	$	29,900	$	231	$	30,131
Net income									2,039				2,039
Other comprehensive income											10		10
Balance, June 30, 2012	-	$	-	$	-	$	-	$	31,939	$	241	$	32,180

See notes to condensed consolidated financial statements.

Madison County Financial, Inc.
Condensed Consolidated Statements of Cash Flows
(Dollars in Thousands)

	Six Months Ended June 30, 2013	2012
	(Unaudited)	
Operating activities:		
Net income	$ 1,492	$ 2,039
Items not requiring cash:		
Provision for loan losses	510	185
Depreciation and amortization	110	123
Investment securities amortization, net	11	11
Core deposit intangible amortization	78	90
Loans originated for sale in the secondary market	(16,067)	(14,893)
Proceeds from loan sales in the secondary market	15,813	15,749
Gain on loans sold	(294)	(340)
Increase in surrender value of life insurance	(76)	(77)
Net change in:		
Accrued interest receivable	963	1,481
Accrued interest payable	(12)	(50)
Other adjustments	568	(262)
Net cash provided by operating activities	3,096	4,056
Investing activities:		
Purchases of investment securities available for sale	(3,539)	(4,862)
Proceeds from maturities of investment securities available for sale	1,600	5,150
Purchases of investment securities held to maturity	(8,717)	(5,386)
Proceeds from maturities of investment securities held to maturity	3,712	315
Net change in loans receivable	9,909	6,360
Purchases of premises and equipment	(76)	(4)
Other investing activities	-	113
Net cash provided by investing activities	2,889	1,686
Financing activities:		
Net change in checking and money market savings accounts	12,845	16,215
Net change in certificates of deposit	(1,060)	(3,328)
Net change in short-term borrowings	-	(20,100)
Repayment of FHLB advances	-	(200)
Dividends paid	(826)	-
Net cash provided by (used in) financing activities	10,959	(7,413)
Net Change in Cash and Cash Equivalents	16,944	(1,671)
Cash and Cash Equivalents, Beginning of Period	7,918	6,457
Cash and Cash Equivalents, End of Period	$ 24,862	$ 4,786
Additional Cash Flows Information:		
Interest paid	$ 876	$ 924
Taxes paid	751	1,099

See notes to condensed consolidated financial statements.

Notes to Condensed Consolidated Financial Statements

Madison County Bank (the "Bank"), a wholly owned subsidiary of Madison County Financial, Inc., (the "Company") is engaged in providing a full range of banking and financial services to individual and corporate customers in the areas surrounding Madison, Nebraska. The Bank is subject to competition from other financial institutions. The Bank is subject to the regulation of the Comptroller of the Currency ("OCC") and undergoes periodic examinations by such authority.

On October 3, 2012, Madison County Holding Company, MHC, (the "MHC), the Bank's former mutual holding company, consummated its mutual to stock conversion ("Conversion") and the related initial public stock offering of Madison County Financial, Inc. which, upon consummation of the Conversion, became the savings and loan holding company of the Bank. As part of the Conversion and offering, the Company issued and sold shares of its capital stock to eligible depositors of the Bank and the public pursuant to an independent valuation appraisal of the Bank and the Company on a converted basis that was conducted by an independent appraisal firm.

In the Offering, the Company sold 3,193,054 shares of its common stock, par value $0.01 per share, at $10.00 per share in a subscription offering and community offering, including 255,444 shares, equal to 8.0% of the shares sold in the offering, to the Madison County Bank employee stock ownership plan.

The cost of the conversion and the stock offering were deferred and deducted from the proceeds of the offering. Conversion costs incurred were $1,254.

In accordance with applicable federal conversion regulations, at the time of the completion of the Conversion, we established a liquidation account in an amount equal to the Bank's total equity as of the latest balance sheet date in the final prospectus used in the Conversion. Each eligible account holder or supplemental account holder is entitled to a proportionate share of this liquidation account in the event of a complete liquidation of the Bank, and only in such event. This share will be reduced if the eligible account holder's or supplemental account holder's deposit balance falls below the amounts on the date of record as of any December 31 and will cease to exist if the account is closed. The liquidation account will never be increased despite any increase after Conversion in the related deposit balance.

The Company may not declare, pay a dividend on, or repurchase any of its capital stock of the Bank, if the effect thereof would cause retained earnings to be reduced below the liquidation account amount or regulatory capital requirements.

The Conversion was accounted for as a change in corporate form with the historic basis of the MHC's consolidated assets, liabilities and equity unchanged as a result.

Note 1: Basis of Presentation

The accompanying condensed consolidated financial statements were prepared in accordance with instructions for Form 10-Q and, therefore, do not include information or footnotes necessary for a complete presentation of financial position, results of operations, and cash flows in conformity with generally accepted accounting principles. Accordingly, these financial statements should be read in conjunction with the consolidated financial statements and notes thereto of the Company included in the Madison County Financial, Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2012, as filed with the Securities and Exchange Commission pursuant to Securities Act Rule 424(b)(3) on March 28, 2013. However, in the opinion of management, all adjustments (consisting of only normal recurring accruals) which are necessary for a fair presentation of the financial statements have been included. The results of operations for the three-month and six-month periods ended June 30, 2013, are not necessarily indicative of the results which may be expected for the year ending December 31, 2013.

Note 2: 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 in consolidation.

Note 3: Earnings Per Share

	Three months ended June 30, 2013	Six months ended June 30, 2013
	(Unaudited, Dollars in Thousands except share and per share data)	
Net income	$ 740	$ 1,492
Shares outstanding for basic EPS:		
Average shares outstanding	3,193,054	3,193,054
Less: Average Unearned ESOP Shares	241,794	243,064
Shares outstanding for basic EPS	2,951,260	2,949,990
Additional dilutive shares	-	-
Share outstanding for diluted EPS	2,951,260	2,949,990
Basic earnings per share	$ 0.25	$ 0.51
Diluted earnings per share	$ 0.25	$ 0.51

Note 4: Investment Securities

The amortized cost and approximate fair values of investment securities are as follows:

	June 30, 2013			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Approximate Fair Value
	(Unaudited, In Thousands)			
Available for sale:				
U.S. Treasuries	$ 500	$ -	$ -	$ 500
Federal agencies	9,515	280	(203)	9,592
Total available for sale	10,015	280	(203)	10,092
Held to maturity:				
State and municipal	30,584	212	(1,028)	29,768
Total held to maturity	30,584	212	(1,028)	29,768
Total investment securities	$ 40,599	$ 492	$ (1,231)	$ 39,860

	December 31, 2012			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Approximate Fair Value
	(In Thousands)			
Available for sale:				
U.S. Treasuries	$ 500	$ -	$ -	$ 500
Federal agencies	8,086	408	(12)	8,482
Total available for sale	8,586	408	(12)	8,982
Held to maturity:				
Federal agencies	498	10	-	508
State and municipal	24,528	600	(6)	25,122
Total held to maturity	25,026	610	(6)	25,630
Total investment securities	$ 33,612	$ 1,018	$ (18)	$ 34,612

The amortized cost and fair value of investment securities at June 30, 2013, by contractual maturity, are shown below. Expected maturities will differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties.

	Available for Sale		Held to Maturity	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
	(Unaudited, In Thousands)			
Within one year	$ 500	$ 501	$ 6,004	$ 6,047
After one through five years	1,972	2,117	4,495	4,518
After five through ten years	4,941	4,979	2,842	2,828
After ten years	2,602	2,495	17,243	16,375
	$ 10,015	$ 10,092	$ 30,584	$ 29,768

The carrying value of investment securities pledged as collateral, to secure public deposits and for other purposes was $5,694 at June 30, 2013 (unaudited) and $5,673 at December 31, 2012.

There were no sales of investment securities available for sale for the three and six months ended June 30, 2013 and 2012 (unaudited).

Certain investments in debt securities have fair values at an amount less than their historical cost. Total fair value of these investments at June 30, 2013 (unaudited) and December 31, 2012 was $18,973 and $3,163, which is approximately 48% and 9%, respectively, of the Company's investment portfolio. These declines primarily resulted from changes in market interest rates.

Based on evaluation of available evidence, including recent changes in market interest rates, credit rating information and information obtained from regulatory filings, management believes the declines in fair value for these investment securities are temporary.

Should the impairment of any of these investment securities become other than temporary, the cost basis of the investment will be reduced and the resulting loss recognized in net income in the period the other-than-temporary impairment is identified.

Investment securities with unrealized losses at June 30, 2013 were as follows:

	Less than 12 Months		12 Months or Longer		Total	
	Fair Value	**Gross Unrealized Losses**	**Fair Value**	**Gross Unrealized Losses**	**Fair Value**	**Gross Unrealized Losses**
			(Unaudited, In Thousands)			
Available for sale-						
Federal agencies	$ 4,691	$ (150)	$ 1,524	$ (53)	$ 6,215	$ (203)
Held to maturity-						
State and municipal	12,031	(977)	727	(51)	12,758	(1,028)
	$ 16,722	$ (1,127)	$ 2,251	$ (104)	$ 18,973	$ (1,231)

Investment securities with unrealized losses at December 31, 2012 were as follows:

	Less than 12 Months		12 Months or Longer		Total	
	Fair Value	**Gross Unrealized Losses**	**Fair Value**	**Gross Unrealized Losses**	**Fair Value**	**Gross Unrealized Losses**
			(In Thousands)			
Available for sale-						
Federal agencies	$ 1,807	$ (3)	$ 259	$ (9)	$ 2,066	$ (12)
Held to maturity-						
State and municipal	1,047	(5)	50	(1)	1,097	(6)
	$ 2,854	$ (8)	$ 309	$ (10)	$ 3,163	$ (18)

Note 5: Loans and Allowance

The Company's loan and allowance policies are as follows:

Loans Receivable

Loans that management has the intent and ability to hold for the foreseeable future or until maturity or payoffs are reported at their outstanding principal balances adjusted for unearned income, charge-offs, the allowance for loan losses, any unamortized deferred fees or costs on originated loans and unamortized premiums or discounts on purchased loans.

For loans amortized at cost, interest income is accrued based on the unpaid principal balance. Premiums and discounts are amortized as a level yield adjustment over the respective term of the loan.

For loans not secured by real estate or loans secured by real estate with loan-to-value ratios of 80% or more, the accrual of interest is discontinued at the time the loan is 90 days past due unless the credit is well-secured and in process of collection. For loans secured by real estate with a loan-to-value ratio of less than 80%, the accrual of interest is discontinued after the loan is 120 days past due. Past due status is based on contractual terms of the loan. For all loan classes, the entire balance of the loan is considered past due if the minimum payment contractually required to be paid is not received by the contractual due date. For all loan classes, loans are placed on nonaccrual or charged off at an earlier date if collection of principal or interest is considered doubtful.

For all loan portfolio segments, the Company promptly charges off loans, or portions thereof, when available information confirms that specific loans are uncollectible based on information that includes, but is not limited to, (1) the deteriorating financial condition of the borrower, (2) declining collateral values, and/or (3) legal action, including bankruptcy, that impairs the borrower's ability to adequately meet its obligations. For impaired loans that are considered to be solely collateral dependent, a partial charge-off is recorded when a loss has been confirmed by an updated appraisal or other appropriate valuation of the collateral.

For all classes, all interest accrued but not collected for loans that are placed on nonaccrual or charged off are reversed against interest income. The interest on these loans is accounted for on the cash-basis or cost-recovery method, until qualifying for return to accrual. Nonaccrual loans are returned to accrual status when, in the opinion of management, the financial position of the borrower indicates there is no longer any reasonable doubt as to the timely collection of interest or principal. The Company requires a period of satisfactory performance of not less than six months before returning a nonaccrual loan to accrual status. There were no changes in the Company's nonaccrual policy during the six month-end periods ended June 30, 2013 and 2012 (unaudited).

When cash payments are received on impaired loans in each loan class, the Company records the payment as interest income unless collection of the remaining recorded principal amount is doubtful, at which time payments are used to reduce the principal balance of the loan. Troubled debt restructured loans recognize interest income on an accrual basis at the renegotiated rate if the loan is in compliance with the modified terms.

Allowance for Loan Losses

The allowance for loan losses is established as losses are estimated to have occurred through a provision for loan losses charged to income. Loan losses are charged against the allowance when management believes the uncollectibility of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance.

The allowance for loan losses is evaluated on a regular basis by management and is based upon management's periodic review of the collectability of the loans in light of historical experience, the nature and volume of the loan portfolio, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral and prevailing economic conditions. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available.

The allowance consists of general and allocated components. The general component covers non-impaired loans and is based on the product of the historical loss experience rate, adjusted by certain qualitative factors in basis points, and the portfolio balance for each loan segment. The historical loss experience rate is determined for each loan portfolio segment and is based on the actual loss history experienced by the Company over the prior four years. Management believes the four year historical loss experience methodology is appropriate in the current economic environment. The qualitative factors considered include changes in experience of lending staff, lending policies and procedures; changes in loan review and oversight, changes in collection, charge-off and recovery practices; changes in the nature and volume of the loan portfolio; changes in the volume and severity of nonperforming loans; the existence and effect of any concentrations of credit and changes in the level of such concentrations; changes in the underlying collateral and changes in current, national and local economic and business conditions.

The allocated component relates to loans that are classified as impaired. For those loans that are classified as impaired, an allowance is established when the discounted cash flows (or collateral value or observable market price) of the impaired loan is lower than the carrying value of that loan.

A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value and the probability of collecting scheduled principal and interest payments when due based on the loan's current payment status and the borrower's financial condition including available sources of cash flows. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record and the amount of the shortfall in relation to the principal and interest owed. Impairment is measured on a loan-by-loan basis for non-homogenous type loans such as commercial, nonowner residential and construction loans by either the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's obtainable market price or the fair value of the collateral if the loan is collateral dependent. For impaired loans where the Company utilizes the discounted cash flows to determine the level of impairment, the Company includes the entire change in the present value of cash flows as bad debt expense.

The fair values of collateral-dependent impaired loans are based on independent appraisals of the collateral. In general, the Company acquires an updated appraisal upon identification of impairment and annually thereafter for commercial non-real estate, commercial real estate and multi-family real estate loans. After determining the collateral value as described, the fair value is calculated based on the determined collateral value less selling expenses.

Segments of loans with similar risk characteristics are collectively evaluated for impairment based on the segment's historical loss experience adjusted for changes in trends, conditions and other relevant factors that affect repayment of the loans. Accordingly, the Company generally does not separately identify individual consumer and residential loans for impairment measurements, unless such loans are the subject of a restructuring agreement due to financial difficulties of the borrower.

(Dollars in thousands)

Categories of loans receivable include:

	June 30, 2013 (Unaudited)	December 31, 2012
Real estate:		
Agricultural	$ 96,077	$ 96,569
Commercial and multi-family	20,873	21,205
One- to four-family residential	35,379	35,964
Agricultural and commercial non-real estate	45,420	53,611
Consumer	4,420	4,749
	202,169	212,098
Less		
Allowance for losses	5,431	4,941
Total loans	$ 196,738	$ 207,157

The risk characteristics of each loan portfolio segment are as follows:

Agricultural Real Estate

Agricultural real estate loans are primarily comprised of loans for the purchase of farmland. Loan-to-value ratios on loans secured by farmland generally do not exceed 70% and have amortization periods limited to twenty one years.

Agricultural and Commercial Non-Real Estate

Agricultural non-real estate loans are generally comprised of seasonal operating lines to cash grain farmers to plant and harvest corn and soybeans and term loans to fund the purchase of equipment. Specific underwriting standards have been established for agricultural-related loans including the establishment of projections for each operating year based on industry-developed estimates of farm input costs and expected commodity yields and prices. Operating lines are typically written for one year and secured by the crop and other farm assets as considered necessary.

Commercial non-real estate loans are primarily based on the identified cash flows of the borrower and secondarily on the underlying collateral provided by the borrower. The cash flows of borrowers, however, may not be as expected and the collateral securing these loans may fluctuate in value. Most commercial non-real estate loans are secured by the assets being financed or other business assets, such as accounts receivable or inventory, and may include a personal guarantee. Short-term loans may be made on an unsecured basis.

Commercial and Multi-Family Real Estate

Commercial and multi-family real estate lending typically involves higher loan principal amounts and the repayment of these loans is generally dependent on the successful operation of the property securing the loan or the business conducted on the property securing the loan.

Commercial and multi-family real estate loans may be more adversely affected by conditions in the real estate markets or in the general economy. The characteristics of properties securing the Company's commercial and multi-family real estate portfolio are diverse, but virtually all of these loans are secured by properties in Nebraska. Management monitors and evaluates commercial real estate and multi-family real estate loans based on collateral, geography and risk grade criteria. In addition, the Company generally will not finance single purpose projects unless other underwriting factors are present to help mitigate risk. In addition, management tracks the level of owner-occupied commercial real estate versus nonowner-occupied loans.

Residential Real Estate and Consumer

Residential real estate and consumer loans consist of two segments - residential mortgage loans and personal loans. For residential mortgage loans that are secured by 1-4 family residences and are generally owner-occupied, the Company generally establishes a maximum loan-to-value ratio of 80% of the sales price or appraised value, whichever is lower, and requires private mortgage insurance if that ratio is exceeded. Home equity loans are typically secured by a subordinate interest in 1-4 family residences, and consumer loans are secured by consumer assets, such as automobiles or recreational vehicles. Some consumer personal loans are unsecured, such as small installment loans and certain lines of credit. Repayment of these loans is primarily dependent on the personal income of the borrowers, which can be impacted by economic conditions in their market areas, such as unemployment levels. Repayment can also be impacted by changes in property values on residential properties. Risk is mitigated by the fact that the loans are of smaller individual amounts and spread over a large number of borrowers.

The following table presents by portfolio segment the activity in the allowance for loan losses for the three and six months ended June 30, 2013 and 2012:

	Agricultural	Real Estate Commercial and Multi-Family	Real Estate One- to Four-Family Residential	Agricultural and Commercial	Consumer	Total
	(Unaudited, In Thousands)					
Three Months Ended June 30, 2013 (Unaudited)						
Allowance for Loan Losses:						
Balance, beginning of period	$ 2,945	$ 497	$ 530	$ 1,141	$ 83	$ 5,196
Provision for loan losses	(66)	180	38	91	12	255
Loans charged to the allowance	-	-	(20)	-	-	(20)
Recoveries of loans previously charged off	-	-	-	-	-	-
Balance, end of period	$ 2,879	$ 677	$ 548	$ 1,232	$ 95	$ 5,431
Six Months Ended June 30, 2013 (Unaudited)						
Allowance for Loan Losses:						
Balance, beginning of period	$ 2,585	$ 456	$ 467	$ 1,337	$ 96	$ 4,941
Provision for loan losses	294	221	101	(105)	(1)	510
Loans charged to the allowance	-	-	(20)	-	-	(20)
Recoveries of loans previously charged off	-	-	-	-	-	-
Balance, end of period	$ 2,879	$ 677	$ 548	$ 1,232	$ 95	$ 5,431
Three Months Ended June 30, 2012 (Unaudited)						
Allowance for Loan Losses:						
Balance, beginning of period	$ 1,898	$ 534	$ 702	$ 1,009	$ 78	$ 4,221
Provision for loan losses	78	(24)	(51)	80	(8)	75
Loans charged to the allowance	-	-	-	-	-	-
Recoveries of loans previously charged off	-	-	-	-	-	-
Balance, end of period	$ 1,976	$ 510	$ 651	$ 1,089	$ 70	$ 4,296
Six Months Ended June 30, 2012 (Unaudited)						
Allowance for Loan Losses:						
Balance, beginning of period	$ 1,579	$ 556	$ 818	$ 984	$ 80	$ 4,017
Provision for loan losses	326	(46)	(190)	105	(10)	185
Loans charged to the allowance	-	-	-	-	-	-
Recoveries of loans previously charged off	71	-	23	-	-	94
Balance, end of period	$ 1,976	$ 510	$ 651	$ 1,089	$ 70	$ 4,296

The following table presents the allowance for loan losses and the recorded investment in loans based on portfolio segment and impairment method as of June 30, 2013 and December 31, 2012:

	Agricultural	Real Estate: Commercial and Multi-Family	Real Estate: One- to Four-Family Residential	Agricultural and Commercial	Consumer	Total
	(In Thousands)					
At June 30, 2013 (Unaudited):						
Allowance:						
Ending balance	$ 2,879	$ 677	$ 548	$ 1,232	$ 95	$ 5,431
Ending balance: individually evaluated for impairment	$ -	$ 154	$ 6	$ -	$ -	$ 160
Ending balance: collectively evaluated for impairment	$ 2,879	$ 523	$ 542	$ 1,232	$ 95	$ 5,271
Loans:						
Ending balance	$ 96,077	$ 20,873	$ 35,379	$ 45,420	$ 4,420	$ 202,169
Ending balance individually evaluated for impairment	$ -	$ 154	$ 24	$ -	$ -	$ 178
Ending balance collectively evaluated for impairment	$ 96,077	$ 20,719	$ 35,355	$ 45,420	$ 4,420	$ 201,991
At December 31, 2012:						
Allowance:						
Ending balance	$ 2,585	$ 456	$ 467	$ 1,337	$ 96	$ 4,941
Ending balance: individually evaluated for impairment	$ -	$ -	$ 45	$ -	$ -	$ 45
Ending balance: collectively evaluated for impairment	$ 2,585	$ 456	$ 422	$ 1,337	$ 96	$ 4,896
Loans:						
Ending balance	$ 96,569	$ 21,205	$ 35,964	$ 53,611	$ 4,749	$ 212,098
Ending balance individually evaluated for impairment	$ -	$ -	$ 82	$ -	$ -	$ 82
Ending balance collectively evaluated for impairment	$ 96,569	$ 21,205	$ 35,882	$ 53,611	$ 4,749	$ 212,016

The following tables present the credit risk profile of the Company's loan portfolio based on rating category and payment activity as of June 30, 2013:

	Agricultural	Real Estate: Commercial and Multi-Family	Real Estate: One- to Four-Family Residential	Agricultural and Commercial	Consumer	Total
	(Unaudited, In Thousands)					
Pass	$ 95,952	$ 20,719	$ 34,735	$ 45,392	$ 4,420	$ 201,218
Special Mention	-	-	513	28	-	541
Substandard	125	154	131	-	-	410
Doubtful	-	-	-	-	-	-
Loss	-	-	-	-	-	-
Total	$ 96,077	$ 20,873	$ 35,379	$ 45,420	$ 4,420	$ 202,169

The following table presents the credit risk profile of the Company's loan portfolio based on rating category and payment activity as of December 31, 2012:

	Real Estate					
	Agricultural	Commercial and Multi-Family	One- to Four-Family Residential	Agricultural and Commercial	Consumer	Total
	(In Thousands)					
Pass	$ 96,444	$ 21,205	$ 35,290	$ 53,546	$ 4,747	$ 211,232
Special Mention	-	-	557	65	-	622
Substandard	125	-	117	-	2	244
Doubtful	-	-	-	-	-	-
Loss	-	-	-	-	-	-
Total	$ 96,569	$ 21,205	$ 35,964	$ 53,611	$ 4,749	$ 212,098

The Company generally categorizes all classes of loans into risk categories based on relevant information about the ability of borrowers to service their debt such as: current financial information, historical payment experience, credit documentation, public information, and current economic trends, among other factors. Generally, smaller dollar consumer loans are excluded from this grading process and are reflected in the Pass category. The delinquency trends of these consumer loans are monitored on a homogeneous basis and the related delinquent amounts are reflected in the aging analysis table below. The Company uses the following definitions for risk ratings:

The Pass asset quality rating encompasses assets that have generally performed as expected. With the exception of some smaller consumer and residential loans, these assets generally do not have delinquency. Loans assigned this rating include loans to borrowers possessing solid credit quality with acceptable risk. Borrowers in these grades are differentiated from higher grades on the basis of size (capital and/or revenue), leverage, asset quality, stability of the industry or specific market area and quality/coverage of collateral. These borrowers generally have a history of consistent earnings and reasonable leverage.

The Special Mention asset quality rating encompasses assets that have potential weaknesses that deserve management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the asset or in the institution's credit position at some future date. Special mention assets are not adversely classified and do not expose an institution to sufficient risk to warrant adverse classification. This grade is intended to include loans to borrowers whose credit quality has clearly deteriorated and where risk of further decline is possible unless active measures are taken to correct the situation. Weaknesses are considered potential at this state and are not yet fully defined.

The Substandard asset quality rating encompasses assets that are inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any; assets having a well-defined weakness based upon objective evidence; assets characterized by the distinct possibility that the Bank will sustain some loss if the deficiencies are not corrected; or the possibility that liquidation will not be timely. Loans categorized in this grade possess a well-defined credit weakness and the likelihood of repayment from the primary source is uncertain. Significant financial deterioration has occurred and very close attention is warranted to ensure the full repayment without loss. Collateral coverage may be marginal and the accrual of interest has been suspended.

The Doubtful asset quality rating encompasses assets that have all of the weaknesses of those classified as Substandard. In addition, these weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions and values, highly questionable and improbable.

The Loss asset quality rating encompasses assets that are considered uncollectible and of such little value that their continuance as assets of the bank is not warranted. A loss classification does not mean that an asset has no recovery or salvage value; instead, it means that it is not practical or desirable to defer writing off or reserving all or a portion of a basically worthless asset, even though partial recovery may be realized in the future.

The following table presents the Company's loan portfolio aging analysis and nonperforming loans as of June 30, 2013:

	Real Estate					
	Agricultural	Commercial and Multi-Family	One- to Four-Family Residential	Agricultural and Commercial	Consumer	Total
	(Unaudited, In Thousands)					
Past Due:						
30-59 days	$ -	$ -	$ 14	$ -	$ 18	$ 32
60-89 days	188	-	94	35	1	318
90 days or more	125	154	59	-	1	339
Total past due	313	154	167	35	20	689
Current	95,764	20,719	35,212	45,385	4,400	201,480
Total loans	$ 96,077	$ 20,873	$ 35,379	$ 45,420	$ 4,420	$ 202,169
Nonaccrual loans	$ 125	$ 154	$ 131	$ -	$ 1	$ 411
Loans past due 90 days and still accruing	-	-	41	-	-	41
	$ 125	$ 154	$ 172	$ -	$ 1	$ 452

The following table presents the Company's loan portfolio aging analysis and nonperforming loans as of December 31, 2012:

	Agricultural	Real Estate Commercial and Multi-Family	Real Estate One- to Four-Family Residential	Agricultural and Commercial	Consumer	Total
		(In Thousands)				
Past Due:						
30-59 days	$ 161	$ 162	$ 282	$ 30	$ 2	$ 637
60-89 days	-	-	233	-	-	233
90 days or more	-	-	144	-	2	146
Total past due	161	162	659	30	4	1,016
Current	96,408	21,043	35,305	53,581	4,745	211,082
Total loans	$ 96,569	$ 21,205	$ 35,964	$ 53,611	$ 4,749	$ 212,098
Nonaccrual loans	$ 126	$ -	$ 84	$ -	$ 4	$ 214
Loans past due 90 days and still accruing	-	-	79	-	-	79
	$ 126	$ -	$ 163	$ -	$ 4	$ 293

A loan is considered impaired, in accordance with the impairment accounting guidance (ASC 310-10-35-16), when based on current information and events, probable the Company will be unable to collect all amounts due from the borrower in accordance with the contractual terms of the loan. Impaired loans inclu nonperforming commercial loans but also include loans modified in troubled debt restructurings where concessions have been granted to borrowers experien financial difficulties. These concessions could include a reduction in the interest rate on the loan, payment extensions, forgiveness of principal, forbearance other actions intended to maximize collection.

The following table presents impaired loans and specific valuation allowance based on class level at June 30, 2013:

	Agricultural	Real Estate Commercial and Multi-Family	Real Estate One- to Four-Family Residential	Agricultural and Commercial	Consumer	Total
		(Unaudited, In Thousands)				
Impaired loans with an allowance for loan losses	$ -	$ 154	$ 24	$ -	$ -	$ 178
Impaired loans with no allowance for loan losses	-	-	-	-	-	-
Total impaired loans	$ -	$ 154	$ 24	$ -	$ -	$ 178
Unpaid principal balance of impaired loans	$ -	$ 154	$ 24	$ -	$ -	$ 178
Allowance for loan losses on impaired loans	-	154	6	-	-	160

The following table presents average impaired loans based on class level for the three and six months ended June 30, 2013 and 2012:

	Agricultural	Real Estate: Commercial and Multi-Family	Real Estate: One- to Four-Family Residential	Agricultural and Commercial	Consumer	Total
			(Unaudited, In Thousands)			
Average recorded investment in impaired loans for the three months ended June 30, 2013	$ -	$ 2	$ 24	$ -	$ -	$ 26
Average recorded investment in impaired loans for the three months ended June 30, 2012	-	-	34	-	-	34
Average recorded investment in impaired loans for the six months ended June 30, 2013	$ -	$ 1	$ 35	$ -	$ -	$ 36
Average recorded investment in impaired loans for the six months ended June 30, 2012	-	-	35	-	-	35

The following table presents impaired loans and specific valuation allowance based on class level at December 31, 2012:

	Agricultural	Real Estate: Commercial and Multi-Family	Real Estate: One- to Four-Family Residential	Agricultural and Commercial	Consumer	Total
			(In Thousands)			
Impaired loans with an allowance for loan losses	$ -	$ -	$ 82	$ -	$ -	$ 82
Impaired loans with no allowance for loan losses	-	-	-	-	-	-
Total impaired loans	$ -	$ -	$ 82	$ -	$ -	$ 82
Unpaid principal balance of impaired loans	$ -	$ -	$ 82	$ -	$ -	$ 82
Allowance for loan losses on impaired loans	-	-	45	-	-	45
Average recorded investment in impaired loans	-	-	49	-	-	49

Interest income of $1, $1, $3 and $3 was recognized on impaired loans for the three and six months ended June 30, 2013 (unaudited) and for the three and six months ended June 30, 2012 (unaudited), respectively.

During the three and six months ended June 30, 2013 and 2012 (unaudited), there were no new restructurings classified as troubled debt restructurings. At June 30, 2013 and 2012 (unaudited), there were no such loans restructured within the last twelve months that were in default.

Note 6: Disclosures About Fair Value of Assets and Liabilities

ASC Topic 820, *Fair Value Measurements*, defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Topic 820 also specifies a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

Level 1 Quoted prices in active markets for identical assets or liabilities

Level 2 Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Recurring Measurements

The following is a description of the valuation methodologies and inputs used for instruments measured at fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy.

Available-for-Sale Securities

Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics or discounted cash flows. The fair value measurements consider observable data that may include dealer quotes, market spreads, cash flows, the U.S. Treasury yield curve, live trading levels, trade execution data, market consensus prepayment speeds, credit information and the security's terms and conditions. Additionally, matrix pricing is used for certain investment securities and is a mathematical technique widely used in the banking industry to value investment securities without relying exclusively on quoted prices for specific investment securities but rather relying on the investment securities' relationship to other benchmark quoted investment securities. Level 1 securities include U. S. Treasuries. Level 2 securities include federal agencies. In certain cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy.

The following tables present the fair value measurements of assets measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at June 30, 2013 and December 31, 2012:

Assets	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	June 30, 2013 Fair Value Measurements Using			
	(Unaudited, In Thousands)			
Available for sale:				
U.S. Treasuries	$ 500	$ 500	$ -	$ -
Federal agencies	9,592	-	9,592	-
	$ 10,092	$ 500	$ 9,592	$ -

Assets	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	December 31, 2012 Fair Value Measurements Using			
	(In Thousands)			
Available for sale:				
U.S. Treasuries	$ 500	$ 500	$ -	$ -
Federal agencies	8,482	-	8,482	-
	$ 8,982	$ 500	$ 8,482	$ -

The following is a description of the valuation methodologies used for instruments measured at fair value on a nonrecurring basis, as well as the general classification of such instruments pursuant to the valuation hierarchy.

Impaired Loans (Collateral Dependent)

Loans for which it is probable that the Company will not collect all principal and interest due according to contractual terms, are measured for impairment. Allowable methods for determining the amount of impairment include estimating fair value using the fair value of the collateral for collateral-dependent loans.

The fair values of collateral dependent impaired loans are based on independent appraisals of the collateral. If the impaired loan is identified as collateral dependent, then the fair value method of measuring the amount of impairment is utilized. This method requires a current independent appraisal of the collateral and applying a discount factor to the value. After determining the collateral value as described, the fair value is calculated based on the determined collateral value less selling expenses.

Impaired loans that are collateral dependent are classified within Level 3 of the fair value hierarchy when impairment is determined using the fair value method.

The following tables present the fair value measurements of assets and liabilities measured at fair value on a nonrecurring basis and the level within the fair value hierarchy in which the fair value measurements fall:

		Fair Value Measurements Using		
Assets	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
		(In Thousands)		
June 30, 2013 (Unaudited)				
Impaired loans	$ 18	$ -	$ -	$ 18
December 31, 2012				
Impaired loans	$ 37	$ -	$ -	$ 37

Unobservable (Level 3) Inputs

The following table presents quantitative information about unobservable inputs used in recurring and nonrecurring Level 3 fair value measurements other than goodwill.

	Fair Value	Valuation Technique	Unobservable Inputs	Weighted Average
	(In Thousands)			
At June 30, 2013: (Unaudited)				
Collateral-dependent impaired loans	$ 18	Market comparable properties	Marketability discount	10%
At December 31, 2012:				
Collateral-dependent impaired loans	$ 37	Market comparable properties	Marketability discount	10%

The following methods were used to estimate the fair value of all other financial instruments recognized in the accompanying balance sheets at amounts other than fair value.

Cash and Cash Equivalents, Certificates of Deposit, Federal Home Loan Bank Stock, Accrued Interest Receivable and Accrued Interest Payable

The carrying amount approximates fair value.

Held-to-Maturity Securities

Fair value is based on quoted market prices, if available. If a quoted market price is not available, fair value is estimated using quoted market prices for similar securities.

Loans and Loans Held for Sale

The fair value of loans is estimated by discounting the future cash flows using the market rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities. Loans with similar characteristics were aggregated for purposes of the calculations. The carrying amount of accrued interest approximates its fair value.

Deposits

Deposits include checking and money market savings accounts. The carrying amount of these deposits approximates fair value. The fair value of fixed-maturity time deposits (certificates and other time deposits) is estimated using a discounted cash flow calculation that applies the rates currently offered for deposits of similar remaining maturities.

Borrowings

Rates currently available to the Company for debt with similar terms and remaining maturities are used to estimate the fair value of existing debt. Fair value of long-term debt is based on quoted market prices or dealer quotes for the identical liability when traded as an asset in an active market. If a quoted market price is not available, an expected present value technique is used to estimate fair value.

The following table presents estimated fair values of the Company's financial instruments at June 30, 2013:

		Fair Value Measurements Using		
	Carrying Amount	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
		(Unaudited, In Thousands)		
Financial assets:				
Cash and cash equivalents	$ 24,862	$ 24,862	$ -	$ -
Certificates of deposit	1,500	1,500	-	-
Held to maturity investment securities	30,584	-	29,768	-
Loans held for sale	707	-	707	-
Loans, net	196,738	-	-	202,943
Stock in Federal Home Loan Bank of Topeka	2,099	-	2,099	-
Accrued interest receivable	2,882	-	2,882	-
Financial liabilities:				
Deposits	206,972	179,757	-	27,364
Borrowings	6,300	-	6,625	-
Accrued interest payable	94	-	94	-

The following table presents estimated fair values of the Company's financial instruments at December 31, 2012:

		Fair Value Measurements Using		
	Carrying Amount	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
		(In Thousands)		
Financial assets:				
Cash and cash equivalents	$ 7,918	$ 7,918	$ -	$ -
Certificates of deposit	1,500	1,500	-	-
Held to maturity investment securities	25,026	-	25,630	-
Loans held for sale	159	-	159	-
Loans, net	207,157	-	-	220,196
Stock in Federal Home Loan Bank of Topeka	2,076	-	2,076	-
Accrued interest receivable	3,845	-	3,845	-
Financial liabilities:				
Deposits	195,187	166,912	-	28,497
Borrowings	6,300	-	6,617	-
Accrued interest payable	106	-	106	-

Note 7: Recent Accounting Pronouncements

The Company is an emerging growth company and as such will be subject to the effective dates noted for the private companies if they differ from the effective dates noted for public companies.

FASB ASU 2013-02, *Comprehensive Income (Topic 220): Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income*

In February 2013, the FASB issued ASU 2013-02 to improve the transparency of reporting reclassifications out of accumulated other comprehensive income.

Other comprehensive income includes gains and losses that are initially excluded from net income for an accounting period. Those gains and losses are later reclassified out of accumulated other comprehensive income into net income.

The amendments in the Update do not change the current requirements for reporting net income or other comprehensive income in financial statements. All of the information that this Update requires already is required to be disclosed elsewhere in the financial statements under U.S. Generally Accepted Accounting Principles (U.S. GAAP).

The new amendments will require an organization to:

Present (either on the face of the statement where net income is presented or in the notes) the effects on the line items of net income of significant amounts reclassified out of accumulated other comprehensive income–but only if the item reclassified is required under U.S. GAAP to be reclassified to net income in its entirety in the same reporting period.

Cross-reference to other disclosures currently required under U.S. GAAP for other reclassification items (that are not required under U.S. GAAP) to be reclassified directly to net income in their entirety in the same reporting period. This would be the case when a portion of the amount reclassified out of accumulated other comprehensive income is initially transferred to a balance sheet account (e.g., inventory for pension-related amounts) instead of directly to income or expense.

The amendments apply to all public and private companies that report items of other comprehensive income. Public companies are required to comply with these amendments for all reporting periods (interim and annual). A private company is required to meet the reporting requirements of the amended paragraphs about the roll forward of accumulated other comprehensive income for both interim and annual reporting periods. However, private companies are only required to provide the information about the impact of reclassifications on line items of net income for annual reporting periods, not for interim reporting periods.

The amendments are effective for reporting periods beginning after December 15, 2012, for public companies and are effective for reporting periods beginning after December 15, 2013 for private companies. The Company will adopt the provisions of the ASU by the date required, and does not anticipate the ASU will have a material effect on its financial position or results of operations.

FASB ASU 2013-01, *Balance Sheet (Topic 210): Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities*

In January 2013, the FASB issued ASU 2013-01, Balance Sheet (Topic 210): *Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities*. The Update clarifies the scope of transactions that are subject to the disclosures about offsetting.

The Update clarifies that ordinary trade receivables and receivables are not in the scope of Accounting Standards Update No. 2011-11, Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities. Specifically, Update 2011-11 applies only to derivatives, repurchase agreements and reverse purchase agreements, and securities borrowing and securities lending transactions that are either offset in accordance with specific criteria contained in FASB Accounting Standards Codification or subject to a master netting arrangement or similar agreement.

Issued in December 2011, Update 2011-11 was the result of a joint project with the International Accounting Standards Board. Its objective was to improve transparency and comparability between U.S. GAAP and International Financial Reporting Standards by requiring enhanced disclosures about financial instruments and derivative instruments that are either (1) offset on the statement of financial position or (2) subject to an enforceable master netting arrangement or similar agreement.

The Board undertook this clarification project in response to concerns expressed by U.S. stakeholders about the standard's broad definition of financial instruments After the standard was finalized, companies realized that many contracts have standard commercial provisions that would equate to a master netting arrangement, significantly increasing the cost of compliance at minimal value to financial statement users. The amendments are effective for fiscal year beginning on or after January 1, 2013, and interim periods within those annual periods. Required disclosures should be provided retrospectively for all comparative periods presented. The adoption of this ASU did not have a material effect on the Company's financial position or results of operations.

FASB ASU 2012-04, *Technical Corrections and Improvements*

In October 2012, the FASB issued ASU 2012-04, *Technical Corrections and Improvements*. The amendments in this ASU make technical corrections, clarifications and limited-scope improvements to various Topics throughout the Codification.

This ASU is effective for public entities for fiscal periods beginning after December 15, 2012. For nonpublic entities, the amendments will be effective for fiscal periods beginning after December 15, 2013. The Company does not anticipate the ASU will have a material effect on its financial position or results of operations.

FASB ASU 2011-11, *Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities*

The eligibility criteria for offsetting are different in international financial reporting standards (IFRS) and U.S. generally accepted accounting principles (GAAP). Offsetting, otherwise known as netting, is the presentation of assets and liabilities as a single net amount in the statement of financial position (balance sheet). Unlike IFRS, U.S. GAAP allows companies the option to present net in their balance sheets derivatives that are subject to a legally enforceable netting arrangement with the same party where rights of set-off are only available in the event of default or bankruptcy.

To address these differences between IFRS and U.S. GAAP, in January 2011 the FASB and the IASB (the Boards) issued an exposure draft that proposed new criteria for netting, which were narrower than the current conditions in U.S. GAAP. Nevertheless, in response to feedback from their respective stakeholders, the Boards decided to retain their existing offsetting models. Instead, the Boards have issued common disclosure requirements related to offsetting arrangements to allow investors to better compare financial statements prepared in accordance with IFRS or U.S. GAAP.

The amendments to the FASB Accounting Standards Codification in this ASU require an entity to disclose information about offsetting and related arrangements to enable users of its financial statements to understand the effect of those arrangements on its financial position. Coinciding with the release of ASU No. 2011-11, the IASB has issued Disclosures—Offsetting Financial Assets and Financial Liabilities (Amendments to IFRS 7). This amendment requires disclosures about the offsetting of financial assets and financial liabilities common to those in ASU No. 2011-11.

An entity is required to apply the amendments for annual reporting periods beginning on or after January 1, 2013, and interim periods within those annual periods. The adoption of this ASU did not have a material effect on the Company's financial position or results of operations.

FASB ASU 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*

The amendments included in this ASU change the wording used to describe many of the requirements in U.S. GAAP for measuring fair value and for disclosing information about fair value measurements. The application of fair value measurements are not changed as a result of this amendment. Some of the amendments provide clarification of existing fair value measurements requirements while other amendments change a particular principal or requirement for measuring fair value or disclosing information about fair value measurements. The amendments in this ASU are effective for annual periods beginning after December 31, 2012. The Company does not anticipate the ASU will have a material effect on its financial position or results of operations.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

General

Management's discussion and analysis of the financial condition and results of operations at and for three and six months ended June 30, 2013 and 2012 is intended to assist in understanding the financial condition and results of operations of the Company on a consolidated basis. The information contained in this section should be read in conjunction with the unaudited financial statements and the notes thereto, appearing in Part I, Item 1 of this quarterly report on Form 10-Q.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This quarterly report contains forward-looking statements, which can be identified by the use of words such as "estimate," "project," "believe," "intend," "anticipate," "plan," "seek," "expect," "will," "may" and words of similar meaning. These forward-looking statements include, but are not limited to:

- statements of our goals, intentions and expectations;
- statements regarding our business plans, prospects, growth and operating strategies;
- statements regarding the asset quality of our loan and investment portfolios; and
- estimates of our risks and future costs and benefits.

These forward-looking statements are based on our current beliefs and expectations and are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control. In addition, these forward-looking statements are subject to assumptions with respect to future business strategies and decisions that are subject to change. We are under no duty to and do not take any obligation to update any forward-looking statements after the date of this quarterly report.

The following factors, among others, could cause actual results to differ materially from the anticipated results or other expectations expressed in the forward-looking statements:

- general economic conditions, either nationally or in our market areas, that are worse than expected;
- changes in government policy towards farming subsidies, and especially towards the production of ethanol which is highly dependent upon #2 Yellow Corn, the primary commodity produced in our market area;
- competition among depository and other financial institutions;
- our success in continuing to emphasize agricultural real estate and agricultural and commercial non-real estate loans;

- changes in the interest rate environment that reduce our margins or reduce the fair value of our financial instruments;
- adverse changes in the securities markets;
- changes in laws or government regulations or policies affecting financial institutions, including changes in deposit insurance premiums, regulatory fees and capital requirements, which increase our compliance costs;
- our ability to enter new markets successfully and capitalize on growth opportunities;
- changes in consumer spending, borrowing and savings habits;
- changes in accounting policies and practices, as may be adopted by the bank regulatory agencies, the Financial Accounting Standards Board, the Securities and Exchange Commission and the Public Company Accounting Oversight Board;
- changes in our organization, compensation and benefit plans;
- loan delinquencies and changes in the underlying cash flows of our borrowers;
- changes in our financial condition or results of operations that reduce capital available to pay dividends; and
- changes in the financial condition or future prospects of issuers of securities that we own.

Critical Accounting Policies

There are no material changes to the critical accounting policies disclosed in Madison County Financial, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2012, as filed with the Securities and Exchange Commission on March 28, 2013.

Comparison of Financial Condition at June 30, 2013 and December 31, 2012

Total assets increased $12.7 million, or 4.8%, to $280.0 million at June 30, 2013 from $267.3 million at December 31, 2012. The increase was due primarily to increases in cash and cash equivalents, investment securities classified as available for sale, and investment securities classified as held to maturity, offset in part by a decrease in net loans and interest receivable. The decrease in net loans and the increase in cash and cash equivalents resulted primarily from normal seasonal pay-downs and normal annual loan payments on agricultural real estate loans. Investment securities increased as we used funds received from loan pay-downs to purchase these securities.

Net loans decreased $10.4 million, or 5.0%, to $196.7 million at June 30, 2013, from $207.2 million at December 31, 2012, as we experienced a decrease in all loan categories. Agricultural and commercial non-real estate loans decreased $8.2 million, or 15.3%, to $45.4 million at June 30, 2013, from $53.6 million at December 31, 2012, along with a slight decrease of $492,000, or 0.5%, in agricultural real estate loans, to $96.1 million at June 30, 2013, from $96.6 million at December 31, 2012, which resulted from seasonal loan paydowns relating primarily to the cash flow cycle of our farming customers. One- to four-family residential mortgages decreased $585,000, or 1.6%, to $35.4 million at June 30, 2013, from $36.0 million at December 31, 2012, due primarily to the refinancing and sale of these loans and our decision not to actively compete for these loans in the current interest rate environment. Commercial and multi-family mortgage loans decreased $332,000, or 1.6%, to $20.9 million at June 30, 2013, from $21.2 million at December 31, 2012, and consumer loans decreased $329,000, or 6.9%, to $4.4 million at June 30, 2013, from $4.7 million at December 31, 2012.

Investment securities classified as available for sale increased $1.1 million, or 12.4%, to $10.1 million at June 30, 2013, from $9.0 million at December 31, 2012 and investment securities classified as held to maturity increased $5.6 million, or 22.2%, to $30.6 million at June 30, 2013, from $25.0 million at December 31, 2012, as we used funds received from loan pay-downs and the additional capital raised in the public stock offering which closed October 3, 2012, to purchase these securities.

Accrued interest receivable on loans decreased $1.0 million, or 25.0%, to $2.9 million at June 30, 2013, from $3.8 million at December 31, 2012, due to the decrease in net loans at June 30, 2013 as compared to December 31, 2012, the timing of interest payments due on our loans, and the decrease in the average yield on loans to 5.09% at June 30, 2013, from 5.63% at December 31, 2012.

Deposits increased $11.8 million, or 6.0%, to $207.0 million at June 30, 2013, from $195.2 million at December 31, 2012, due primarily to a net increase in core deposits. Interest-bearing checking and money market savings accounts increased $8.3 million, or 7.6%, and $4.6 million, or 11.3%, respectively, at June 30, 2013, from December 31, 2012, offset by a slight decrease in noninterest-bearing checking of $94,000, or 0.5%, at June 30, 2013, from December 31, 2012. We believe the net increase in our core deposits resulted from our continued efforts to build relationships with our existing customers as well as our marketing efforts with new customers. Certificates and time deposits decreased $1.1 million, or 3.7%, to $27.2 million at June 30, 2013, from $28.3 million at December 31, 2012, reflecting customer preference for more liquid transaction accounts rather than longer term deposits in the current low interest rate environment.

We borrow periodically from the Federal Home Loan Bank of Topeka (“FHLB-Topeka”) and the Federal Reserve Bank of Kansas City (“FRB-Kansas City”), and as needed, to a lesser extent from the Bankers’ Bank of the West. Although we expect advances from the FHLB-Topeka and short-term borrowings from FRB-Kansas City to remain an integral part of our funding strategy, our borrowings from the FHLB-Topeka and FRB-Kansas City remained at $6.3 million at June 30, 2013 from $6.3 million at December 31, 2012. We continue to utilize borrowings as an alternative funding source, and our borrowings from the FHLB-Topeka generally consist of advances with laddered terms of up to 10 years and our borrowings from the FRB-Kansas City are short-term borrowings under our Line of Credit.

Total stockholders’ equity increased $541,000, or 0.9%, to $62.6 million at June 30, 2013, from $62.1 million at December 31, 2012. The increase resulted primarily from net income of $1.5 million during the six months ended June 30, 2013, offset by an annual cash dividend of $0.28 per share, for an aggregate of $826,000, that was declared and paid during the period. In addition, accumulated other comprehensive income declined by $210,000.

Comparison of Operating Results for the Three Months Ended June 30, 2013 and 2012

General. Net income decreased $170,000, or 18.7%, to $740,000 for the three months ended June 30, 2013, from $910,000 for the three months ended June 30, 2012. The decrease reflected an increase in our provision for loan losses and an increase in other expense, offset in part by an increase in net interest income, an increase in other income and a decrease in income tax expense during the 2013 quarter.

Interest and Dividend Income. Interest and dividend income increased $44,000, or 1.6%, to $2.8 million for the quarter ended June 30, 2013 from $2.8 million for the quarter ended June 30, 2012. The increase reflected an increase in average interest-earning assets to $270.6 million for the 2013 quarter compared to $221.9 million for the 2012 quarter, offset by a decrease in the average yield on interest-earning assets to 4.19% for the 2013 quarter from 5.04% for the 2012 quarter, as the 2013 quarter included a higher percentage of assets held in cash and cash equivalents as a result of our public stock offering which closed October 3, 2012.

Interest income and fees on loans decreased $6,000, or 0.2%, to $2.5 million for the three months ended June 30, 2013, from $2.5 million for the three months ended June 30, 2012, due to a decrease in the average yield on loans to 5.05% during the 2013 quarter from 5.50% during the 2012 quarter, reflecting lower market interest rates, offset by an increase in average loans outstanding quarter to quarter. Interest income on taxable investment securities decreased $5,000, or 5.6%, to $85,000 for the 2013 quarter from $90,000 for the 2012 quarter. Interest income on non-taxable investment securities increased $42,000, or 25.1%, to $209,000 for the quarter ended June 30, 2013 from $167,000 for the quarter ended June 30, 2012, reflecting an increase in the average balance of such securities to $25.7 million during the 2013 quarter from $16.9 million during the 2012 quarter. This increase was offset in part by a decrease in the average yield on such securities to 3.27% from 3.97%, quarter to quarter, reflecting lower market interest rates.

Interest Expense. Interest expense decreased $39,000, or 8.4%, to $427,000 for the three months ended June 30, 2013 from $466,000 for the three months ended June 30, 2012. The decrease reflected a decrease in the average rate paid on interest-bearing liabilities in the 2013 quarter to 0.86% compared to 1.02% during the 2012 quarter, offset in part by an increase in the average balance of interest-bearing liabilities to $198.6 million for the 2013 quarter from $183.8 million for the 2012 quarter.

Interest expense on interest-bearing deposits decreased $37,000, or 9.0%, to $373,000 for the quarter ended June 30, 2013 from $410,000 for the quarter ended June 30, 2012, as the average rate paid on these deposits decreased to 0.78% during the 2013 quarter from 0.93% during the 2012 quarter, offset in part by a $15.2 million increase in the average balance of these deposits to $192.3 million during the 2013 quarter from $177.2 million during the 2012 quarter. Interest expense on borrowings decreased $2,000, or 3.6%, to $54,000 during the three months ended June 30, 2013, from $56,000 during the three months ended June 30, 2012, reflecting a decrease in the average balance of borrowings to $6.3 million for the 2013 quarter from $6.6 million for the 2012 quarter, offset in part by a slightly higher rate paid on borrowings to 3.45% from 3.41% quarter to quarter, reflecting a larger percentage of long-term borrowings during the 2013 quarter as compared to the 2012 quarter.

Net Interest Income. Net interest income increased $83,000, or 3.6%, to $2.4 million for the three months ended June 30, 2013, from $2.3 million for the three months ended June 30, 2012, reflecting a $33.9 million increase in our average net interest-earning assets, to $72.0 million for 2013 from $38.1 million for 2012, offset by a decrease in our net interest rate spread to 3.33% for the 2013 quarter from 4.02% for the 2012 quarter, and a decrease in our net interest margin to 3.56% for the 2013 quarter from 4.19% for the 2012 quarter, as the 2013 quarter included a higher percentage of assets held in cash and cash equivalents as a result of our public stock offering which was closed October 3, 2012. The increase in our average net interest-earning assets resulted primarily from the additional capital raised in the conversion stock offering and earnings which were reinvested in investment securities and other interest-earning assets. The ratio of our average interest-earning assets to average interest-bearing liabilities increased to 136.2% for the 2013 quarter from 120.8% for the 2012 quarter. The decreases in our net interest rate spread and net interest margin reflected the 0.85% decrease in the average yield on our interest-earning assets which was partially offset by a 16 basis point decrease in the average cost of our interest-bearing liabilities.

Provision for Loan Losses. We recorded a provision for loan losses of $255,000 for the three months ended June 30, 2013, an increase of $180,000, or 240.0%, from our provision of $75,000 for the three months ended June 30, 2012. Our determination to increase our provision resulted in part from management's consideration of the continuing increases in the cost of agricultural real estate in our market area as well as the increases in the costs of crop production. Furthermore, effective December 31, 2011, the federal government allowed a major ethanol subsidy to expire which could adversely impact the price of corn and thus, adversely impact our agricultural borrowers and the risks associated with these types of loans.

The provision for loan losses for the three months ended June 30, 2013 reflected charge-offs of $20,000 and no recoveries. The allowance for loan losses was $5.4 million, or 2.7% of total loans, including loans held for sale, compared to $4.3 million, or 2.3% of total loans, including loans held for sale, at June 30, 2012. Total nonperforming loans were $452,000 at June 30, 2013 compared to $380,000 at June 30, 2012. As a percentage of nonperforming loans, the allowance for loan losses was 1,202% at June 30, 2013 compared to 1,131% at June 30, 2012.

Other Income. Other income increased $8,000, or 1.8%, to $447,000 for the three months ended June 30, 2013, from $439,000 for the three months ended June 30, 2012. The increase was due primarily to an increase in service charges on deposit accounts and an increase in loan servicing income offset by a decrease in gains on sales of loans, quarter to quarter. The increase in loan servicing income reflects the continuing refinancing activity and the steady growth in the portfolio of serviced loans. The decline in gains on sales of loans resulted from a decline in the volume of loans sold, quarter to quarter.

Other Expense. Other expense increased $172,000, or 12.2%, to $1.6 million for the three months ended June 30, 2013, from $1.4 million for the three months ended June 30, 2012, due primarily to a $155,000 increase in salaries and employee benefits expense. Salaries and employees benefits increased due to a $48,000 increase in ESOP-related expenses, and other normal annual salary increases and payouts under our benefit plans.

Income Tax Expense. The provision for income taxes was $269,000 for the three months ended June 30, 2013, compared to $360,000 for the three months ended June 30, 2012, reflecting a decrease in pretax income. Our effective tax rate was 26.7% for the quarter ended June 30, 2013 compared to 28.4% for the quarter ended June 30, 2012. This difference resulted primarily from the levels of tax-exempt income derived from our municipal bond investment portfolio and from bank-owned life insurance.

Comparison of Operating Results for the Six Months Ended June 30, 2013 and 2012

General. Net income decreased $547,000, or 26.8%, to $1.5 million for the six months ended June 30, 2013, from $2.0 million for the six months ended June 30, 2012. The decrease reflected a decrease in net interest income, an increase in our provision for loan losses and an increase in other expense, offset in part by a slight increase in other income and a decrease in income tax expense during the 2013 period.

Interest and Dividend Income. Interest and dividend income decreased $181,000, or 3.1%, to $5.7 million for the six months ended June 30, 2013 from $5.9 million for the six months ended June 30, 2012. The decrease resulted from a decrease in the average yield on interest-earning assets to 4.26% for the 2013 period from 5.40% for the 2012 period, offset by an increase in average interest-earning assets to $269.3 million for the 2013 period compared to $218.9 million for the 2012 period. The decrease in the average yield on interest-earning assets for the 2013 period resulted from a higher percentage of assets held in cash and cash equivalents as a result of our public stock offering which was closed October 3, 2012.

Interest income and fees on loans decreased $299,000, or 5.6%, to $5.1 million for the six months ended June 30, 2013, from $5.4 million for the six months ended June 30, 2012, due to a decrease in the average yield on loans to 5.09% during the 2013 period from 5.92% during the 2012 period, reflecting lower market interest rates, offset by an increase in average loans outstanding period to period. Interest income on taxable investment securities decreased $6,000 to $168,000 for the 2013 period from $174,000 for the 2012 period, offset in part by an increase in the average yield on such securities to 2.76% from 2.61%, period to period. Interest income on non-taxable investment securities increased $101,000, or 33.1%, to $406,000 for the six months ended June 30, 2013, from $305,000 for the six months ended June 30, 2012, reflecting an increase in the average balance of such securities to $24.2 million during the 2013 period from $15.2 million during the 2012 period. This increase was offset in part by a decrease in the average yield on such securities to 3.37% from 4.04%, period to period, reflecting lower market interest rates.

Interest Expense. Interest expense decreased $60,000, or 6.5%, to $864,000 for the six months ended June 30, 2013 from $924,000 for the six months ended June 30, 2012. The decrease reflected a decrease in the average rate paid on total interest-bearing liabilities for the six months ended June 30, 2013, to 0.88% compared to 1.02% for the six months ended June 30, 2012, offset by an increase of $16.5 million in the average balance of these interest-bearing liabilities to $198.2 million for the 2013 period from $181.7 million for the 2012 period.

Interest expense on interest-bearing deposits decreased $55,000, or 6.8%, to $756,000 for the six months ended June 30, 2013 from $811,000 for the six months ended June 30, 2012, as the average rate paid on these deposits decreased to 0.79% during the 2013 period from 0.94% during the 2012 period, offset in part by an increase of $17.8 million in the average balance of these deposits to $191.9 million from $174.1 million, period to period. Interest expense on borrowings decreased $5,000, or 4.4%, to $108,000 during the six months ended June 30, 2013, from $113,000 for the six months ended June 30, 2012, reflecting a decrease in the average balance of borrowings to $6.3 million for the 2013 period from $7.6 million for the 2012 period, offset in part by a higher rate paid on such borrowings to 3.45% from 3.00%, period to period, reflecting a larger percentage of long-term borrowings during the six months ended June 30, 2013 as compared to the six months ended June 30, 2012.

Net Interest Income. Net interest income decreased $121,000, or 2.4%, to $4.8 million for the six months ended June 30, 2013, from $5.0 million for the six months ended June 30, 2012, reflecting a decrease in our net interest rate spread to 3.38% for the 2013 period from 4.38% for the 2012 period, as the 2013 period included a higher percentage of assets held in cash and cash equivalents as a result of our public stock offering which was closed October 3, 2012, and a decrease in the net interest margin to 3.61% for the 2013 period from 4.55% for the 2012 period, offset by an increase in our average net interest-earning assets to $71.1 million for the 2013 period from $37.2 million for the 2012 period. The increase in our average net interest-earning assets resulted primarily from the additional capital raised in the conversion stock offering and earnings which were reinvested in loans, investment securities and other interest-earning assets. The decreases in our net interest rate spread and net interest margin reflected the 1.14% decrease in the average yield on our interest-earning assets, offset in part by a 14 basis point decrease in the average cost of our interest-bearing liabilities. The ratio of our average interest-earning assets to average interest-bearing liabilities increased to 135.9% for the 2013 period from 120.5% for the 2012 period.

Provision for Loan Losses. We recorded a provision for loan losses of $510,000 for the six months ended June 30, 2013, an increase of $325,000, or 175.7%, from our provision of $185,000 for the six months ended June 30, 2012. Our determination to increase our provision resulted in part from management's consideration of the continuing increases in the cost of agricultural real estate in our market area as well as the increases in the costs of crop production. Furthermore, effective December 31, 2011, the federal government allowed a major ethanol subsidy to expire which could adversely impact the price of corn and thus, adversely impact our agricultural borrowers and the risks associated with these types of loans.

The provision for loan losses for the six months ended June 30, 2013 reflected charge-offs of $20,000 and no recoveries. The allowance for loan losses was $5.4 million, or 2.7% of total loans, including loans held for sale, at June 30, 2013, compared to $4.3 million, or 2.3% of total loans, including loans held for sale, at June 30, 2012. Total nonperforming loans were $452,000 at June 30, 2013 compared to $380,000 at June 30, 2012. As a percentage of nonperforming loans, the allowance for loan losses was 1,202% at June 30, 2013 compared to 1,131% at June 30, 2012.

Other Income. Other income increased slightly by $1,000, or 0.1%, to $905,000 for the six months ended June 30, 2013, from $904,000 for the six months ended June 30, 2012. The increase was due primarily to an increase in service charges on deposit accounts and an increase in loan servicing income offset by a decrease in gains on sales of loans. The increase in loan servicing income reflects the continuing refinancing activity and the steady growth in the portfolio of serviced loans. The decline in gains on sales of loans resulted from stronger market competition and a compression in the pricing offered by the purchasers of sold loans, offset by a slight increase in the volume of loans sold.

Other Expense. Other expense increased $393,000, or 14.1%, to $3.2 million for the six months ended June 30, 2013, from $2.8 million for the six months ended June 30, 2012, due primarily to a $233,000 increase in salaries and employee benefits expense and a $120,000 increase in professional fees. Salaries and employees benefits increased due to an $89,000 increase in ESOP-related expenses, and other normal annual salary increases and payouts under our benefit plans. Professional fees increased as a result of additional public company-required costs and the timing of such services, period to period.

Income Tax Expense. The provision for income taxes was $555,000 for the six months ended June 30, 2013, compared to $846,000 for the six months ended June 30, 2012, reflecting a decrease in pretax income. Our effective tax rate was 27.1% for the six months ended June 30, 2013 compared to 29.3% for the six months ended June 30, 2012. This difference resulted primarily from the levels of tax-exempt income derived from our municipal bond investment portfolio and from bank-owned life insurance.

Liquidity and Capital Resources

Our primary sources of funds are deposits, principal and interest payments on loans and securities, proceeds from sale of loans, proceeds from maturities and calls of securities, advances from the Federal Home Loan Bank-Topeka and borrowings from the Federal Reserve Bank of Kansas City, and to a lesser extent from the Bankers' Bank of the West, and other income including income from our insurance agency subsidiary. While maturities and scheduled amortization of loans and securities are predictable sources of funds, deposit flows and mortgage prepayments are greatly influenced by market interest rates, economic conditions, and competition. Our most liquid assets are cash and short-term investments including interest-bearing demand deposits. The levels of these assets are dependent on our operating, financing, lending, and investing activities during any given period. Additionally, we historically have experienced significant increases in our deposits during the first and second calendar quarters of each year as a result of our farm customers depositing proceeds from the sale of agricultural commodities during this period. Similarly, our borrowings have historically increased during the fourth calendar quarter of each year in response to increased loan demand from our farm customers during this period, many of whom purchase their crop production supplies (seed, fertilizer, fuel and chemicals) during October through December.

Our cash flows are comprised of three primary classifications: cash flows from operating activities, investing activities, and financing activities. Net cash provided by operating activities was $3.1 million and $4.1 million for the six months ended June 30, 2013 and 2012, respectively. Net cash provided by investing activities, which consists primarily of net change in loans receivable and net change in purchases of/proceeds from maturities of investment securities was $2.9 million and $1.7 million for the six months ended June 30, 2013 and 2012, respectively, principally due to a decrease in loans receivable and by purchases of investment securities in excess of maturities. Net cash provided by (used in) financing activities, which is comprised of net change in deposits and proceeds from and repayment of borrowings, was $11.0 million and $(7.4) million for the six months ended June 30, 2013 and 2012, respectively, and resulted primarily from the decline in short-term borrowings, and the declaration and payment of an annual cash dividend of $0.28 per share, offset by an increase in deposits.

At June 30, 2013, we exceeded all of our regulatory capital requirements with a Tier 1 (core) capital level of $47.8 million, or 18.3% of adjusted total assets, which is above the required level of $10.4 million, or 4.0%; and total risk-based capital of $51.0 million, or 19.5% of risk-weighted assets, which is above the required level of $20.9 million, or 8.0%. Accordingly Madison County Bank was categorized well capitalized at June 30, 2013. Management is not aware of any conditions or events since the most recent notification that would change our category.

In July 2013, the OCC and the other federal bank regulatory agencies issued a final rule that will revise their leverage and risk-based capital requirements and the method for calculating risk-weighted assets to make them consistent with agreements that were reached by the Basel Committee on Banking Supervision and certain provisions of the Dodd-Frank Act. Among other things, the rule establishes a new common equity Tier 1 minimum capital requirement (4.5% of risk-weighted assets), increases the minimum Tier 1 capital to risk-based assets requirement (from 4% to 6% of risk-weighted assets) and assigns a higher risk weight (150%) to exposures that are more than 90 days past due or are on nonaccrual status and to certain commercial real estate facilities that finance the acquisition, development or construction of real property. The final rule also requires unrealized gains and losses on certain "available-for-sale" securities holdings to be included for purposes of calculating regulatory capital requirements unless a one-time opt-in or opt-out is exercised. The rule limits a banking organization's capital distributions and certain discretionary bonus payments if the banking organization does not hold a "capital conservation buffer" consisting of 2.5% of common equity Tier 1 capital to risk-weighted assets in addition to the amount necessary to meet its minimum risk-based capital requirements.

The final rule becomes effective for the Bank on January 1, 2015. The capital conservation buffer requirement will be phased in beginning January 1, 2016 and ending January 1, 2019, when the full capital conservation buffer requirement will be effective. The final rule also implements consolidated capital requirements for savings and loan holding companies, such as the Company, effective January 1, 2015.

At June 30, 2013, we had outstanding commitments to originate loans of $22.7 million and lines of credit of $24.4 million. We anticipate that we will have sufficient funds available to meet our current loan origination commitments. Certificates of deposit that are scheduled to mature in less than one year from June 30, 2013 totaled $19.3 million. Management expects that a substantial portion of the maturing certificates of deposit will be renewed. However, if a substantial portion of these deposits is not retained, we may utilize FHLB-Topeka advances or FRB-Kansas City borrowings or raise interest rates on deposits to attract new accounts, which may result in higher levels of interest expense.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Not applicable, as the Registrant is a smaller reporting company.

Item 4. Controls and Procedures

An evaluation was performed under the supervision and with the participation of the Company's management, including the Chief Executive Officer and the Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) promulgated under the Securities and Exchange Act of 1934, as amended) as of June 30, 2013. Based on that evaluation, the Company's management, including the Chief Executive Officer and the Chief Financial Officer, concluded that the Company's disclosure controls and procedures were effective.

During the quarter ended June 30, 2013, there have been no changes in the Company's internal controls over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Part II – Other Information

Item 1. Legal Proceedings

We are subject to various legal actions arising in the normal course of business. In the opinion of management, the resolution of these legal actions is not expected to have a material adverse effect on the Bank's or the Registrant's financial condition or results of operations.

Item 1A. Risk Factors

Not applicable, as the Registrant is a smaller reporting company.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

(a) There were no sales of unregistered securities during the period covered by this Report.

(b) Not applicable.

(c) There were no issuer repurchases of securities during the period covered by this Report.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

32 Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

101.INS XBRL Instance Document

101.SCH XBRL Taxonomy Extension Schema Document

101.CAL XBRL Taxonomy Extension Calculation Linkbase Document

101.DEF XBRL Taxonomy Extension Definition Linkbase Document

101.LAB XBRL Taxonomy Extension Label Linkbase Document

101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Madison County Financial, Inc.

Date: August 13, 2013	/s/ David J. Warnemunde David J. Warnemunde President and Chief Executive Officer
Date: August 13, 2013	/s/ Brenda L. Borchers Brenda L. Borchers Chief Financial Officer

Exhibit 31.1

Certification of Chief Executive Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, David J. Warnemunde, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Madison County Financial, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the consolidated financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 13, 2013

/s/ David J. Warnemunde
David J. Warnemunde
President and Chief Executive Officer

Exhibit 31.2

Certification of Chief Financial Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Brenda L. Borchers, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Madison County Financial, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the consolidated financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 13, 2013

/s/ Brenda L. Borchers
Brenda L. Borchers
Chief Financial Officer

Exhibit 32

Certification of Chief Executive Officer and Chief Financial Officer
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

David J. Warnemunde, President and Chief Executive Officer of Madison County Financial, Inc., (the "Company") and Brenda L. Borchers, Chief Financial Officer of the Company, each certify in his and her capacity as an officer of the Company that he has reviewed the quarterly report on Form 10-Q for the quarter ended June 30, 2013 (the "Report") and that to the best of his knowledge:

1. the Report fully complies with the requirements of Sections 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 13, 2013

/s/ David J. Warnemunde
David J. Warnemunde
President and Chief Executive Officer

Date: August 13, 2013

/s/ Brenda L. Borchers
Brenda L. Borchers
Chief Financial Officer