

Limoneira CO  
Form 10-Q  
September 08, 2016

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-Q**

**(Mark One)**

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

**FOR THE QUARTERLY PERIOD ENDED July 31, 2016**

**OR**

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

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

**Commission File Number: 001-34755**



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Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

(Do not check if a 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 31, 2016, there were 14,178,226 shares outstanding of the registrant's common stock.

**LIMONEIRA COMPANY**

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**Cautionary Note on Forward-Looking Statements.**

*This Quarterly Report on Form 10-Q contains both historical and forward-looking statements. Forward-looking statements in this 10-Q are subject to a number of risks and uncertainties, some of which are beyond the Company's control. The potential risks and uncertainties that could cause our actual financial condition, results of operations and future performance to differ materially from those expressed or implied include:*

- *changes in laws, regulations, rules, quotas, tariff, and import laws;*

- *weather conditions, including freezes, rains and droughts that affect the production, transportation, storage, import and export of fresh produce;*

- *market responses to industry volume pressures;*

- *increased pressure from crop disease, insects and other pests;*

- *disruption of water supplies or changes in water allocations;*

- *product and raw materials supplies and pricing;*

- *energy supply and pricing;*

- *changes in interest and currency exchange rates;*

- *availability of financing for development activities;*

- *general economic conditions for residential and commercial real estate development;*

- *political changes and economic crisis;*

- *international conflict;*

*acts of terrorism;*

*labor disruptions, strikes, shortages or work stoppages;*

*loss of important intellectual property rights; and*

*other factors disclosed in our public filings with the Securities and Exchange Commission.*

*The Company's actual results, performance, prospects or opportunities could differ materially from those expressed in or implied by the forward-looking statements. Additional risks of which the Company is not currently aware or which the Company currently deems immaterial could also cause the Company's actual results to differ, including those discussed in the section entitled "Risk Factors" included elsewhere in this Quarterly Report on Form 10-Q and in our Annual Report on Form 10-K for the fiscal year ended October 31, 2015. Although we believe the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance, or achievements. You should not place undue reliance on these forward-looking statements, which apply only as of the date of this Quarterly Report on Form 10-Q. Except as required by law, we undertake no obligation to update these forward-looking statements, even if our situation changes in the future.*

*The terms the "Company," "Limoneira", "we," "our" and "us" as used throughout this Quarterly Report on Form 10-Q refer to Limoneira Company and its consolidated subsidiaries, unless otherwise indicated.*

PART I. FINANCIAL INFORMATION

## Item 1. Financial Statements

**Limoneira Company**

## Consolidated Balance Sheets (unaudited)

|   | <b>July 31,</b> | <b>October 31,</b> |
|---|-----------------|--------------------|
|   | <b>2016</b>     | <b>2015</b>        |
| Assets                                    |                 |                    |
| Current assets:                           |                 |                    |
| Cash                                      | \$96,000        | \$39,000           |
| Accounts receivable, net                  | 12,563,000      | 7,420,000          |
| Cultural costs                            | 2,769,000       | 3,916,000          |
| Prepaid expenses and other current assets | 2,657,000       | 2,387,000          |
| Total current assets                      | 18,085,000      | 13,762,000         |
| Property, plant and equipment, net        | 149,220,000     | 128,951,000        |
| Real estate development                   | 102,338,000     | 96,067,000         |
| Equity in investments                     | 4,253,000       | 3,047,000          |
| Investment in Calavo Growers, Inc.        | 19,734,000      | 18,508,000         |
| Other assets                              | 8,735,000       | 9,035,000          |
| Total Assets                              | \$302,365,000   | \$269,370,000      |
| Liabilities and stockholders' equity      |                 |                    |
| Current liabilities:                      |                 |                    |
| Accounts payable                          | \$4,561,000     | \$6,611,000        |
| Growers payable                           | 8,673,000       | 5,841,000          |
| Accrued liabilities                       | 9,622,000       | 5,864,000          |
| Fair value of derivative instrument       | 723,000         | 767,000            |
| Current portion of long-term debt         | 2,486,000       | 589,000            |
| Total current liabilities                 | 26,065,000      | 19,672,000         |
| Long-term liabilities:                    |                 |                    |
| Long-term debt, less current portion      | 87,100,000      | 89,079,000         |
| Deferred income taxes                     | 20,457,000      | 19,425,000         |
| Other long-term liabilities               | 4,979,000       | 7,641,000          |
| Sale-leaseback deferral (Note 8)          | 22,349,000      | -                  |
| Total liabilities                         | 160,950,000     | 135,817,000        |
| Commitments and contingencies             | -               | -                  |

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|  |                |                |
|--|----------------|----------------|
| Series B Convertible Preferred Stock – \$100.00 par value (30,000 shares authorized: 29,000 and 29,500 shares issued and outstanding at July 31, 2016 and October 31, 2015, respectively) (8.75% coupon rate)                  | 2,900,000      | 2,950,000      |
| Series B-2 Convertible Preferred Stock – \$100.00 par value (10,000 shares authorized: 9,300 shares issued and outstanding at July 31, 2016 and October 31, 2015) (4% dividend rate on liquidation value of \$1,000 per share) | 9,331,000      | 9,331,000      |
| Stockholders' equity:  |                |                |
| Series A Junior Participating Preferred Stock – \$.01 par value (20,000 shares authorized: zero issued or outstanding at July 31, 2016 and October 31, 2015)   | -              | -              |
| Common Stock – \$.01 par value (19,900,000 shares authorized: 14,178,226 and 14,135,080 shares issued and outstanding at July 31, 2016 and October 31, 2015, respectively)   | 142,000        | 141,000        |
| Additional paid-in capital   | 91,631,000     | 90,759,000     |
| Retained earnings  | 32,659,000     | 27,216,000     |
| Accumulated other comprehensive income   | 4,752,000      | 3,156,000      |
| Total stockholders' equity   | 129,184,000    | 121,272,000    |
| Total Liabilities and Stockholders' Equity   | \$ 302,365,000 | \$ 269,370,000 |

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



**Limoneira Company**

## Consolidated Statements of Operations (unaudited)

|  | <b>Three months ended</b> |              | <b>Nine months ended</b> |              |
|--|---------------------------|--------------|--------------------------|--------------|
|  | <b>July 31,</b><br>2016   | 2015         | <b>July 31,</b><br>2016  | 2015         |
| Net revenues:                                      |                           |              |                          |              |
| Agribusiness                                       | \$38,430,000              | \$28,466,000 | \$87,943,000             | \$82,268,000 |
| Rental operations                                  | 1,454,000                 | 1,311,000    | 4,273,000                | 3,769,000    |
| Real estate development                            | 19,000                    | 34,000       | 39,000                   | 62,000       |
| Total net revenues                                 | 39,903,000                | 29,811,000   | 92,255,000               | 86,099,000   |
| Costs and expenses:                                |                           |              |                          |              |
| Agribusiness                                       | 21,151,000                | 17,471,000   | 67,861,000               | 63,308,000   |
| Rental operations                                  | 889,000                   | 907,000      | 2,711,000                | 2,471,000    |
| Real estate development                            | 249,000                   | 325,000      | 1,880,000                | 806,000      |
| Selling, general and administrative                | 3,420,000                 | 3,270,000    | 9,728,000                | 10,053,000   |
| Total costs and expenses                           | 25,709,000                | 21,973,000   | 82,180,000               | 76,638,000   |
| Operating income                                   | 14,194,000                | 7,838,000    | 10,075,000               | 9,461,000    |
| Other income (expense):                            |                           |              |                          |              |
| Interest expense, net                              | (473,000 )                | (45,000 )    | (1,036,000 )             | (102,000 )   |
| Gain on sale of stock in Calavo Growers, Inc.      | 3,419,000                 | -            | 3,419,000                | -            |
| Equity in earnings of investments                  | 235,000                   | 205,000      | 206,000                  | 193,000      |
| Other income, net                                  | 47,000                    | 91,000       | 463,000                  | 353,000      |
| Total other income                                 | 3,228,000                 | 251,000      | 3,052,000                | 444,000      |
| Income before income tax provision                 | 17,422,000                | 8,089,000    | 13,127,000               | 9,905,000    |
| Income tax provision                               | (6,693,000 )              | (2,776,000 ) | (5,088,000 )             | (3,477,000 ) |
| Net income   | 10,729,000                | 5,313,000    | 8,039,000                | 6,428,000    |
| Preferred dividends                                | (156,000 )                | (159,000 )   | (471,000 )               | (477,000 )   |
| Net income applicable to common stock              | \$10,573,000              | \$5,154,000  | \$7,568,000              | \$5,951,000  |
| Basic net income per common share                  | \$0.75                    | \$0.36       | \$0.53                   | \$0.42       |
| Diluted net income per common share                | \$0.71                    | \$0.36       | \$0.53                   | \$0.42       |
| Dividends per common share                         | \$0.05                    | \$0.05       | \$0.15                   | \$0.14       |
| Weighted-average common shares outstanding-basic   | 14,178,000                | 14,127,000   | 14,165,000               | 14,115,000   |
| Weighted-average common shares outstanding-diluted | 15,066,000                | 14,953,000   | 15,053,000               | 14,115,000   |

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

**Limoneira Company**

## Consolidated Statements of Comprehensive Income (unaudited)

|   | <b>Three months ended</b> |             | <b>Nine months ended</b> |             |
|---|---------------------------|-------------|--------------------------|-------------|
|   | <b>July 31,</b>           |             | <b>July 31,</b>          |             |
|   | 2016                      | 2015        | 2016                     | 2015        |
| Net income  | \$10,729,000              | \$5,313,000 | \$8,039,000              | \$6,428,000 |
| Other comprehensive income, net of tax:                 |                           |             |                          |             |
| Minimum pension liability adjustment                    | 113,000                   | 149,000     | 339,000                  | 447,000     |
| Unrealized holding gains on security available-for-sale | 1,569,000                 | 1,172,000   | 2,829,000                | 1,813,000   |
| Reclassification of unrealized gain on security sold    | (1,719,000)               | -           | (1,719,000)              | -           |
| Unrealized gains from derivative instrument             | 51,000                    | 87,000      | 147,000                  | 75,000      |
| Total other comprehensive income, net of tax            | 14,000                    | 1,408,000   | 1,596,000                | 2,335,000   |
| Comprehensive income                                    | \$10,743,000              | \$6,721,000 | \$9,635,000              | \$8,763,000 |

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

**Limoneira Company**

## Consolidated Statements of Cash Flows (unaudited)

|   | <b>Nine months ended</b> |              |
|---|--------------------------|--------------|
|   | <b>July 31,</b>          |              |
|   | 2016                     | 2015         |
| Operating activities  |                          |              |
| Net income  | \$8,039,000              | \$6,428,000  |
| Adjustments to reconcile net income to net cash provided by operating activities: |                          |              |
| Depreciation and amortization   | 3,863,000                | 2,979,000    |
| Gain on sale of stock in Calavo Growers, Inc.                                     | (3,419,000 )             | -            |
| Loss on disposals of assets   | 121,000                  | 357,000      |
| Stock compensation expense  | 1,012,000                | 799,000      |
| Equity in earnings of investments   | (206,000 )               | (193,000 )   |
| Cash distributions from equity investments  | 276,000                  | 496,000      |
| Accrued interest on note receivable   | (17,000 )                | (36,000 )    |
| Donation of common stock  | -                        | 100,000      |
| Changes in operating assets and liabilities:                                      |                          |              |
| Accounts receivable, net  | (5,143,000 )             | (394,000 )   |
| Cultural costs  | 1,147,000                | 832,000      |
| Prepaid expenses and other current assets   | (70,000 )                | (137,000 )   |
| Income taxes receivable   | -                        | 1,143,000    |
| Other assets  | 322,000                  | 208,000      |
| Accounts payable and growers payable  | 351,000                  | (2,073,000 ) |
| Accrued liabilities   | 4,497,000                | (581,000 )   |
| Other long-term liabilities   | 97,000                   | 258,000      |
| Net cash provided by operating activities   | 10,870,000               | 10,186,000   |
| Investing activities  |                          |              |
| Capital expenditures  | (13,263,000 )            | (23,735,000) |
| Proceeds from sale of LLC interest  | 18,000,000               | -            |
| Agriculture property acquisition  | (15,098,000 )            | -            |
| Net proceeds from sale of stock in Calavo Growers, Inc.                           | 4,019,000                | -            |
| Equity investment contributions   | (1,275,000 )             | (9,000 )     |
| Investments in mutual water companies   | (291,000 )               | (293,000 )   |
| Net cash used in investing activities   | (7,908,000 )             | (24,037,000) |
| Financing activities  |                          |              |
| Borrowings of long-term debt  | 127,702,000              | 93,334,000   |
| Repayments of long-term debt  | (127,777,000)            | (76,888,000) |
| Dividends paid – common   | (2,125,000 )             | (1,903,000 ) |
| Dividends paid – preferred  | (471,000 )               | (477,000 )   |

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|   |              |            |
|---|--------------|------------|
| Exchange of common stock                            | (190,000 )   | (275,000 ) |
| Payments of debt financing costs                    | (44,000 )    | -          |
| Net cash (used in) provided by financing activities | (2,905,000 ) | 13,791,000 |
| Net increase (decrease) in cash                     | 57,000       | (60,000 )  |
| Cash at beginning of period                         | 39,000       | 92,000     |
| Cash at end of period                               | \$96,000     | \$32,000   |

**Limoneira Company****Consolidated Statements of Cash Flows (unaudited) (continued)**

|  | <b>Nine months ended</b> |               |
|--|--------------------------|---------------|
|  | <b>July 31,</b>          |               |
|  | 2016                     | 2015          |
| Supplemental disclosures of cash flow information                          |                          |               |
| Cash paid during the period for interest (net of amounts capitalized)      | \$796,000                | \$65,000      |
| Cash paid during the period for income taxes, net of (refunds)             | \$5,000                  | \$(640,000 )  |
| Non-cash investing and financing activities:                               |                          |               |
| Unrealized holding gain on Calavo investment                               | \$(4,311,000)            | \$(2,985,000) |
| Increase in real estate development and sale-leaseback deferral            | \$2,349,000              | \$-           |
| Settlement of lease obligation related to agriculture property acquisition | \$(739,000 )             | \$-           |
| Capital expenditures accrued but not paid at period-end                    | \$431,000                | \$1,654,000   |
| Non-cash reduction of note receivable                                      | \$-                      | \$1,301,000   |
| Accrued interest on note receivable  | \$17,000                 | \$36,000      |
| Donation of common stock   | \$-                      | \$100,000     |
| Accrued Series B-2 Convertible Preferred Stock dividends                   | \$31,000                 | \$31,000      |

In April 2016, 500 shares of Series B convertible preferred stock were converted into 6,250 shares of Limoneira common stock.

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

## **Limoneira Company**

### **Consolidated Financial Statements (unaudited)**

#### **Preface**

The preparation of the unaudited interim consolidated financial statements requires management to make use of estimates and assumptions that affect the reported amount of assets and liabilities, revenue and expenses and certain financial statement disclosures. Actual results may differ from these estimates.

The unaudited interim consolidated financial statements for the three months and nine months ended July 31, 2016 and 2015 and balance sheet as of July 31, 2016 included herein have not been audited by an independent registered public accounting firm, but in management's opinion, all adjustments (consisting of normal recurring adjustments) necessary to make a fair statement of the financial position at July 31, 2016 and the results of operations and the cash flows for the periods presented herein have been made. The results of operations for the three and nine months ended July 31, 2016 are not necessarily indicative of the operating results expected for the full fiscal year.

The consolidated balance sheet at October 31, 2015 included herein has been derived from the audited consolidated financial statements at that date but does not include all of the information and footnotes required by U.S. generally accepted accounting principles ("GAAP") for complete financial statements.

The unaudited interim consolidated financial statements included herein have been prepared pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (the "SEC"). Although we believe the disclosures made are adequate to make the information presented not misleading, certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules or regulations. These unaudited interim consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's Form 10-K for the fiscal year ended October 31, 2015.

## **Limoneira Company**

Notes to Consolidated Financial Statements (unaudited)

### **1. Business**

Limoneira Company, a Delaware corporation (the “Company”), engages primarily in growing citrus and avocados, picking and hauling citrus, and packing, marketing and selling lemons. The Company is also engaged in residential rentals and other rental operations and real estate development activities.

The Company markets and sells lemons directly to foodservice, wholesale and retail customers throughout the United States, Canada, Asia and other international markets. The Company is a member of Sunkist Growers, Inc. (“Sunkist”), an agricultural marketing cooperative, and sells its oranges, specialty citrus and other crops to Sunkist-licensed and other third-party packinghouses.

The Company sells all of its avocado production to Calavo Growers, Inc. (“Calavo”), a packing and marketing company listed on NASDAQ under the symbol CVGW. Calavo’s customers include many of the largest retail and food service companies in the United States and Canada. The Company’s avocados are packed by Calavo, sold and distributed under Calavo brands to its customers.

The unaudited interim consolidated financial statements include the accounts of the Company and the accounts of all the subsidiaries and investments in which a controlling interest is held by the Company. The unaudited interim consolidated financial statements represent the consolidated balance sheets, consolidated statements of operations, consolidated statements of comprehensive income and consolidated statements of cash flows of the Company and its wholly-owned subsidiaries. The Company’s subsidiaries include: Limoneira International Division, LLC, Limoneira Mercantile, LLC, Windfall Investors, LLC, Templeton Santa Barbara, LLC, Associated Citrus Packers, Inc. (“Associated”), Limoneira Chile, SpA, Limoneira EA1 Land, LLC and Limoneira S.A. All significant intercompany balances and transactions have been eliminated in consolidation. The Company considers the criteria established under the Financial Accounting Standards Board – Accounting Standards Code (“FASB ASC”) 810, *Consolidations* and the effect of variable interest entities, in its consolidation process. These unaudited consolidated financial statements should be read in conjunction with the notes thereto included in this quarterly report.

### **2. Summary of Significant Accounting Policies**



## **Reclassifications and Adjustments**

Certain reclassifications have been made to the prior years' consolidated financial statements to conform to the July 31, 2016 presentation.

## **Recent Accounting Pronouncements**

*Financial Accounting Standards Board – Accounting Standards Update (“FASB ASU”) 2014-09, Revenue from Contracts with Customers (Topic 606).*

In May 2014, the FASB issued ASU 2014-09, “Revenue from Contracts with Customers (Topic 606).” This ASU affects any entity that either enters into contracts with customers to transfer goods or services or enters into contracts for the transfer of nonfinancial assets unless those contracts are within the scope of other standards (e.g., insurance contracts or lease contracts). This ASU will supersede the revenue recognition requirements in Topic 605, Revenue Recognition, and most industry-specific guidance. This ASU also supersedes some cost guidance included in Subtopic 605-35, Revenue Recognition – Construction-Type and Production-Type Contracts. In addition, the existing requirements for the recognition of a gain or loss on the transfer of nonfinancial assets that are not in a contract with a customer (e.g., assets within the scope of Topic 360, Property, Plant, and Equipment, and tangible assets within the scope of Topic 350, Intangibles – Goodwill and Other) are amended to be consistent with the guidance on recognition and measurement (including the constraint on revenue) in this ASU.

## Limoneira Company

### Notes to Consolidated Financial Statements (unaudited) (continued)

#### 2. Summary of Significant Accounting Policies (continued)

The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. To achieve that core principle, an entity should apply the following steps:

- Identify the contract(s) with a customer.
- Identify the performance obligations in the contract.
- Determine the transaction price.
- Allocate the transaction price to the performance obligations in the contract.
- Recognize revenue when (or as) the entity satisfies a performance obligation.

The amendments in this ASU are effective for annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period. Earlier application is permitted only as of annual reporting periods beginning after December 15, 2016, including interim reporting periods within that reporting period. The Company is evaluating the effect this ASU may have on its consolidated financial statements.

*Financial Accounting Standards Board – Accounting Standards Update (“FASB ASU”) 2014-15, Presentation of Financial Statements—Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern*

ASU 2014-15 is intended to define management’s responsibility to evaluate whether there is substantial doubt about an organization’s ability to continue as a going concern and to provide related footnote disclosures. Under GAAP, financial statements are prepared under the presumption that the reporting organization will continue to operate as a going concern, except in limited circumstances. The going concern basis of accounting is critical to financial reporting because it establishes the fundamental basis for measuring and classifying assets and liabilities. Currently, GAAP lacks guidance about management’s responsibility to evaluate whether there is substantial doubt about the organization’s ability to continue as a going concern or to provide related footnote disclosures. This ASU provides guidance to an organization’s management, with principles and definitions that are intended to reduce diversity in the timing and content of disclosures that are commonly provided by organizations today in the financial statement

footnotes.

This ASU is effective for annual periods ending after December 15, 2016, and interim periods within annual periods beginning after December 15, 2016. Early application is permitted for annual or interim reporting periods for which the financial statements have not previously been issued. The Company does not expect this ASU to have a material impact on its consolidated financial statements.

*FASB Accounting Standards Update No. 2015-02, Consolidation (Topic 810): Amendments to the Consolidation Analysis*

ASU 2015-02 amends the consolidation guidance for variable interest entities and voting interest entities, among other items, by eliminating the consolidation model previously applied to limited partnerships, emphasizing the risk of loss when determining a controlling financial interest and reducing the frequency of the application of related-party guidance when determining a controlling financial interest. ASU 2015-02 is effective for periods beginning after December 15, 2015, for public companies. The adoption of ASU 2015-02 did not have a material impact on our consolidated financial statements.

*FASB Accounting Standards Update No. 2015-11, Inventory (Topic 330): Simplifying the Measurement of Inventory*

The amendments in this ASU do not apply to inventory that is measured using last-in, first-out (LIFO) or the retail inventory method. The amendments apply to all other inventory, which includes inventory that is measured using first-in, first-out (FIFO) or average cost.

An entity should measure in scope inventory at the lower of cost and net realizable value. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. Subsequent measurement is unchanged for inventory measured using LIFO or the retail inventory method.

The amendments in this ASU more closely align the measurement of inventory in GAAP with the measurement of inventory in International Financial Reporting Standards.

**Limoneira Company**

**Notes to Consolidated Financial Statements (unaudited) (continued)**

**2. Summary of Significant Accounting Policies (continued)**

The amendments are effective for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years. The amendments should be applied prospectively with earlier application permitted as of the beginning of an interim or annual reporting period. The Company does not expect the adoption of this guidance to have a material impact on its consolidated financial statements.

*FASB Accounting Standards Update No. 2016-02, Leases (Topic 832)*

Under the new guidance, lessees will be required to recognize the following for all leases (with the exception of short-term leases) at the commencement date:

A lease liability, which is a lessee's obligation to make lease payments arising from a lease, measured on a discounted basis; and

A right-of-use asset, which is an asset that represents the lessee's right to use, or control the use of, a specified asset for the lease term.

Under the new guidance, lessor accounting is largely unchanged. Certain targeted improvements were made to align, where necessary, lessor accounting with the lessee accounting model and Topic 606, Revenue from Contracts with Customers.

The new lease guidance simplified the accounting for sale and leaseback transactions primarily because lessees must recognize lease assets and lease liabilities. Lessees will no longer be provided with a source of off-balance sheet financing.

ASU 2016-02 is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Early application is permitted.

Lessees (for capital and operating leases) and lessors (for sales-type, direct financing, and operating leases) must apply a modified retrospective transition approach for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. The modified retrospective approach would not require any transition accounting for leases that expired before the earliest comparative period presented. Lessees and lessors may not apply a full retrospective transition approach. The Company is evaluating the effect this ASU may have on its consolidated financial statements.

*FASB Accounting Standards Update No. 2016-09, Compensation —Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting*

The amendments are intended to improve the accounting for employee share-based payments and affect all organizations that issue share-based payment awards to their employees. Several aspects of the accounting for share-based payment award transactions are simplified, including: (a) income tax consequences; (b) classification of awards as either equity or liabilities; and (c) classification on the statement of cash flows.

The amendments are effective for annual periods beginning after December 15, 2016, and interim periods within those annual periods. The Company is evaluating the effect this ASU may have on its consolidated financial statements.

### **3. Agriculture Property Acquisition**

In September 2015, the Company entered into a purchase agreement to acquire 757 acres of lemon, orange and specialty citrus orchards in California's San Joaquin Valley, for \$15,148,000. The orchards were acquired pursuant to purchase options contained in the Sheldon Ranches operating leases. The Company paid a deposit of \$50,000 in September 2015 and escrow closed in December 2015, at which time the remaining \$15,098,000 was paid. This acquisition was accounted for as an asset purchase and is included in property, plant and equipment in the Company's consolidated balance sheet at July 31, 2016.

**Limoneira Company****Notes to Consolidated Financial Statements (unaudited) (continued)****3. Agriculture Property Acquisition (continued)**

Additionally, the Company incurred \$111,000 of transaction costs which were capitalized as a component of land value. The purchase price includes the settlement of the balance of the lease obligation as of the closing of the acquisition in the amount of \$739,000.

The following is a summary of the fair value of the assets acquired on the date of acquisition based on a third-party valuation, which is considered a Level 3 fair value measurement under FASB ASC 820, *Fair Value Measurements and Disclosures*:

|                                     |               |
|-------------------------------------|---------------|
| Land                                | \$ 11,560,000 |
| Land improvements                   | 1,800,000     |
| Buildings and building improvements | 110,000       |
| Orchards                            | 1,050,000     |
| Fair value of assets acquired       | \$ 14,520,000 |

**4. Fair Value Measurements**

Under the FASB ASC 820, *Fair Value Measurement and Disclosures*, a fair value measurement is determined based on the assumptions that a market participant would use in pricing an asset or liability. A three-tiered hierarchy draws distinctions between market participant assumptions based on (i) observable inputs such as quoted prices in active markets (Level 1), (ii) inputs other than quoted prices in active markets that are observable either directly or indirectly (Level 2) and (iii) unobservable inputs that require the Company to use present value and other valuation techniques in the determination of fair value (Level 3).

The following table sets forth the Company's financial assets and liabilities as of July 31, 2016 and October 31, 2015, which are measured on a recurring basis during the period, segregated by level within the fair value hierarchy:

**July 31, 2016**

|                               | Level 1      | Level 2     | Level 3 | Total        |
|-------------------------------|--------------|-------------|---------|--------------|
| Assets at fair value:         |              |             |         |              |
| Available-for-sale securities | \$19,734,000 | \$–         | \$ –    | \$19,734,000 |
| Liabilities at fair value:    |              |             |         |              |
| Derivative                    | \$–          | \$1,459,000 | \$ –    | \$1,459,000  |

**October 31, 2015**

|                               | Level 1      | Level 2     | Level 3 | Total        |
|-------------------------------|--------------|-------------|---------|--------------|
| Assets at fair value:         |              |             |         |              |
| Available-for-sale securities | \$18,508,000 | \$–         | \$ –    | \$18,508,000 |
| Liabilities at fair value:    |              |             |         |              |
| Derivative                    | \$–          | \$1,702,000 | \$ –    | \$1,702,000  |

Available-for-sale securities consist of marketable securities in Calavo common stock. The Company currently owns 300,000 shares, representing approximately 1.7% of Calavo's outstanding common stock. These securities are measured at fair value by quoted market prices. Calavo's stock price at July 31, 2016 and October 31, 2015 was \$65.78 and \$51.41 per share, respectively.

The derivative consists of an interest rate swap, the fair value of which is estimated using industry-standard valuation models. Such models project future cash flows and discount the future amounts to a present value using market-based observable inputs.

**5. Accounts Receivable**

The Company grants credit in the course of its operations to customers, cooperatives, companies and lessees of the Company's facilities. The Company performs periodic credit evaluations of its customers' financial condition and generally does not require collateral. The Company provides allowances on its receivables, as required, based on accounts receivable aging and certain other factors. As of July 31, 2016 and October 31, 2015 the allowances totaled \$486,000 and \$390,000, respectively.

**Limoneira Company****Notes to Consolidated Financial Statements (unaudited) (continued)****6. Concentrations**

Lemons procured from third-party growers were 27% and 25% of lemon supply in the three months ended July 31, 2016 and 2015, respectively and 39% and 35% of lemon supply in the nine months ended July 31, 2016 and 2015, respectively. One third-party grower of lemons represented 53% of growers payable at July 31, 2016.

The Company sells all of its avocado production to Calavo.

**7. Prepaid Expenses and Other Current Assets**

Prepaid expenses and other current assets consist of the following:

|                         | <b>July 31,</b>    | <b>October 31,</b> |
|-------------------------|--------------------|--------------------|
|                         | <b>2016</b>        | <b>2015</b>        |
| Prepaid insurance       | \$464,000          | \$598,000          |
| Prepaid supplies        | 1,003,000          | 1,064,000          |
| Fruit supplier advances | 102,000            | 35,000             |
| Deposits                | 61,000             | 129,000            |
| Other                   | 1,027,000          | 561,000            |
|                         | <b>\$2,657,000</b> | <b>\$2,387,000</b> |

**8. Real Estate Development Assets**

Real estate development assets consist of the following:



|                              | July 31,<br>2016 | October 31, 2015 |
|------------------------------|------------------|------------------|
| Investment in East Area 1    | \$62,525,000     | \$ 57,076,000    |
| East Area 2                  | 2,210,000        | 2,151,000        |
| Templeton Santa Barbara, LLC | 11,039,000       | 11,039,000       |
| Windfall Investors, LLC      | 26,564,000       | 25,801,000       |
|                              | \$102,338,000    | \$ 96,067,000    |

## East Areas 1 and 2

In fiscal year 2005, the Company began capitalizing the costs of two real estate development projects east of Santa Paula, California, for the development of 550 acres of land into residential units, commercial buildings and civic facilities. During the three months ended July 31, 2016 and 2015, the Company capitalized \$1,229,000 and \$1,434,000, respectively, of costs related to these projects. During the nine months ended July 31, 2016 and 2015, the Company capitalized \$5,508,000 and \$3,516,000, respectively, of costs related to these projects. Additionally, in relation to these projects, the Company incurred expenses of \$3,000 and \$4,000 in the three months ended July 31, 2016 and 2015, respectively and \$1,158,000 and \$12,000 in the nine months ended July 31, 2016 and 2015, respectively.

On November 10, 2015, (the “Transaction Date”) the Company entered into a joint venture with The Lewis Group of Companies (“Lewis”) for the residential development of its East Area 1 real estate development project. To consummate the transaction, the Company formed Limoneira Lewis Community Builders, LLC (the “LLC” or “Joint Venture”) as the development entity, contributed its East Area 1 property to the LLC and sold a 50% interest in the LLC to Lewis for \$20,000,000, comprised of a \$2,000,000 deposit received in September 2015 and \$18,000,000 received on the Transaction Date. The Company received net cash of approximately \$18,800,000 after transaction costs of approximately \$1,200,000, which were expensed in the first quarter of fiscal year 2016. In addition, on the Transaction Date, the Company incurred a Success Fee with Parkstone Companies, Inc., in the amount of \$2,100,000, which was paid on January 28, 2016 and capitalized as a component of the Company’s investment in the East Area 1 property.

**Limoneira Company**

**Notes to Consolidated Financial Statements (unaudited) (continued)**

**8. Real Estate Development Assets (continued)**

**East Areas 1 and 2 (continued)**

On the Transaction Date, the LLC and Lewis also entered into a limited liability company agreement (the "LLC Agreement") providing for the admittance of Lewis as a 50% member of the Joint Venture. The LLC Agreement provides that Lewis will serve as the manager of the Joint Venture with the right to manage, control, and conduct its day-to-day business and development activities. Certain major decisions, which are enumerated in the LLC Agreement, require approval by an executive committee comprised of two representatives appointed by Lewis and two representatives appointed by the Company.

Pursuant to the LLC Agreement, the Joint Venture will own, develop, subdivide, entitle, maintain, improve, hold for investment, market and dispose of the Joint Venture's property in accordance with the business plan and budget approved by the executive committee.

Further, on the Transaction Date, the Joint Venture and the Company entered into a Lease Agreement (the "Lease Agreement"), pursuant to which the Joint Venture will lease certain of the contributed East Area I property back to the Company for continuation of agricultural operations, and certain other permitted uses, on the property until the Joint Venture requires the property for development. The Lease will terminate in stages corresponding to the Joint Venture's development of the property, which is to occur in stages pursuant to a phased master development plan. In any event, the Lease will terminate five years from the Transaction Date.

The Company and the Joint Venture also entered into a Retained Property Development Agreement on the Transaction Date (the "Retained Property Agreement"). Under the terms of the Retained Property Agreement, the Joint Venture will transfer certain contributed East Area I property, which is entitled for commercial development, back to the Company (the "Retained Property") and arrange for the design and construction of certain improvements to the Retained Property, subject to certain reimbursements by the Company.

The Company's sale of an interest in the LLC in which the Company's contributed property comprises the LLC's primary asset, combined with the Lease Agreement is considered a sale-leaseback transaction under *FASB ASC 840, Leases* because of the Company's continuing involvement in the property in the form of its agricultural operations. Accordingly, the property continues to be carried on the consolidated balance sheet as real estate development, rather than being classified as an equity investment and a sale-leaseback deferral has been recorded for the \$20,000,000 payment made by Lewis for the purchase of the LLC interest. Lease expense associated with the Lease Agreement is not required under sale-leaseback accounting since the Company is treated as though it continues to own the property. During the three and nine months ended July 31, 2016, the Company recorded \$758,000 and \$2,349,000, respectively, of real estate development costs and corresponding increases in the sale-leaseback deferral to recognize real estate development costs capitalized by the LLC. There are no repayment requirements for the sale-leaseback deferral and as the Lease Agreement is terminated in connection with the staged development of the property, a corresponding amount of real estate development and the sale-leaseback deferral will be adjusted to equity investments on the consolidated balance sheet.

In connection with the LLC Agreement, the Company is to be reimbursed \$500,000 by the Joint Venture for Initial Public Safety Facility Payments made to the City of Santa Paula in October 2015. The reimbursement is to be paid in two installments of \$250,000 each on February 1, 2017 and February 1, 2018. These amounts are included in prepaid expenses and other current assets and other assets in the consolidated balance sheets. Additionally, beginning March 2016, the Company leases office space to Lewis and received rental income of \$4,000 and \$7,000 in the three and nine months ended July 31, 2016, respectively.

Contributions made by the Company to the LLC and the Company's proportionate share of Joint Venture's results of operations and distributions received by the Company from the LLC will be accounted for under the equity method. The Company made contributions of \$825,000 and \$1,275,000 to the LLC in the three and nine months ended July 31, 2016, respectively.

In connection with facilitating the annexation of the East Area 1 property into the City of Santa Paula, during February 2013, the Company entered into a Capital Improvement Cost Sharing Agreement for Improvements to Santa Paula Creek Channel (the "Cost Sharing Agreement") with the Ventura County Watershed Protection District (the "District"). The Cost Sharing Agreement requires the Company to reimburse the District 28.5% of the costs of the improvements, up to a maximum of \$5,000,000. Additionally, the Company is required to pay the cost of preparing a study to determine a feasible scope of work and budget for the improvements. No cost reimbursements have been incurred to date in relation to this agreement.

**Limoneira Company**

**Notes to Consolidated Financial Statements (unaudited) (continued)**

**8. Real Estate Development Assets (continued)**

**Templeton Santa Barbara, LLC**

The three real estate development parcels within the Templeton Santa Barbara, LLC project are described as Centennial Square (“Centennial”), The Terraces at Pacific Crest (“Pacific Crest”), and Sevilla. The net carrying values of Centennial, Pacific Crest and Sevilla at July 31, 2016 and October 31, 2015 were \$2,983,000, \$3,370,000 and \$4,686,000, respectively. These projects were idle during the nine months ended July 31, 2016 and 2015 and, as such, no costs were capitalized. Additionally, in relation to these parcels, the Company incurred expenses of \$48,000 and \$42,000 in the three months ended July 31, 2016 and 2015, respectively, and \$130,000 and \$128,000 in the nine months ended July 31, 2016 and 2015, respectively.

**Windfall Investors, LLC**

On November 15, 2009, the Company acquired Windfall Investors, LLC, which included \$16,842,000 of real estate development assets. Real estate development activities are currently idle however, the Company began vineyard development on the property in fiscal year 2014. During the three months ended July 31, 2016 and 2015, the Company capitalized \$375,000 and \$2,597,000, respectively, of costs primarily related to vineyards and water wells for this real estate development project. During the nine months ended July 31, 2016 and 2015, the Company capitalized \$763,000 and \$3,319,000, respectively, of costs primarily related to vineyards and water wells for this real estate development project. Additionally, in relation to this project, the Company incurred net expenses of \$179,000 and \$245,000, in the three months ended July 31, 2016 and 2015, respectively, and \$553,000 and \$604,000 in the nine months ended July 31, 2016 and 2015, respectively.

**9. Investment in Calavo Growers, Inc.**

In June 2005, the Company entered into a stock purchase agreement with Calavo. Pursuant to this agreement, the Company purchased 1,000,000 shares, or approximately 6.9%, of Calavo's common stock for \$10,000,000 and Calavo purchased 1,728,570 shares, or approximately 15.1%, of the Company's common stock for \$23,450,000. Under the terms of the agreement, the Company received net cash consideration of \$13,450,000. The Company has classified its marketable securities investment as available-for-sale.

In fiscal year 2009, the Company sold 335,000 shares of Calavo stock for a total of \$6,079,000, recognizing a gain of \$2,729,000. In fiscal year 2013, the Company sold 165,000 shares to Calavo for a total of \$4,788,000, recognizing a gain of \$3,138,000. In fiscal year 2015, the Company sold 140,000 shares to Calavo for a total of \$6,433,000, recognizing a gain of \$5,033,000. In June and July 2016, the Company sold 60,000 shares of Calavo stock for a total of \$4,019,000, recognizing a gain of \$3,419,000. The Company continues to own 300,000 shares of Calavo common stock.

Changes in the fair value of the available-for-sale securities result in unrealized holding gains or losses for the remaining shares held by the Company and reclassifications of unrealized gains on securities sold by the Company. The Company recorded unrealized holding gains of \$2,583,000 (\$1,569,000 net of tax) and \$1,930,000 (\$1,172,000 net of tax), during the three months ended July 31, 2016 and 2015, respectively. The Company recorded unrealized holding gains of \$4,657,000 (\$2,829,000 net of tax) and \$2,985,000 (\$1,813,000 net of tax), during the nine months ended July 31, 2016 and 2015, respectively. The Company recorded reclassification of unrealized gain on security sold of \$2,830,000 (\$1,719,000 net of tax) during the three and nine months ended July 31, 2016.

## 10. Other Assets

Other assets consist of the following:

|  | July 31,<br>2016 | October 31,<br>2015 |
|--|------------------|---------------------|
| Investments in mutual water companies    | \$4,322,000      | \$4,031,000         |
| Acquired water and mineral rights        | 1,536,000        | 1,536,000           |
| Deferred lease assets and other          | 1,229,000        | 1,753,000           |
| Note receivable                          | 606,000          | 589,000             |
| Acquired trade names and trademarks, net | 362,000          | 446,000             |
| Goodwill                                 | 680,000          | 680,000             |
|  | \$8,735,000      | \$9,035,000         |

**Limoneira Company**

Notes to Consolidated Financial Statements (unaudited) (continued)

**11. Accrued Liabilities**

Accrued liabilities consist of the following:

|                                     | <b>July 31,<br/>2016</b> | October 31,<br>2015 |
|-------------------------------------|--------------------------|---------------------|
| Compensation                        | \$1,761,000              | \$1,655,000         |
| Income taxes                        | 5,240,000                | 180,000             |
| Property taxes                      | 410,000                  | 541,000             |
| Interest                            | 279,000                  | 263,000             |
| Deferred rental income and deposits | 594,000                  | 892,000             |
| Lease expense                       | 305,000                  | 827,000             |
| Fruit supplier payables             | 682,000                  | 788,000             |
| Other                               | 351,000                  | 718,000             |
|                                     | <b>\$9,622,000</b>       | <b>\$5,864,000</b>  |

**12. Long-Term Debt**

Long-term debt is comprised of the following:

|  | July 31,<br>2016 | October 31,<br>2015 |
|--|------------------|---------------------|
| Rabobank revolving credit facility: the interest rate is variable based on the one-month London Interbank Offered Rate ("LIBOR"), which was 0.47% at July 31, 2016, plus 1.80%. Interest is payable monthly and the principal is due in full in June 2018. | \$58,010,000     | \$83,834,000        |
| Farm Credit West term loan: the interest rate is variable and was 2.95% at July 31, 2016. The loan is payable in quarterly installments through November 2022.   | 3,835,000        | 4,235,000           |
|  | -                | 492,000             |

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Farm Credit West non-revolving line of credit: the loan was repaid in February 2016 with proceeds from the Farm Credit West term loans as noted below.

|  |              |              |
|--|--------------|--------------|
| Farm Credit West term loan: the interest rate is variable and was 2.95% at July 31, 2016. The loan is payable in monthly installments through October 2035.  | 1,225,000    | 1,263,000    |
| Farm Credit West term loan: the interest rate is fixed at 4.70%. The loan is payable in monthly installments through March 2036.   | 9,899,000    | -            |
| Farm Credit West term loan: the interest rate is fixed at 3.62% until March 2021, becoming variable for the remainder of the loan. The loan is payable in monthly installments through March 2036. | 7,414,000    | -            |
| Wells Fargo term loan: the interest rate is fixed at 3.58%. The loan is payable in monthly installments through January 2023.  | 9,365,000    | -            |
| Subtotal   | 89,748,000   | 89,824,000   |
| Less deferred financing costs  | 162,000      | 156,000      |
| Total long-term debt, net  | 89,586,000   | 89,668,000   |
| Less current portion   | 2,486,000    | 589,000      |
| Long-term debt, less current portion   | \$87,100,000 | \$89,079,000 |

The Rabobank revolving credit facility provides for maximum borrowings of \$100,000,000 and the borrowing capacity based on collateral value was \$92,556,000 at July 31, 2016.

## Limoneira Company

Notes to Consolidated Financial Statements (unaudited) (continued)

### 12. Long-Term Debt (continued)

On January 20, 2016, the Company entered into a \$10,000,000 term loan with Wells Fargo Equipment Finance, Inc. with security on the loan comprised of certain equipment associated with the Company's new packing facilities. The loan contains affirmative and restrictive covenants including, among other customary covenants and default provisions, a requirement that the Company maintain a debt service coverage ratio, as defined in the loan agreement, of less than 1.25 to 1.0 measured annually at October 31. The loan includes a prepayment penalty of 2% of the unpaid balance for the first eighteen months, with no prepayment penalty thereafter.

On February 16, 2016, the Company entered into a Promissory Note and Loan Agreement with Farm Credit West. The loan agreement provides for a term loan in the amount of \$10,000,000 and a term loan in the amount of \$7,500,000 (the "Term Loans"). The Term Loans are secured by certain of the Company's agricultural properties and are pre-payable in whole or in part after September 1, 2016. The proceeds from the Term Loans were used to repay the Farm Credit West Line of Credit and pay down outstanding indebtedness under the Rabobank revolving credit facility. Additionally, the loan agreement includes default provisions that at the lender's option may cause all principal, interest and other amounts that may have been advanced under the loan to become immediately due and payable by the Company. The Company paid debt financing costs of \$44,000 related to these loans.

Interest is capitalized on non-bearing orchards, real estate development projects and significant construction in progress. The Company capitalized interest of \$444,000 and \$651,000 during the three months ended July 31, 2016 and 2015, respectively, and \$1,448,000 and \$1,874,000 during the nine months ended July 31, 2016 and 2015, respectively. Capitalized interest is included in property, plant and equipment and real estate development assets in the Company's consolidated balance sheets.

### 13. Derivative Instrument and Hedging Activities

The Company enters into interest rate swaps to minimize the risks and costs associated with its financing activities. Derivative financial instruments are as follows:



|   | Notional Amount  |                     | Fair Value Liability |                     |
|---|------------------|---------------------|----------------------|---------------------|
|   | July 31,<br>2016 | October 31,<br>2015 | July 31,<br>2016     | October 31,<br>2015 |
| Pay fixed-rate, receive floating-rate forward interest rate swap, beginning July 2013 until June 2018 | \$40,000,000     | \$40,000,000        | \$1,459,000          | \$1,702,000         |

In November 2011, the Company entered into a forward interest rate swap agreement with Rabobank International, Utrecht to fix the interest rate at 4.30% on \$40,000,000 of its outstanding borrowings under the Rabobank line of credit beginning July 2013 until June 2018. This interest rate swap qualifies as a cash flow hedge and the fair value liability is included in fair value of derivative instrument, other long-term liabilities and related accumulated other comprehensive income at July 31, 2016 and October 31, 2015.

#### 14. Earnings per Share

Basic net income per common share is calculated using the weighted-average number of common shares outstanding during the period. Diluted net income per common share is calculated using the weighted-average number of common shares outstanding during the period plus the dilutive effect of conversion of preferred stock. The computations for basic and diluted net income per common share are as follows:

|   | Quarter ended July 31, |             | Nine Months Ended July 31, |             |
|---|------------------------|-------------|----------------------------|-------------|
|   | 2016                   | 2015        | 2016                       | 2015        |
| Basic net income per common share:                |                        |             |                            |             |
| Numerator: Net income applicable to common stock  | \$10,573,000           | \$5,154,000 | \$7,568,000                | \$5,951,000 |
| Denominator: Weighted average common shares-basic | 14,178,000             | 14,127,000  | 14,165,000                 | 14,115,000  |
| Basic net income per common share                 | \$0.75                 | \$0.36      | \$0.53                     | \$0.42      |

**Limoneira Company**

Notes to Consolidated Financial Statements (unaudited) (continued)

**14. Earnings per Share (continued)**

|   | Quarter ended July 31, |              | Nine Months Ended July 31, |              |
|---|------------------------|--------------|----------------------------|--------------|
|   | 2016                   | 2015         | 2016                       | 2015         |
| Diluted net income per common share:              |                        |              |                            |              |
| Numerator: Net income for diluted EPS             | \$ 10,729,000          | \$ 5,313,000 | \$ 8,039,000               | \$ 5,951,000 |
| Denominator: Weighted average common shares—basic | 14,178,000             | 14,127,000   | 14,165,000                 | 14,115,000   |
| Effect of dilutive preferred stock                | 888,000                | 826,000      | 888,000                    | -            |
| Weighted average common shares—diluted            | 15,066,000             | 14,953,000   | 15,053,000                 | 14,115,000   |
| Diluted net income per common share               | \$0.71                 | \$0.36       | \$0.53                     | \$0.42       |

Unvested stock-based compensation awards that contain non-forfeitable rights to dividends as participating shares are included in computing earnings per share using the two-class method. The Company's unvested, restricted stock awards qualify as participating shares.

**15. Related-Party Transactions**

The Company rents certain of its residential housing assets to employees on a month-to-month basis. The Company recorded \$191,000 and \$166,000 of rental revenue from employees in the three months ended July 31, 2016 and 2015, respectively. The Company recorded \$561,000 and \$459,000 of rental revenue from employees in the nine months ended July 31, 2016 and 2015, respectively. There were no rental payments due from employees at July 31, 2016 and October 31, 2015.

The Company has representation on the boards of directors of the mutual water companies in which the Company has investments. The Company recorded capital contributions and purchased water and water delivery services from such mutual water companies, in aggregate, of \$292,000 and \$364,000 in the three months ended July 31, 2016 and 2015, respectively. The Company recorded capital contributions and purchased water and water delivery services from such mutual water companies, in aggregate, of \$1,034,000 and \$1,067,000 in the nine months ended July 31, 2016 and 2015, respectively. Such amounts are included in agribusiness expense in the Company's consolidated statements of

operations. Payments due to the mutual water companies were, in aggregate, \$89,000 and \$175,000 at July 31, 2016 and October 31, 2015, respectively. Expense reimbursements from the mutual water companies were, in aggregate, \$70,000 and zero at July 31, 2016 and October 31, 2015, respectively.

The Company has representation on the board of directors of a non-profit cooperative association that provides pest control services for the agricultural industry. The Company purchased services and supplies of \$312,000 and \$382,000 from the association in the three months ended July 31, 2016 and 2015, respectively. The Company purchased services and supplies of \$1,202,000 and \$1,081,000 from the association in the nine months ended July 31, 2016 and 2015, respectively. Such amounts are included in agribusiness expense in the Company's consolidated statements of operations. Payments due to the association were zero and \$142,000 at July 31, 2016 and October 31, 2015, respectively.

The Company recorded dividend income of \$288,000 and \$375,00 in the nine months ended July 31, 2016 and 2015, respectively, on its investment in Calavo, which is included in other income (expense), net in the Company's consolidated statements of operations. The Company had \$9,571,000 and \$3,027,000 of avocado sales to Calavo for the three months ended July 31, 2016 and 2015, respectively. The Company had \$10,759,000 and \$7,142,000 of avocado sales to Calavo for the nine months ended July 31, 2016 and 2015, respectively. Such amounts are included in agribusiness revenues in the Company's consolidated statements of operations. There was \$2,291,000 and zero receivable by the Company from Calavo at July 31, 2016 and October 31, 2015, respectively. Additionally, the Company leases office space to Calavo and received rental income of \$70,000 and \$68,000 in the three months ended July 31, 2016 and 2015, respectively. The Company received rental income from Calavo of \$208,000 and \$204,000 in the nine months ended July 31, 2016 and 2015, respectively. Such amounts are included in rental operations revenues in the Company's consolidated statements of operations. The Company purchased \$368,000 and \$86,000 of packed avocados and lemons to sell from Calavo in the three months ended July 31, 2016 and 2015, respectively and \$405,000 and \$105,000 in the nine months ended July 31, 2016 and 2015, respectively. There was \$97,000 and zero due to Calavo at July 31, 2016 and October 31, 2015, respectively.

Certain members of the Company's board of directors market lemons through the Company pursuant to its customary marketing agreements. During the three months ended July 31, 2016 and 2015, the aggregate amount of lemons procured from entities owned or controlled by members of the board of directors was \$1,271,000 and \$774,000, respectively. During the nine months ended July 31, 2016 and 2015, the aggregate amount was \$1,899,000 and \$1,356,000, respectively. Such amounts are included in agribusiness expense in the Company's consolidated statements of operations. Payments due to these board members were \$748,000 and \$531,000 at July 31, 2016 and October 31, 2015, respectively.

## Limoneira Company

Notes to Consolidated Financial Statements (unaudited) (continued)

### 15. Related-Party Transactions (continued)

On July 1, 2013, the Company and Cadiz Real Estate, LLC (“Cadiz”), a wholly-owned subsidiary of Cadiz, Inc., entered into a long-term lease agreement (the “Lease”) for a minimum of 320 acres, with options to lease up to an additional 960 acres, located within 9,600 zoned agricultural acres owned by Cadiz in eastern San Bernardino County, California. The initial term of the Lease runs for 20 years and the annual base rental rate is equal to the sum of \$200 per planted acre and 20% of gross revenues from the sale of harvested lemons (less operating expenses) not to exceed \$1,200 per acre per year. A member of the Company’s Board of Directors serves as the CEO, President and a member of the board of directors of Cadiz, Inc. Additionally, this board member is an attorney with a law firm that provided services in the amount of \$11,000 and \$20,000 to the Company during the three months ended July 31, 2016 and 2015, respectively. The Company received services from this law firm in the amount of \$26,000 and \$122,000 to the Company during the nine months ended July 31, 2016 and 2015, respectively. The Company incurred lease and farming expenses of zero and \$16,000 in the three months ended July 31, 2016 and 2015, respectively, which is recorded in agribusiness expense in the Company’s consolidated statements of operations. The Company incurred lease and farming expenses to Cadiz of \$87,000 and \$41,000 in the nine months ended July 31, 2016 and 2015, respectively, which is recorded in agribusiness expense in the Company’s consolidated statements of operations. Payments due to Cadiz were zero and \$32,000 at July 31, 2016 and October 31, 2015, respectively.

On February 5, 2015, the Company entered into a Modification of Lease Agreement (the “Amendment”) with Cadiz. The Amendment, among other things, increased by 200 acres the amount of property leased by the Company under the lease agreement dated July 1, 2013. In connection with the Amendment, the Company paid a total of \$1,212,000 to acquire existing lemon trees and irrigations systems from Cadiz and a Cadiz tenant. In February 2016, Cadiz assigned this lease to Fenner Valley Farms, LLC (“Fenner”), a subsidiary of Water Asset Management, LLC (“WAM”). An entity affiliated with WAM is the holder of 9,300 shares of Limoneira Company Series B-2 convertible preferred stock. The Company incurred lease and farming expenses to Fenner of \$45,000 and \$60,000 in the three and nine months ended July 31, 2016. Payments due to Fenner were \$60,000 and zero at July 31, 2016 and October 31, 2015, respectively.

The Company has representation on the board of directors of Colorado River Growers, Inc. (“CRG”), a non-profit cooperative association of fruit growers engaged in the agricultural harvesting and marketing business in Yuma County, Arizona. The Company paid no harvest and third-party grower expense to CRG in the three months ended July 31, 2016 and 2015 and \$2,888,000 and \$5,177,000 in the nine months ended July 31, 2016 and 2015, respectively. Such amounts are included in agribusiness expense in the Company’s consolidated statements of

operations. Additionally, the Company's subsidiary, Associated Citrus Packers, Inc. ("Associated") provided no harvest management and administrative services to CRG in the three months ended July 31, 2016 and 2015 and \$274,000 and \$305,000 in the nine months ended July 31, 2016 and 2015, respectively. Such amounts are included in agribusiness revenues in the Company's consolidated statements of operations. There was \$72,000 and \$116,000 receivable by Associated from CRG at July 31, 2016 and October 31, 2015, respectively.

The Company has representation on the board of directors of Yuma Mesa Irrigation and Drainage District ("YMIDD"). In December 2013, Associated entered into an agreement, as amended in December 2014, with the YMIDD to participate in a Pilot Fallowing Program in which Associated agreed to forego its water allocation for approximately 300 acres of land in exchange for \$750 per acre through December 31, 2016, unless terminated sooner by YMIDD. In relation to this program, in each of the three month periods ended July 31, 2016 and 2015 the Company recorded income of \$50,000. In relation to this program, in each of the nine month periods ended July 31, 2016 and 2015 the Company recorded income of \$151,000 and recorded losses on orchard disposals of zero and \$160,000, respectively. These net amounts are included in other income in the Company's consolidated statements of operations. Additionally, the Company purchased \$6,000 and zero water from YMIDD in the three months ended July 31, 2016 and 2015 and \$76,000 and \$68,000 in the nine months ended July 31, 2016 and 2015, respectively. Such amounts are included in agribusiness expenses in the Company's consolidated statements of operations. There was \$17,000 and zero receivable from YMIDD at July 31, 2016 and October 31, 2015.

The Company has a 1.3% interest in Limco Del Mar, Ltd. ("Del Mar") as a general partner and a 22.1% interest as a limited partner. The Company provides Del Mar with farm management, orchard land development and accounting services and received expense reimbursements of \$44,000 in each of the three months ended July 31, 2016 and 2015, respectively, and \$111,000 and \$119,000 in the nine months ended July 31, 2016 and 2015, respectively. The Company also performed contract lemon packing services for Del Mar and recognized agribusiness revenues relating to such services of \$417,000 and \$367,000 in the three months ended July 31, 2016 and 2015, respectively and \$535,000 and \$470,000 in the nine months ended July 31, 2016 and 2015, respectively. Fruit proceeds due to Del Mar were \$904,000 and \$712,000 at July 31, 2016 and October 31, 2015, respectively, and are included in grower's payable in the Company's consolidated balance sheets. In the three months ended July 31, 2016 and 2015, the Company received cash distributions of \$220,000 and zero and recorded equity in earnings of this investment of \$153,000 and \$225,000, respectively. In the nine months ended July 31, 2016 and 2015, the Company received cash distributions of \$220,000 and \$495,000, respectively and recorded equity in earnings of this investment of \$294,000 and \$412,000, respectively.

## **Limoneira Company**

Notes to Consolidated Financial Statements (unaudited) (continued)

### **15. Related-Party Transactions (continued)**

On August 14, 2014, the Company's wholly owned subsidiary, Limoneira Chile SpA, invested approximately \$1,750,000 for a 35% interest in Rosales S.A. ("Rosales"), a citrus packing, marketing and sales business located in La Serena, Chile. The Company recognized lemon sales of \$216,000 and zero to Rosales in the three months ended July 31, 2016 and 2015, respectively and \$268,000 and \$119,000 in the nine months ended July 31, 2016 and 2015, respectively. Such amounts are recorded in agribusiness revenues in the Company's consolidated statements of operations. In the three months ended July 31, 2016 and 2015, the aggregate amount of lemons procured from Rosales was \$467,000 and \$415,000, respectively. In the nine months ended July 31, 2016 and 2015, the aggregate amount procured was \$763,000 and \$567,000, respectively. Amounts due to Rosales were \$285,000 and zero at July 31, 2016 and October 31, 2015. The Company recorded equity earnings of this investment of \$135,000 and \$33,000 in the three months ended July 31, 2016 and 2015, respectively and amortization of fair value basis differences of \$52,000 in each of the three months ended July 31, 2016 and 2015, respectively. The Company recorded equity earnings (losses) of this investment of \$68,000 and (\$64,000) in the nine months ended July 31, 2016 and 2015, respectively and amortization of fair value basis of \$156,000 in each of the nine months ended July 31, 2016 and 2015, respectively. The Company received cash distributions of \$56,000 and zero in the nine months ended July 31, 2016 and 2015, respectively.

### **16. Income Taxes**

There has been no material change to the Company's uncertain tax position for the three and nine month periods ended July 31, 2016. The Company does not expect its unrecognized tax benefits to change significantly over the next 12 months.

The Company's policy is to recognize interest expense and penalties related to income tax matters as a component of income tax expense. The Company has not accrued any interest and penalties associated with uncertain tax positions as of July 31, 2016.

### **17. Retirement Plans**

The Limoneira Company Retirement Plan (the “Plan”) is a noncontributory, defined benefit, single employer pension plan, which provides retirement benefits for all eligible employees of the Company. Benefits paid by the Plan are calculated based on years of service, highest five-year average earnings, primary Social Security benefit and retirement age. Effective June 2004, the Company froze the Plan and no additional benefits accrued to participants subsequent to that date. The Plan is administered by Wells Fargo Bank and Mercer Human Resource Consulting.

The Plan is funded consistent with the funding requirements of federal law and regulations. There were funding contributions of \$250,000 and \$125,000 during the three months ended July 31, 2016 and 2015, respectively and \$375,000 during the nine months ended July 31, 2016 and 2015.

The net periodic pension costs for the Plan for the three months ended July 31 were as follows:

|                                | 2016      | 2015      |
|--------------------------------|-----------|-----------|
| Administrative expenses        | \$31,000  | \$34,000  |
| Interest cost                  | 209,000   | 213,000   |
| Expected return on plan assets | (269,000) | (282,000) |
| Recognized actuarial loss      | 186,000   | 246,000   |
| Net periodic benefit cost      | \$157,000 | \$211,000 |

**Limoneira Company**

Notes to Consolidated Financial Statements (unaudited) (continued)

**17. Retirement Plans (continued)**

The net periodic pension costs for the Plan for the nine months ended July 31 were as follows:

|                                | 2016      | 2015      |
|--------------------------------|-----------|-----------|
| Administrative expenses        | \$93,000  | \$102,000 |
| Interest cost                  | 627,000   | 639,000   |
| Expected return on plan assets | (807,000) | (846,000) |
| Recognized actuarial loss      | 558,000   | 738,000   |
| Net periodic pension cost      | \$471,000 | \$633,000 |

**18. Other Long-Term Liabilities**

Other long-term liabilities consist of the following:

|   | <b>July 31,</b> | October     |
|---|-----------------|-------------|
|   | <b>2016</b>     | 31,         |
|   |                 | 2015        |
| Minimum pension liability                   | \$3,896,000     | \$4,359,000 |
| Fair value of derivative instrument         | 736,000         | 935,000     |
| Contingent consideration                    | 300,000         | 300,000     |
| Deposit received for joint venture interest | -               | 2,000,000   |
| Other                                       | 47,000          | 47,000      |
|   | \$4,979,000     | \$7,641,000 |

**19. Stock-based Compensation**



The Company has a stock-based compensation plan (the “Stock Plan”) that allows for the grant of common stock of the Company to members of management based on achievement of certain annual financial performance and other criteria. The number of shares granted is based on a percentage of the employee’s base salary divided by the stock price on the grant date. Shares granted under the Stock Plan generally vest over a three-year period.

In December 2015, 27,424 shares of common stock with a per share value of \$15.29 were granted to management under the Stock Plan for fiscal year 2015 performance, resulting in total compensation expense of approximately \$410,000, with \$130,000 recognized in the year ended October 31, 2015 and the balance to be recognized over the next two years as the shares vest. In December 2014, 42,085 shares of common stock with a per share value of \$25.35 were granted to management under the Stock Plan for fiscal 2014 performance, resulting in a total compensation expense of approximately \$1,071,000, with \$367,000 recognized in the year ended October 31, 2014 and the balance to be recognized over the next two years as the shares vest. In December 2013, 27,091 shares of common stock with a per share value of \$26.82 were granted to management under the Stock Plan for fiscal year 2013 performance, resulting in total compensation expense of approximately \$727,000, with \$253,000 recognized in the year ended December 31, 2013 and the balance to be recognized over the next two years as the shares vest.

Stock-based compensation expense is included in selling, general and administrative expense and is recognized over the performance and vesting periods as summarized below:

| Performance Year | Shares Granted | <b>Three Months Ended July 31,</b> |           | <b>Nine Months Ended July 31,</b> |            |
|------------------|----------------|------------------------------------|-----------|-----------------------------------|------------|
|                  |                | 2016                               | 2015      | 2016                              | 2015       |
| 2012             | 34,721         | \$ -                               | \$ -      | \$ -                              | \$ 33,000  |
| 2013             | 27,091         | -                                  | 59,000    | -                                 | 179,000    |
| 2014             | 42,085         | 88,000                             | 88,000    | 264,000                           | 262,000    |
| 2015             | 27,424         | 32,000                             | (65,000 ) | 96,000                            | -          |
| 2016             | -              | 379,000                            | -         | 379,000                           | -          |
|                  |                | \$ 499,000                         | \$ 82,000 | \$ 739,000                        | \$ 474,000 |

## **Limoneira Company**

### **Notes to Consolidated Financial Statements (unaudited) (continued)**

#### **19. Stock-based Compensation (continued)**

During the three months ended January 31, 2016 and 2015 members of management exchanged 12,433 and 10,907 shares, respectively of common stock with fair value of \$190,000 and \$275,000, respectively, at the date of the exchanges, for the payment of payroll taxes associated with the vesting of shares under the Company's stock-based compensation programs.

During January 2016 and 2015, 21,905 and 15,077 shares, respectively, of common stock were granted to the Company's non-employee directors under the Company's stock-based compensation plans. The Company recognized \$273,000 and \$325,000 of stock-based compensation to non-employee directors during the nine months ended July 31, 2016 and 2015, respectively.

#### **20. Segment Information**

The Company operates in four reportable operating segments; lemon operations, other agribusiness, rental operations and real estate development. The reportable operating segments of the Company are strategic business units with different products and services, distribution processes and customer bases. The lemon operations segment includes farming, harvesting and lemon packing. The other agribusiness segment includes farming and harvesting of avocados, oranges and specialty citrus. The rental operations segment includes housing and commercial rental operations, leased land and organic recycling. The real estate development segment includes real estate development operations. The Company does not separately allocate depreciation and amortization to its lemon operations and other agribusiness segments. No asset information is provided for reportable segments as these specified amounts are not included in the measure of segment profit or loss reviewed by the Company's chief operating decision maker. The Company measures operating performance, including revenues and operating income, of its operating segments and allocates resources based on its evaluation. The Company does not allocate selling, general and administrative expense, other income, interest expense and income taxes, or specifically identify them to its operating segments.

During the fourth quarter of fiscal year 2015, the Company changed the composition of its operating segments from three reportable segments to four reportable segments by presenting lemon operations separate from other

agribusiness. This change was made to align operating segments with the basis that the chief operating decision maker uses to review financial information to make operating decisions, assess performance, develop strategy and allocate capital resources. All prior period disclosures below have been recast to present results on a comparable basis.

**Limoneira Company****Notes to Consolidated Financial Statements (unaudited) (continued)****20. Segment Information (continued)**

Segment information for the three months ended July 31, 2016 and 2015:

|  | Three Months Ended July 31, |               |
|--|-----------------------------|---------------|
|  | 2016                        | 2015          |
| Lemon operations:  |                             |               |
| Revenues   | \$ 26,209,000               | \$ 23,859,000 |
| Costs and expenses   | 15,614,000                  | 13,843,000    |
| Operating income   | 10,595,000                  | 10,016,000    |
| Other agribusiness:  |                             |               |
| Revenues   | 12,221,000                  | 4,607,000     |
| Costs and expenses   | 4,342,000                   | 2,837,000     |
| Operating income   | 7,879,000                   | 1,770,000     |
| Lemon and other agribusiness depreciation and amortization | 1,195,000                   | 791,000       |
| Total agribusiness operating income                        | 17,279,000                  | 10,995,000    |
| Rental operations:   |                             |               |
| Revenues   | 1,454,000                   | 1,311,000     |
| Costs and expenses   | 702,000                     | 755,000       |
| Depreciation and amortization                              | 187,000                     | 152,000       |
| Operating income   | 565,000                     | 404,000       |
| Real estate development:                                   |                             |               |
| Revenues   | 19,000                      | 34,000        |
| Costs and expenses   | 234,000                     | 313,000       |
| Depreciation and amortization                              | 15,000                      | 12,000        |
| Operating loss   | (230,000 )                  | (291,000 )    |
| Selling, general and administrative expenses               | (3,420,000 )                | (3,270,000 )  |
| Total operating income                                     | \$ 14,194,000               | \$ 7,838,000  |



**Limoneira Company****Notes to Consolidated Financial Statements (unaudited) (continued)****20. Segment Information (continued)**

The following table sets forth revenues by category, by segment for three months ended July 31, 2016 and 2015:

|                                    | Three Months Ended July 30, |               |
|------------------------------------|-----------------------------|---------------|
|                                    | 2016                        | 2015          |
| Lemon operations revenues          | \$ 26,209,000               | \$ 23,859,000 |
| Avocados                           | 9,571,000                   | 3,027,000     |
| Navel and Valencia oranges         | 1,891,000                   | 1,020,000     |
| Specialty citrus and other crops   | 759,000                     | 560,000       |
| Other agribusiness revenues        | 12,221,000                  | 4,607,000     |
| Residential and commercial rentals | 903,000                     | 728,000       |
| Leased land                        | 441,000                     | 480,000       |
| Organic recycling and other        | 110,000                     | 103,000       |
| Rental operations revenues         | 1,454,000                   | 1,311,000     |
| Real estate development revenues   | 19,000                      | 34,000        |
| Total revenues                     | \$ 39,903,000               | \$ 29,811,000 |

**Limoneira Company****Notes to Consolidated Financial Statements (unaudited) (continued)****20. Segment Information (continued)**

Segment information for the nine months ended July 31, 2016 and 2015:

|  | Nine Months Ended July 31, |               |
|--|----------------------------|---------------|
|  | 2016                       | 2015          |
| Lemon operations:  |                            |               |
| Revenues   | \$ 68,852,000              | \$ 67,385,000 |
| Costs and expenses   | 53,719,000                 | 50,484,000    |
| Operating income   | 15,133,000                 | 16,901,000    |
| Other agribusiness:  |                            |               |
| Revenues   | 19,091,000                 | 14,883,000    |
| Costs and expenses   | 11,046,000                 | 10,449,000    |
| Operating income   | 8,045,000                  | 4,434,000     |
| Lemon and other agribusiness depreciation and amortization | 3,096,000                  | 2,375,000     |
| Total agribusiness operating income                        | 20,082,000                 | 18,960,000    |
| Rental operations:   |                            |               |
| Revenues   | 4,273,000                  | 3,769,000     |
| Costs and expenses   | 2,166,000                  | 2,062,000     |
| Depreciation and amortization                              | 545,000                    | 409,000       |
| Operating income   | 1,562,000                  | 1,298,000     |
| Real estate development:                                   |                            |               |
| Revenues   | 39,000                     | 62,000        |
| Costs and expenses   | 1,835,000                  | 772,000       |
| Depreciation and amortization                              | 45,000                     | 34,000        |
| Operating loss   | (1,841,000 )               | (744,000 )    |
| Selling, general and administrative expenses               | (9,728,000 )               | (10,053,000 ) |
| Total operating income                                     | \$ 10,075,000              | \$ 9,461,000  |





**Limoneira Company****Notes to Consolidated Financial Statements (unaudited) (continued)****20. Segment Information (continued)**

The following table sets forth revenues by category, by segment for nine months ended July 31, 2016 and 2015:

|                                    | Nine Months Ended July 31, |               |
|------------------------------------|----------------------------|---------------|
|                                    | 2016                       | 2015          |
| Lemon operations revenues          | \$ 68,852,000              | \$ 67,385,000 |
| Avocados                           | 10,759,000                 | 7,142,000     |
| Navel and Valencia oranges         | 5,576,000                  | 5,054,000     |
| Specialty citrus and other crops   | 2,756,000                  | 2,687,000     |
| Other agribusiness revenues        | 19,091,000                 | 14,883,000    |
| Residential and commercial rentals | 2,655,000                  | 2,012,000     |
| Leased land                        | 1,386,000                  | 1,413,000     |
| Organic recycling and other        | 232,000                    | 344,000       |
| Rental operations revenues         | 4,273,000                  | 3,769,000     |
| Real estate development revenues   | 39,000                     | 62,000        |
| Total revenues                     | \$ 92,255,000              | \$ 86,099,000 |

**21. Subsequent Events**

The Company has evaluated events subsequent to July 31, 2016 through the filing date to assess the need for potential recognition or disclosure in this Quarterly Report on Form 10-Q. Based upon this evaluation, except as described in the notes to the consolidated financial statements, it was determined that no other subsequent events occurred that require recognition or disclosure in the unaudited consolidated financial statements.

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

### Overview

Limoneira Company was incorporated in Delaware in 1990 as the successor to several businesses with operations in California since 1893. We also have agricultural operations in Yuma, Arizona, through our subsidiary, Associated Citrus Packers, Inc. ("Associated") and in Chile in connection with our 35% interest in Rosales S.A., a citrus packing, marketing and sales business located in La Serena.

We are an agribusiness and real estate development company founded and based in Santa Paula, California, committed to responsibly using and managing our approximately 10,700 acres of land, water resources and other assets to maximize long-term shareholder value. Our current operations consist of fruit production, sales and marketing, real estate development and capital investment activities.

We are one of California's oldest citrus growers. According to Sunkist Growers, Inc. ("Sunkist"), we are one of the largest growers of lemons in the United States and, according to the California Avocado Commission, one of the largest growers of avocados in the United States. In addition to growing lemons and avocados, we grow oranges and a variety of specialty citrus and other crops. We have agricultural plantings throughout Ventura, Tulare, San Bernardino and San Luis Obispo Counties in California and in Yuma County in Arizona, which plantings consist of approximately 4,200 acres of lemons, 1,100 acres of avocados, 1,400 acres of oranges and 900 acres of specialty citrus and other crops. We also operate our own packinghouses in Santa Paula, California and Yuma, Arizona, where we process, pack and sell lemons that we grow, as well as lemons grown by others.

Our water resources include water rights, usage rights and pumping rights to the water in aquifers under, and canals that run through, the land we own. Water for our farming operations is sourced from the existing water resources associated with our land, which includes rights to water in the adjudicated Santa Paula Basin (aquifer) and the un-adjudicated Fillmore and Paso Robles Basins (aquifers). We use ground water from the San Joaquin Valley Basin and water from local water and irrigation districts in Tulare County, which is in California's San Joaquin Valley. We also use ground water from the Cadiz Valley Basin in California's San Bernardino County and surface water in Arizona from the Colorado River through the Yuma Mesa Irrigation and Drainage District ("YMIDD").

For more than 100 years, we have been making strategic investments in California agriculture and real estate development. We currently have four active real estate development projects in California. These projects include multi-family housing and single-family homes comprising approximately 260 completed rental units and another approximately 1,800 units in various stages of planning and development.

## **Business Division Summary**

We have three business divisions: agribusiness, rental operations and real estate development. The agribusiness division is comprised of two reportable segments, lemon operations and other agribusiness, and includes our farming, harvesting, lemon packing and lemon sales operations. The rental operations division includes our residential and commercial rentals, leased land operations and organic recycling. The real estate development division includes our real estate projects and development. Financial information and discussion of our four reportable segments, lemon operations, other agribusiness, rental operations and real estate development, are contained in the notes to the accompanying consolidated financial statements of this Quarterly Report.

### ***Agribusiness***

The agribusiness division is comprised of two of our reportable segments, lemon operations and other agribusiness, and represented approximately 95%, 95% and 94% of our fiscal year 2015, 2014 and 2013 consolidated revenues, respectively, of which lemon operations represented 79%, 77% and 68% of our fiscal year 2015, 2014 and 2013 consolidated revenues, respectively, and other agribusiness represented 16%, 18% and 26% of our fiscal year 2015, 2014 and 2013 consolidated revenues, respectively.

We are one of the largest growers of lemons and avocados in the United States. We market and sell lemons directly to our foodservice, wholesale and retail customers throughout the United States, Canada, Asia and other international markets. In the nine months ended July 31, 2016, lemon sales were comprised of approximately 77% in domestic and Canadian sales, 20% in sales to domestic exporters and 3% in international sales. We are a member of Sunkist, an agricultural marketing cooperative, and we sell our oranges, specialty citrus and other crops to Sunkist-licensed and other third-party packinghouses.

Historically, our agribusiness operations have been seasonal in nature with quarterly revenue fluctuating depending on the timing and variety of crops being harvested. Cultural costs in our agribusiness tend to be higher in the first and second quarters and lower in the third and fourth quarters because of the timing of expensing cultural costs in the current year that were inventoried in the prior year. Our harvest costs generally increase in the second quarter and peak in the third quarter coinciding with the increasing production and revenue.

Fluctuations in price are a function of global supply and demand with weather conditions, such as unusually low temperatures, typically having the most dramatic effect on the amount of lemons supplied in any individual growing season. We believe we have a competitive advantage by maintaining our own lemon packing operations, even though a significant portion of the costs related to our lemon packing operations are fixed. As a result, cost per carton is a function of fruit throughput. While we regularly monitor our costs for redundancies and opportunities for cost reductions, we also supplement the number of lemons we pack in our packinghouse with additional lemons from other growers. Because the fresh utilization rate for our lemons, or percentage of lemons we harvest and pack that go to the fresh market, is directly related to the quality of lemons we pack and, consequently, the price we receive per 40-pound box, we only pack lemons from other growers if we determine their lemons are of good quality.

Our avocado producing business is important to us yet faces some constraints on growth as there is little additional land that can be cost-effectively acquired to support new avocado orchards in Southern California. Also, avocado production is cyclical as avocados typically bear fruit on a bi-annual basis with large crops in one year followed by smaller crops the next year. While our avocado production can be volatile, the profitability and cash flow realized from our avocados frequently offsets occasional losses in other crops we grow and helps to diversify our fruit production base.

In addition to growing lemons and avocados, we grow oranges, specialty citrus and other crops, typically utilizing land not suitable for growing high quality lemons. We regularly monitor demand for the fruit we grow in the ever-changing marketplace to identify trends. For instance, while per capita consumption of oranges in the United States has been decreasing since 2000 primarily as a result of consumers increasing their consumption of mandarin oranges and other specialty citrus, the international market demand for U.S. oranges has increased. As a result, we have focused our orange production on high quality late season Navel oranges primarily for export to Japan, China and Korea, which are typically highly profitable niche markets. We produce our specialty citrus and other crops in response to consumer trends we identify and believe that we are a leader in the niche production and sale of certain of these high margin fruits. Because we carefully monitor the respective markets of specialty citrus and other crops, we believe that demand for the types and varieties of specialty citrus and other crops that we grow will continue to increase throughout the world.

### ***Rental Operations Division***

Our rental operations division is provided for in our financial statements as its own reportable segment and includes our residential and commercial rentals, leased land operations and organic recycling. Our rental operations division represented approximately 5%, 4% and 5% of our consolidated revenues in fiscal years 2015, 2014 and 2013, respectively. Our residential rental units generate reliable cash flows which we use to partially fund the operations of all three of our business divisions and provide affordable housing to many of our employees, including our agribusiness employees; a unique employment benefit that helps us maintain a dependable, long-term employee base. In addition, our leased land business provides us with a typically profitable diversification. Revenue from our rental operations division is generally level throughout the year.

### ***Real Estate Development***

Our real estate development division is provided for in our financial statements as its own reportable segment and includes our real estate development operations. The real estate development division had no significant revenue in fiscal year 2015 and represented 1% of our consolidated revenues in fiscal years 2014 and 2013. We recognize that long-term strategies are required for successful real estate development activities. Our goal is to redeploy real estate earnings and cash flow into the expansion of our agribusiness and other income producing real estate.

### **Water Resources and California Drought**

Our water resources include water rights, usage rights and pumping rights to the water in aquifers under, and canals that run through, the land we own. Water for our farming operations is sourced from the existing water resources associated with our land, which includes rights to water in the adjudicated Santa Paula Basin (aquifer) and the un-adjudicated Fillmore and Paso Robles Basins (aquifers). We use ground water and water from local water and irrigation districts in California's Tulare County, which is in the San Joaquin Valley. We also use ground water from the Cadiz Valley Basin in California's San Bernardino County and following our acquisition of Associated we began using surface water in Arizona from the Colorado River through the YMIDD.

California has historically experienced periods of below average precipitation. Currently, it is experiencing one of its most severe droughts on record. This year's precipitation has brought relief to California's drought conditions, although the last few years have been among the most severe droughts on record. Rainfall, snow levels and water content of snow pack have been significantly below historical averages. These conditions have resulted in reduced water levels in streams, rivers, lakes, aquifers and reservoirs and the governor of California declared a drought State of Emergency in February 2014. Federal officials oversee the Central Valley Project, California's largest water delivery system and 60% of the contracted amount of water is expected to be provided to San Joaquin Valley farmers this year compared to zero in 2014 and 2015.

The impact of the drought on water consumers varies with the sources of available water. Depending on the location of our agricultural operations, we obtain our water from aquifers, water delivered by water federal, state and local water and irrigation districts and rainfall. Our water resources include water rights, usage rights and pumping rights to the water in aquifers under, and canals that run through, the land we own.

Water for our farming operations located in Ventura County, California is sourced from the existing water resources associated with our land, which includes approximately 8,600 acre feet of adjudicated water rights in Santa Paula Basin (aquifer) and the un-adjudicated Fillmore Basin.

We use a combination of ground water provided by wells and water from various local water and irrigation districts in Tulare County, California which is in the agriculturally productive San Joaquin Valley.

We use ground water provided by wells which derive water from the Cadiz Valley Basin at the Cadiz Ranch in San Bernardino County, California.

Our Windfall Farms property located in San Luis Obispo County, California, obtains water from wells deriving water from the Paso Robles Basin.

Our Associated farming operations in Yuma, Arizona source water from the Colorado River through the YMIDD, where we have access to approximately 11,700 acre feet of Class 3 Colorado River water rights.

For the nine months ended July 31, 2016, irrigation costs for our agricultural operations were similar to the same period in fiscal year 2015. Costs may increase as we pump more water than our historical averages and federal, state and local water delivery infrastructure costs may increase to access these limited water supplies. In response to the

drought, we have an ongoing plan for irrigation improvements in fiscal year 2016 that includes drilling new wells and upgrading existing wells and irrigation systems.

We believe we have access to adequate supplies of water for our agricultural operations as well as our real estate development and rental operations divisions of our business and currently do not anticipate the California drought will have a material impact our operating results. However, if the current drought conditions persist or worsen or if regulatory responses to such conditions limit our access to water, our business could be negatively impacted by these conditions and responses in terms of access to water and/or cost of water.

## **Recent Developments**

A project to double the capacity and increase the efficiency of our lemon packing facilities was substantially completed during fiscal year 2015 and became operational in March 2016. To date we have capitalized approximately \$27.9 million of costs in connection with construction services and equipment related to this project. The project is estimated to cost approximately \$28.4 million in the aggregate.

In September 2015 and December 2015, we completed the acquisition of 914 acres of lemon, orange and specialty citrus orchards in California's San Joaquin Valley for approximately \$18.5 million. The orchards were acquired pursuant to purchase options contained in certain operating leases we have been party to since 2012 for approximately 1,000 acres of lemon, orange and specialty citrus and other crops, which we refer to as the Sheldon Ranch leases.

On November 10, 2015, we entered into a joint venture with The Lewis Group of Companies ("Lewis") for the residential development of our East Area I real estate development project. To consummate the transaction, we formed Limoneira Lewis Community Builders, LLC (the "Joint Venture") as the development entity, contributed our East Area I property to the Joint Venture and sold a 50% interest in the Joint Venture to Lewis for \$20.0 million, comprised of a \$2.0 million deposit received in September 2015 and \$18.0 million received on November 10, 2015. We expect to receive \$100.0 million from the Joint Venture over the estimated 7 to 10-year life of the project. The Joint Venture partners will share in capital contributions to fund project costs until loan proceeds and/or revenues are sufficient to fund the project. These funding requirements are currently estimated to total \$10.0 to \$15.0 million for each Joint Venture partner in the first two years of the project, with a smaller amount of funding expected in the first year. We also entered to a lease agreement with the Joint Venture to lease back a portion of the contributed property, which allows us to continue farming the property during the phased build-out of the project.

On December 18, 2015, we drew an advance of \$8.0 million from Wells Fargo Equipment Finance, Inc. and became obligated under an interim funding agreement with Wells Fargo. The advance was obtained in connection with us financing the purchase of certain equipment associated with our new lemon packing facilities. On January 20, 2016, we included the advance in the aggregate funding of a \$10.0 million term loan pursuant to a Master Loan and Security Agreement and a Loan Schedule with Wells Fargo, with a first priority security interest in the equipment to Wells Fargo. The interest rate is 3.58% and the loan is payable in monthly installments through January 2023.

On February 16, 2016, we entered into a Promissory Note and Loan Agreement with Farm Credit West. The loan agreement provides for a \$10.0 million term loan and a \$7.5 million term loan. The term loans mature on March 1, 2036 and are secured by certain of our agricultural properties. The \$10.0 million term loan bears interest at a fixed rate of 4.70% for the life of the loan. The \$7.5 million term loan bears interest at a fixed rate of 3.62% for the first five years of the loan and at the end of such time, will convert to a variable interest rate. The term loans provide for monthly principal and interest payments and are pre-payable in whole or in part after September 1, 2016. The proceeds from the term loans were received February 19, 2016 and were used to pay off the Farm Credit West Line of Credit and pay down outstanding indebtedness under the revolving credit facility we have with Rabobank, N.A., which provides additional availability for acquisitions and real estate development.

In June and July 2016, we sold 60,000 shares of Calavo Growers, Inc. (“Calavo”) common stock at an average price of \$67 per share. Net proceeds from the sale were \$4.0 million and we recognized a gain of \$3.4 million. We continue to own 300,000 shares of Calavo common stock.

On June 23, 2016, we declared a \$0.05 per share dividend which was paid on July 15, 2016 in the aggregate amount of approximately \$0.7 million to common shareholders of record as of July 5, 2016.



## Results of Operations

The following table shows the results of operations for the three and nine months ended July 31:

|   | Quarter Ended July 31, |              | Nine Months Ended July 31, |               |
|---|------------------------|--------------|----------------------------|---------------|
|   | 2016                   | 2015         | 2016                       | 2015          |
| <b>Revenues:</b>                              |                        |              |                            |               |
| Agribusiness                                  | \$38,430,000           | \$28,466,000 | \$87,943,000               | \$82,268,000  |
| Rental operations                             | 1,454,000              | 1,311,000    | 4,273,000                  | 3,769,000     |
| Real estate development                       | 19,000                 | 34,000       | 39,000                     | 62,000        |
| Total revenues                                | 39,903,000             | 29,811,000   | 92,255,000                 | 86,099,000    |
| <b>Costs and expenses:</b>                    |                        |              |                            |               |
| Agribusiness                                  | 21,151,000             | 17,471,000   | 67,861,000                 | 63,308,000    |
| Rental operations                             | 889,000                | 907,000      | 2,711,000                  | 2,471,000     |
| Real estate development                       | 249,000                | 325,000      | 1,880,000                  | 806,000       |
| Selling, general and administrative           | 3,420,000              | 3,270,000    | 9,728,000                  | 10,053,000    |
| Total costs and expenses                      | 25,709,000             | 21,973,000   | 82,180,000                 | 76,638,000    |
| <b>Operating income (loss):</b>               |                        |              |                            |               |
| Agribusiness                                  | 17,279,000             | 10,995,000   | 20,082,000                 | 18,960,000    |
| Rental operations                             | 565,000                | 404,000      | 1,562,000                  | 1,298,000     |
| Real estate development                       | (230,000 )             | (291,000 )   | (1,841,000 )               | (744,000 )    |
| Selling, general and administrative           | (3,420,000 )           | (3,270,000 ) | (9,728,000 )               | (10,053,000 ) |
| Operating income                              | 14,194,000             | 7,838,000    | 10,075,000                 | 9,461,000     |
| <b>Other income (expense):</b>                |                        |              |                            |               |
| Interest expense, net                         | (473,000 )             | (45,000 )    | (1,036,000 )               | (102,000 )    |
| Gain on sale of stock in Calavo Growers, Inc. | 3,419,000              | -            | 3,419,000                  |               |
| Equity in earnings of investments             | 235,000                | 205,000      | 206,000                    | 193,000       |
| Other income, net                             | 47,000                 | 91,000       | 463,000                    | 353,000       |
| Total other income                            | 3,228,000              | 251,000      | 3,052,000                  | 444,000       |
| Income before income tax provision            | 17,422,000             | 8,089,000    | 13,127,000                 | 9,905,000     |
| Income tax provision                          | (6,693,000 )           | (2,776,000 ) | (5,088,000 )               | (3,477,000 )  |
| Net income                                    | \$10,729,000           | \$5,313,000  | \$8,039,000                | \$6,428,000   |

## Non-GAAP Financial Measures

Due to significant depreciable assets associated with the nature of our operations and interest costs associated with our capital structure, management believes that earnings before interest, income taxes, depreciation and amortization (“EBITDA”) and adjusted EBITDA, which excludes impairments on real estate development assets when applicable, is an important measure to evaluate our Company’s results of operations between periods on a more comparable basis. Such measures are widely used by analysts, investors and lenders, as well as by management, in assessing our

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Company's financial performance and business trends relating to our results of operations and financial condition. These measurements are not prepared in accordance with U.S. generally accepted accounting principles ("GAAP") and should not be construed as an alternative to reported results determined in accordance with GAAP. The non-GAAP information provided is unique to our Company and may not be consistent with methodologies used by other companies. EBITDA is summarized and reconciled to net income which management considers to be the most directly comparable financial measure calculated and presented in accordance with GAAP as follows:

|                               | Quarter ended July 31, |              | Nine Months Ended July 31, |               |
|-------------------------------|------------------------|--------------|----------------------------|---------------|
|                               | 2016                   | 2015         | 2016                       | 2015          |
| Net income                    | \$ 10,729,000          | \$ 5,313,000 | \$ 8,039,000               | \$ 6,428,000  |
| Interest expense, net         | 473,000                | 45,000       | 1,036,000                  | 102,000       |
| Income taxes                  | 6,693,000              | 2,776,000    | 5,088,000                  | 3,477,000     |
| Depreciation and amortization | 1,451,000              | 1,010,000    | 3,863,000                  | 2,979,000     |
| EBITDA                        | \$ 19,346,000          | \$ 9,144,000 | \$ 18,026,000              | \$ 12,986,000 |

**Third Quarter of Fiscal Year 2016 Compared to the Third Quarter of Fiscal Year 2015***Revenues*

Total revenue for the third quarter of fiscal year 2016 was \$39.9 million compared to \$29.8 million for the third quarter of fiscal year 2015. The 34% increase of \$10.1 million was primarily the result of increased agribusiness revenue, as detailed below:

|                                  | Agribusiness Revenues for the Quarters Ended |              |             |      |
|----------------------------------|--|--------------|-------------|------|
|                                  | July 31,                                     |              |             |      |
|                                  | 2016   | 2015         | Change      |      |
| Lemons                           | \$26,209,000                                 | \$23,859,000 | \$2,350,000 | 10%  |
| Avocados                         | 9,571,000                                    | 3,027,000    | 6,544,000   | 216% |
| Navel and Valencia oranges       | 1,891,000                                    | 1,020,000    | 871,000     | 85%  |
| Specialty citrus and other crops | 759,000                                      | 560,000      | 199,000     | 36%  |
| Agribusiness revenues            | \$38,430,000                                 | \$28,466,000 | \$9,964,000 | 35%  |

**Lemons:** The increase in the third quarter of fiscal year 2016 was primarily the result of higher volume of fresh lemons sold partially offset by lower prices compared to the same period in fiscal year 2015. During the third quarters of fiscal years 2016 and 2015, fresh lemon sales were \$23.0 million and \$21.3 million, respectively, on 846,000 and 759,000 cartons of lemons sold at average per carton prices of \$27.19 and \$28.06, respectively. Lemon by-product and other lemon sales were \$3.2 million and \$2.6 million in the third quarter of fiscal years 2016 and 2015, respectively.

**Avocados:** The increase in the third quarter of fiscal year 2016 was primarily the result of increased prices and volume of avocados sold compared to the same period in fiscal year 2015. During the third quarter of fiscal year 2016, 9.5 million pounds of avocados were sold at an average per pound price of \$1.01 compared to 3.1 million pounds sold at an average per pound price of \$0.98 during the same period in fiscal year 2015. The fiscal year 2016 avocado harvest is substantially complete with typical volatility in avocado production resulting in strong volume.

**Navel and Valencia oranges:** The increase in the third quarter of fiscal year 2016 was attributable to higher volume of oranges sold partially offset by lower prices compared to the same period in fiscal year 2015. In the third quarter of fiscal year 2016, 338,000 40-pound carton equivalents of oranges were sold at average per carton prices of \$5.59 compared to 123,000 40-pound carton equivalents sold at average per carton prices of \$8.29 in the third quarter of fiscal year 2015.

Specialty citrus and other crops: The increase in the third quarter of fiscal year 2016 was primarily the result of higher volume of specialty citrus sold partially offset by lower prices compared to the same period in fiscal year 2015. During the third quarter of fiscal year 2016, 59,000 40-pound carton equivalents of specialty citrus were sold at an average per carton price of \$12.86 compared to 18,000 40-pound carton equivalents sold at an average per carton price of \$31.11 during the same period in fiscal year 2015.

### *Costs and Expenses*

Total costs and expenses in the third quarter of fiscal year 2016 were \$25.7 million compared to \$22.0 million in the third quarter of fiscal year 2015, for a 17% increase of \$3.7 million. This increase was primarily attributable to increases in our agribusiness costs. Costs associated with our agribusiness include packing costs, harvest costs, growing costs, costs related to the fruit we procure and sell for third-party growers and depreciation expense. These costs are discussed further below:

|                                 | Agribusiness Costs and Expenses for the<br>Quarters Ended July 31, |              |             |     |
|---------------------------------|--|--------------|-------------|-----|
|                                 | 2016   | 2015         | Change      |     |
| Packing costs                   | \$5,878,000  | \$5,155,000  | \$723,000   | 14% |
| Harvest costs                   | 4,417,000  | 2,549,000    | 1,868,000   | 73% |
| Growing costs                   | 4,063,000  | 4,030,000    | 33,000      | 1%  |
| Third-party grower costs        | 5,598,000  | 4,946,000    | 652,000     | 13% |
| Depreciation and amortization   | 1,195,000  | 791,000      | 404,000     | 51% |
| Agribusiness costs and expenses | \$21,151,000   | \$17,471,000 | \$3,680,000 | 21% |

Packing costs: Packing costs consist of the costs to pack lemons for sale such as labor and benefits, cardboard cartons, fruit treatments, packing and shipping supplies and facility operating costs. The increase in the third quarter of fiscal year 2016 is primarily due to higher volume of cartons packed at higher average per carton costs compared to the third quarter of fiscal year 2015. During the third quarter of fiscal year 2016, we packed and sold 846,000 cartons of lemons at average per carton costs of \$6.95 compared to 759,000 cartons of lemons packed and sold at average per carton costs of \$6.79 during the same period in fiscal year 2015. The third quarter of fiscal year 2016 includes certain labor costs associated with learning the operating requirements of our new, expanded lemon packing facility, which became operational in March 2016.

**Harvest costs:** The increase in the third quarter of fiscal year 2016 is primarily attributable to increased volume of lemons, avocados, oranges and specialty citrus harvested compared to the same period in fiscal year 2015.

**Growing costs:** Growing costs, also referred to as cultural costs, consist of orchard maintenance costs such as cultivation, fertilization and soil amendments, pest control, pruning and irrigation. The increase in the third quarter of fiscal year 2016 is primarily due to net increased costs for cultivation, fertilization and soil amendments, pest control, pruning and irrigation compared to the same period in fiscal year 2015. These net increases primarily reflect farm management decisions based on weather, harvest timing and crop conditions.

**Third-party grower costs:** We sell fruit that we grow and fruit that we procure from other growers. The cost of procuring fruit from other growers is referred to as third-party grower costs. The increase in the third quarter of fiscal year 2016 is primarily attributable to increased volume of third-party grower lemons sold. Of the 846,000 and 759,000 cartons sold during the third quarter of fiscal years 2016 and 2015, respectively, 236,000 (28%) and 207,000 (27%) were procured from third-party growers at average per carton prices of \$22.87 and \$22.93, respectively. Additionally, we incurred \$0.2 million of costs for purchased, packed fruit to sell in the third quarter of fiscal years 2016 and 2015.

**Depreciation expense** for the third quarter of fiscal year 2016 was approximately \$0.4 million higher than the third quarter of fiscal year 2015 primarily due to the acquisition of Sheldon Ranches in December 2015 and placement of our new, expanded lemon packing facility into service in March 2016.

**Real estate development expenses** in the third quarter of fiscal year 2016 were \$0.2 million compared to \$0.3 million during the same period in fiscal year 2015.

**Selling, general and administrative expenses** in the third quarter of fiscal year 2016 were \$3.4 million compared to \$3.3 million during the same period in fiscal year 2015. The \$0.1 million increase in the third quarter of fiscal year 2016 is primarily due to higher incentive compensation resulting from an increase in operating results partially offset by lower legal and consulting expenses associated with our East Area I real estate development project.

#### *Other Income/Expense*

**Other income** was \$3.2 million of income for the third quarter of fiscal year 2016 compared to \$0.3 million of income for the third quarter of fiscal year 2015. The \$2.9 million increase in the third quarter of fiscal year 2016 was primarily due to \$3.4 million gain recognized on the sale of stock in Calavo, partially offset by an increase in net interest expense.

*Income Taxes*

We recorded an estimated income tax provision of \$6.7 million in the third quarter of fiscal year 2016 on pre-tax income of \$17.4 million compared to an estimated income tax provision of \$2.8 million on pre-tax income of \$8.1 million in the third quarter of fiscal year 2015. Our projected annual effective tax rate for fiscal year 2016 is approximately 38.9%.

**Nine Months Ended July 31, 2016 Compared to the Nine Months Ended July 31, 2015***Revenues*

Total revenue for the nine months ended July 31, 2016 was \$92.3 million compared to \$86.1 million for the nine months ended July 31, 2015. The 7% increase of \$6.2 million was primarily the result of increased agribusiness revenues as detailed below:

|                                  | Agribusiness Revenues for the Nine Months<br>Ended July 31, |              |             |     |
|----------------------------------|---|--------------|-------------|-----|
|                                  | 2016  | 2015         | Change      |     |
| Lemons                           | \$68,852,000  | \$67,385,000 | \$1,467,000 | 2%  |
| Avocados                         | 10,759,000  | 7,142,000    | 3,617,000   | 51% |
| Navel and Valencia oranges       | 5,576,000   | 5,054,000    | 522,000     | 10% |
| Specialty citrus and other crops | 2,756,000   | 2,687,000    | 69,000      | 3%  |
| Agribusiness revenues            | \$87,943,000  | \$82,268,000 | \$5,675,000 | 7%  |

**Lemons:** The increase in the nine months ended July 31, 2016 was primarily the result of increased volume of fresh lemons sold compared to the same period in fiscal year 2015. In the nine months ended July 31, 2016 and 2015, fresh lemon sales were \$58.2 million and \$57.3 million, respectively, on 2,379,000 and 2,339,000 cartons of lemons sold at average per carton prices of \$24.46 and \$24.50, respectively. Additionally, lemon by-product and other lemon sales were \$10.7 million and \$10.1 million in the nine months ended July 31, 2016 and 2015, respectively.

**Avocados:** The increase in the nine months ended July 31, 2016 was primarily the result of increased volume of avocados sold partially offset by lower prices compared to the same period in fiscal year 2015. In the nine months ended July 31, 2016, 11.4 million pounds of avocados were sold at an average per pound price of \$0.95 per pound compared to 7.0 million pounds sold at an average per pound price of \$1.02 during the same period in fiscal year 2015. The fiscal year 2016 avocado harvest is substantially complete with typical volatility in avocado production resulting in strong volume.

**Navel and Valencia oranges:** The increase in the nine months ended July 31, 2016 was attributable to higher volume of oranges sold partially offset by lower prices compared to the same period in fiscal year 2015. In the nine months ended July 31, 2016, 998,000 40-pound carton equivalents of oranges were sold at average per carton prices of \$5.59 compared to 688,000 40-pound carton equivalents sold at average per carton prices of \$7.35 during the same period in fiscal year 2015.

Specialty citrus and other crops: The increase in the nine months ended July 31, 2016 was primarily the result of higher volume of specialty citrus sold partially offset by lower prices compared to the same period in fiscal year 2015. In the nine months ended July 31, 2016, 261,000 40-pound carton equivalents of specialty citrus were sold at an average per carton price of \$10.56 compared to 209,000 40-pound carton equivalents sold at an average per carton price of \$12.86 during the same period in fiscal year 2015.

### *Costs and Expenses*

Total costs and expenses for the nine months ended July 31, 2016 were \$82.2 million compared to \$76.6 million for the nine months ended July 31, 2015, for a 7% increase of \$5.6 million. This increase was primarily attributable to increases in our agribusiness costs and real estate development expenses. Costs associated with our agribusiness include packing costs, harvest costs, growing costs, costs related to the fruit we procure for third-party growers and depreciation expense. These costs are discussed further below:

|                                 | Agribusiness Costs and Expenses for the Nine Months Ended July 31, |              |             |      |
|---------------------------------|--|--------------|-------------|------|
|                                 | 2016   | 2015         | Change      |      |
| Packing costs                   | \$17,900,000   | \$16,947,000 | \$953,000   | 6%   |
| Harvest costs                   | 11,393,000   | 9,753,000    | 1,640,000   | 17%  |
| Growing costs                   | 15,175,000   | 16,050,000   | (875,000 )  | (5)% |
| Third-party grower costs        | 20,297,000   | 18,183,000   | 2,114,000   | 12%  |
| Depreciation and amortization   | 3,096,000  | 2,375,000    | 721,000     | 30%  |
| Agribusiness costs and expenses | \$67,861,000   | \$63,308,000 | \$4,553,000 | 7%   |

Packing costs: Packing costs consist of the costs to pack lemons for sale such as labor and benefits, cardboard cartons, fruit treatments, packing and shipping supplies and facility operating costs. The increase in the nine months ended July 31, 2016 was primarily due to higher volume of cartons packed at higher average per carton costs compared to the same period in fiscal year 2015. In the nine months ended July 31, 2016, we packed and sold 2,379,000 cartons of lemons and 55,000 cartons of specialty citrus at average per carton costs of \$7.35 compared to 2,339,000 cartons of lemons and 58,000 cartons of specialty citrus packed and sold at average per carton costs of \$7.07 during the same period in fiscal year 2015. The nine months ended July 31, 2016 includes certain labor costs associated with starting up and learning the operating requirements of our new, expanded lemon packing facility, which became operational in March 2016.



Harvest costs: The increase in the nine months ended July 31, 2016 was primarily attributable to higher lemon, avocado, orange and specialty citrus harvest volumes compared to the same period in fiscal year 2015.

Growing costs: Growing costs, also referred to as cultural costs, consist of orchard maintenance costs such as cultivation, fertilization and soil amendments, pest control, pruning and irrigation. The decrease in growing costs in the nine months ended July 31, 2016 is primarily due to \$0.6 million lower lease expense as a result of the Sheldon Ranch acquisition and net decreased costs of \$0.3 million for fertilization and soil amendments, pest control and irrigation compared to the same period in fiscal year 2015. These net decreases reflect farm management decisions based on weather, harvest timing and crop conditions.

Third-party grower costs: We sell fruit that we grow and fruit that we procure from other growers. The cost of procuring fruit from other growers is referred to as third-party grower costs. The increase in the nine months ended July 31, 2016 was primarily attributable to higher prices and volume of third-party grower lemons sold. Of the 2,434,000 and 2,397,000 cartons of lemons and specialty citrus packed and sold during the nine months ended July 31, 2016 and 2015, respectively, 1,006,000 (41%) and 909,000 (38%) were procured from third-party growers at average per carton costs of \$19.88 and \$19.34, respectively. Additionally, we incurred \$0.3 million of costs for purchased, packed fruit to sell in the nine months ended July 31, 2016, compared to \$0.6 million during the same period in fiscal year 2015.

Depreciation expense for the nine months ended July 31, 2016 was \$0.7 million higher than nine months ended July 31, 2015 due to the acquisition of Sheldon Ranches in December 2015 and placement of our new, expanded lemon packing facility into service in March 2016.

Real estate development expenses in the nine months ended July 31, 2016 were \$1.9 million compared to \$0.8 million during the same period in fiscal year 2015. The increase in fiscal year 2016 was primarily due to \$1.2 million of transaction costs paid upon entering into a joint venture with Lewis Group of Companies for the residential development of our East Area I real estate development project.

Selling, general and administrative expenses in the nine months ended July 31, 2016 were \$9.7 million compared to \$10.1 million during the same period in fiscal year 2015. The decrease in fiscal year 2016 is primarily due to lower legal and consulting expenses associated with our East Area I real estate development project partially offset by higher incentive compensation resulting from an increase in operating results.

#### *Other Income (Expense)*

Other income was \$3.1 million for the nine months ended July 31, 2016 compared to \$0.4 million for the same period in fiscal year 2015. The \$2.6 million increase in fiscal year 2016 was primarily due to \$3.4 million gain recognized on

the sale of stock in Calavo, partially offset by an increase in net interest expense.

*Income Taxes*

We recorded an estimated income tax provision of \$5.1 million in the nine months ended July 31, 2016 on a pre-tax income of \$13.1 million compared to an estimated income tax provision of \$3.5 million on a pre-tax income of \$9.9 million in the nine months ended July 31, 2015. Our projected annual effective tax rate for fiscal year 2016 is approximately 38.9%.

**Segment Results of Operations**

We evaluate the performance of our agribusiness, rental operations and real estate development segments separately to monitor the different factors affecting financial results. Each segment is subject to review and evaluations related to current market conditions, market opportunities and available resources. The following table shows the segment results of operations for the three and nine months ended July 31, 2016 and 2015:

|  | Quarter Ended July 31, |              | Nine Months Ended July 31, |               |
|--|------------------------|--------------|----------------------------|---------------|
|  | 2016                   | 2015         | 2016                       | 2015          |
| <b>Lemon operations:</b>                                   |                        |              |                            |               |
| Revenues   | \$26,209,000           | \$23,859,000 | \$68,852,000               | \$67,385,000  |
| Costs and expenses   | 15,614,000             | 13,843,000   | 53,719,000                 | 50,484,000    |
| Operating income   | 10,595,000             | 10,016,000   | 15,133,000                 | 16,901,000    |
| <b>Other agribusiness:</b>                                 |                        |              |                            |               |
| Revenues   | 12,221,000             | 4,607,000    | 19,091,000                 | 14,883,000    |
| Costs and expenses   | 4,342,000              | 2,837,000    | 11,046,000                 | 10,449,000    |
| Operating income   | 7,879,000              | 1,770,000    | 8,045,000                  | 4,434,000     |
| Lemon and other agribusiness depreciation and amortization | 1,195,000              | 791,000      | 3,096,000                  | 2,375,000     |
| Total agribusiness operating income                        | 17,279,000             | 10,995,000   | 20,082,000                 | 18,960,000    |
| <b>Rental operations:</b>                                  |                        |              |                            |               |
| Revenues   | 1,454,000              | 1,311,000    | 4,273,000                  | 3,769,000     |
| Costs and expenses   | 702,000                | 755,000      | 2,166,000                  | 2,062,000     |
| Depreciation and amortization                              | 187,000                | 152,000      | 545,000                    | 409,000       |
| Operating income   | 565,000                | 404,000      | 1,562,000                  | 1,298,000     |
| <b>Real estate development:</b>                            |                        |              |                            |               |
| Revenues   | 19,000                 | 34,000       | 39,000                     | 62,000        |
| Costs and expenses   | 234,000                | 313,000      | 1,835,000                  | 772,000       |
| Depreciation and amortization                              | 15,000                 | 12,000       | 45,000                     | 34,000        |
| Operating loss   | (230,000 )             | (291,000 )   | (1,841,000 )               | (744,000 )    |
| Selling, general and administrative expenses               | (3,420,000 )           | (3,270,000 ) | (9,728,000 )               | (10,053,000 ) |
| Total operating income                                     | \$14,194,000           | \$7,838,000  | \$10,075,000               | \$9,461,000   |

**Third Quarter of Fiscal Year 2016 Compared to the Third Quarter of Fiscal Year 2015**

*The following analysis should be read in conjunction with the previous section “Results of Operations”.*

*Lemon operations*

For the third quarter of fiscal year 2016, our lemon operations segment revenue was \$26.2 million compared to \$23.9 million for the third quarter of fiscal year 2015.

Costs and expenses associated with our lemon operations segment include packing costs, harvest costs, growing costs, costs related to the fruit we procure and sell for third-party growers and depreciation expense. For the third quarter of fiscal year 2016, our lemon operations costs and expenses were \$15.6 million compared to \$13.8 million for the third quarter of fiscal year 2015. The 13% increase of \$1.8 million primarily consisted of the following:

Packing costs for the third quarter of fiscal year 2016 were \$0.7 million higher than the third quarter of fiscal year 2015.

Harvest costs for the third quarter of fiscal year 2016 were \$0.6 million higher than the third quarter of fiscal year 2015.

Growing costs for the third quarter of fiscal year 2016 were \$0.2 million lower than the third quarter of fiscal year 2015.

Third-party grower costs for the third quarter of fiscal year 2016 were \$0.7 million higher than the third quarter of fiscal year 2015.

*Other agribusiness*

For the third quarter of fiscal year 2016, our other agribusiness segment revenue was \$12.2 million compared to \$4.6 million for the third quarter of fiscal year 2015. The 165% increase of \$7.6 million primarily consisted of the following:

Avocado revenue for the third quarter of fiscal year 2016 was \$6.5 million higher than the third quarter of fiscal year 2015.

Navel and Valencia orange revenues for the third quarter of fiscal year 2016 were \$0.9 million higher than the third quarter of fiscal year 2015.

Specialty citrus and other crop revenues for the third quarter of fiscal year 2016 were \$0.2 million higher than the third quarter of fiscal year 2015.

Costs and expenses associated with our other agribusiness segment include harvest costs and growing costs. For the third quarter of fiscal year 2016, our other agribusiness costs and expenses were \$4.3 million compared to \$2.8 million for the third quarter of fiscal year 2015. The 53% increase of \$1.5 million primarily consisted of the following:

Harvest costs for the third quarter of fiscal year 2016 were \$1.2 million higher than the third quarter of fiscal year 2015.

Growing costs for the third quarter of fiscal year 2016 were \$0.3 million higher than the third quarter of fiscal year 2015.

Lemon and other agribusiness depreciation and amortization for the third quarter of fiscal year 2016 were \$0.4 million higher than the third quarter of fiscal year 2015.

*Rental Operations*

For the third quarter of fiscal year 2016 our rental operations had revenues of \$1.5 million compared to \$1.3 million in the third quarter of fiscal year 2015. The \$0.2 million increase in the third quarter of fiscal year 2016 was primarily due to additional rental revenue from our agriculture workforce housing units that we began renting in May 2015.

Costs and expenses in our rental operations segment were \$0.9 million in the third quarter of fiscal years 2016 and 2015. Depreciation expense was similar quarter to quarter at approximately \$0.2 million.

#### *Real Estate Development*

Our real estate development segment had no significant revenues in the third quarters of fiscal years 2016 and 2015.

Costs and expenses in our real estate development segment were \$0.2 million and \$0.3 million in the third quarters of fiscal years 2016 and 2015, respectively.

#### *Selling, general and administrative expenses*

Selling, general and administrative costs and expenses include selling general and administrative costs and other costs not allocated to the operating segments. Selling, general and administrative costs and expenses for the third quarter of fiscal year 2016 were \$3.4 million compared to \$3.3 million for the third quarter of fiscal year 2015. Depreciation expense was similar quarter to quarter at approximately \$50,000.

### **Nine Months Ended July 31, 2016 Compared to the Nine Months Ended July 31, 2015**

*The following analysis should be read in conjunction with the previous section "Results of Operations".*

#### *Lemon operations*

For the nine months ended July 31, 2016, our lemon operations segment revenue was \$68.9 million compared to \$67.4 million for the same period in fiscal year 2015.



Costs and expenses associated with our lemon operations segment include packing costs, harvest costs, growing costs, costs related to the fruit we procure and sell for third-party growers and depreciation expense. For the nine months ended July 31, 2016, our lemon operations costs and expenses were \$53.7 million compared to \$50.5 million for the same period in fiscal year 2015. The 6% increase of \$3.2 million primarily consisted of the following:

Packing costs for the nine months ended July 31, 2016 were \$1.0 million higher than the same period in fiscal year 2015.

Harvest costs for the nine months ended July 31, 2016 were \$0.5 million higher than the same period in fiscal year 2015.

Growing costs for the nine months ended July 31, 2016 were \$0.3 million lower than the same period in fiscal year 2015.

Third-party grower costs for the nine months ended July 31, 2016 were \$2.1 million higher than the same period in fiscal year 2015.

*Other agribusiness*

For the nine months ended July 31, 2016, our other agribusiness segment revenue was \$19.1 million compared to \$14.9 million for the same period in fiscal year 2015. The 28% increase of \$4.2 million primarily consisted of the following:

Avocado revenue for the nine months ended July 31, 2016 was \$3.6 million higher than the same period in fiscal year 2015.

Navel and Valencia orange revenues for the nine months ended July 31, 2016 were \$0.5 million higher than the same period in fiscal year 2015.

Specialty citrus and other crop revenues for the nine months ended July 31, 2016 were \$0.1 million higher than the same period in fiscal year 2015.

Costs and expenses associated with our other agribusiness segment include harvest costs and growing costs. For the nine months ended July 31, 2016, our other agribusiness costs and expenses were \$11.0 million compared to \$10.4



million for the same period in fiscal year 2015. The 6% increase of \$0.6 million primarily consisted of the following:

Harvest costs for the nine months ended July 31, 2016 were \$1.2 million higher than the same period in fiscal year 2015.

Growing costs for the nine months ended July 31, 2016 were \$0.6 million lower than the same period in fiscal year 2015.

Lemon and other agribusiness depreciation and amortization for the nine months ended July 31, 2016 were \$0.7 million higher than the same period in fiscal year 2015.

#### *Rental Operations*

Our rental operations segment had revenues of approximately \$4.3 million and \$3.8 million in the nine months ended July 31, 2016 and 2015, respectively. The \$0.5 million increase in fiscal year 2016 was primarily due to additional rental revenue from our agriculture workforce housing units that we began renting in May 2015.

Costs in our rental operations segment were approximately \$2.7 million and \$2.5 million for the nine months ended July 31, 2016 and 2015, respectively. Depreciation expense was \$0.5 million and \$0.4 million for the nine months ended July 31, 2016 and 2015, respectively.

#### *Real Estate Development*

Our real estate development segment had no significant revenues in the nine months ended July 31, 2016 and 2015.

Real estate development costs and expenses were approximately \$1.9 million and \$0.8 million for the nine months ended July 31, 2016 and 2015, respectively.

#### *Selling, general and administrative expenses*

Selling, general and administrative costs and expenses include selling, general and administrative costs and other costs not allocated to the operating segments. Selling, general and administrative costs and expenses for the nine months ended July 31, 2016 were \$0.3 million lower than the nine months ended July 31, 2015. Depreciation expense was similar period to period at approximately \$0.2 million.

## Seasonal Operations

Historically, our agribusiness operations have been seasonal in nature with quarterly revenue fluctuating depending on the timing and variety of crops being harvested. Cultural costs in our agribusiness tend to be higher in the first and second quarters and lower in the third and fourth quarters because of the timing of expensing cultural costs in the current year that were inventoried in the prior year. Our harvest costs generally increase in the second quarter and peak in the third quarter coinciding with the increasing production and revenue. Due to this seasonality and to avoid the inference that interim results are indicative of the estimated results for a full fiscal year, we present supplemental information for 12-month periods ended at the interim date for the current and preceding years.

## Results of Operations for the Trailing Twelve Months ended July 31, 2016 and July 31, 2015

The following table shows the unaudited results of operations for the trailing twelve months ended:

|   | Trailing twelve months ended July 31, |               |
|---|---------------------------------------|---------------|
|   | 2016                                  | 2015          |
| Net revenues:                                   |                                       |               |
| Agribusiness                                    | \$ 100,799,000                        | \$ 97,309,000 |
| Rental operations                               | 5,608,000                             | 4,926,000     |
| Real estate development                         | 60,000                                | 166,000       |
| Total net revenues                              | 106,467,000                           | 102,401,000   |
| Costs and expenses:                             |                                       |               |
| Agribusiness                                    | 81,739,000                            | 78,903,000    |
| Rental operations                               | 3,680,000                             | 3,313,000     |
| Real estate development                         | 2,404,000                             | 1,185,000     |
| Selling, general and administrative             | 13,447,000                            | 14,063,000    |
| Total costs and expenses                        | 101,270,000                           | 97,464,000    |
| Operating income                                | 5,197,000                             | 4,937,000     |
| Other income (expense):                         |                                       |               |
| Interest expense, net                           | (1,082,000)                           | (101,000)     |
| Gains on sales of stock in Calavo Growers, Inc. | 8,452,000                             | -             |
| Gain on sale of Wilson Ranch                    | 935,000                               | -             |
| Equity in earnings of investments               | 256,000                               | 324,000       |
| Other income, net                               | 520,000                               | 447,000       |
| Total other income                              | 9,081,000                             | 670,000       |
| Income before income taxes                      | 14,278,000                            | 5,607,000     |
| Income tax provision                            | (5,585,000)                           | (2,014,000)   |
| Net income                                      | \$ 8,693,000                          | \$ 3,593,000  |

**Twelve Months Ended July 31, 2016 Compared to the Twelve Months Ended July 31, 2015**

*The following analysis should be read in conjunction with the previous section "Results of Operations".*

Total revenues increased \$4.1 million in the twelve months ended July 31, 2016 compared to the twelve months ended July 31, 2015 primarily due to increased agribusiness revenues, particularly increased lemon and avocado sales.

Total costs and expenses increased \$3.8 million in the twelve months ended July 31, 2016 compared to the twelve months ended July 31, 2015 primarily due to increases in our agribusiness and real estate costs, partially offset by decreases in selling, general and administrative expenses. The increase in agribusiness costs is associated with increased agribusiness production and the increase in real estate development costs is primarily due to \$1.2 million of transaction costs paid upon entering into a joint venture with the Lewis Group of Companies for the residential development of our East Area I real estate development project. The decrease in selling, general and administrative expenses is primarily attributable to lower consulting and legal expenses associated with our East Area I real estate development project.

Total other income increased \$8.4 million in the twelve months ended July 31, 2016 compared to the twelve months ended July 31, 2015 primarily due to sales of stock in Calavo and the sale of our Wilson Ranch partially offset by higher net interest expense.

Income tax provision increased \$3.6 million in the twelve months ended July 31, 2016 compared to the twelve months ended July 31, 2015 primarily due to \$8.7 million increase in pretax income.

## **Liquidity and Capital Resources**

### *Overview*

Our Company's liquidity and capital position fluctuates during the year depending on seasonal production cycles, weather events, and demand for our products. Typically, our second and third quarters tend to generate greater operating income than our first and fourth quarters due to the volume of fruit harvested. To meet working capital demand and investment requirements of our agribusiness and real estate development segments and to supplement operating cash flows, we utilize our revolving credit facility to fund agricultural inputs and farm management practices until sufficient returns from crops allow us to repay amounts borrowed. Raw materials needed to propagate the various crops grown by us consist primarily of fertilizer, herbicides, insecticides, fuel and water and are readily available from local sources.

For the nine months ended July 31, 2016 and 2015, net cash provided by operating activities was \$10.9 million and \$10.2 million, respectively. The significant components of our Company's cash flows provided by operating activities as included in the unaudited consolidated statements of cash flows are as follows:

Net income for the nine months ended July 31, 2016 was \$8.0 million compared to \$6.4 million for the first nine months of fiscal year 2015. The increase of \$1.6 million in the nine months ended July 31, 2016 compared to the same period in fiscal year 2015 was primarily attributable to an increase in operating income of \$0.6 million and an increase in other income of \$2.6 partially offset by an increase in income tax provision of \$1.6 million.

Depreciation and amortization increased \$0.9 million in the nine months ended July 31, 2016 compared to the same period in fiscal year 2015 due to the December 2015 Sheldon Ranches acquisition and placement of our new, expanded lemon packing facility into service in March 2016.

Loss on disposals of assets was \$0.4 million in the nine months ended July 31, 2015 and was primarily the result of expenses incurred from orchard disposals related to Associated's Pilot Following Program agreement with YMIDD.

Stock compensation expense was \$1.0 million and \$0.8 million in the nine months ended July 31, 2016 and 2015, respectively, and is comprised primarily of vesting of 2013, 2014 and 2015 grants to management and an estimate of fiscal year 2016 expense under our stock-based compensation plan plus non-employee directors' stock-based compensation.

Cash distributions from equity investments of \$0.3 million and \$0.5 million during the nine months ended July 31, 2016 and 2015, respectively, were primarily comprised of cash distributions from our investment in Limco Del Mar, Ltd.

Accounts receivable, net balance at July 31, 2016 was \$12.5 million compared to \$7.4 million at October 31, 2015, resulting in a corresponding decrease in operating cash flows of \$5.1 million in the nine months ended July 31, 2016. Accounts receivable, net balance was \$7.6 million at July 31, 2015 compared to \$7.2 million at October 31, 2014, primarily resulting in a corresponding decrease in operating cash flows of \$0.4 million. Our accounts receivable balance typically increases during the first three quarters of our fiscal year due to the seasonal nature of our agribusiness operations. The \$5.1 million decrease in operating cash flows in the nine months ended July 31, 2016 compared to the \$0.4 million decrease in operating cash flows during same period in fiscal year 2015 is primarily due to fluctuations in price and volume related to agribusiness revenues.

Cultural costs provided \$1.1 million in operating cash flows during the nine months ended July 31, 2016 compared to providing \$0.8 million in operating cash flows during the same period in fiscal year 2015. This increase was primarily due to an initial higher amount of capitalized cultural costs carried at the beginning of fiscal year 2016 and the related increase in amortization of such costs during the nine months ended July 31, 2016 compared to the same period in fiscal year 2015.

Income taxes receivable balance at July 31, 2015 was zero compared to \$1.1 million at October 31, 2014, resulting in a corresponding increase in operating cash flows of \$1.1 million for the nine months ended July 31, 2015.

Accounts payable and growers payable provided \$0.4 million of cash from operating activities in the nine months ended July 31, 2016 compared to providing \$2.1 million in the same period in fiscal year 2015. The \$0.4 million of cash provided in the nine months ended July 31, 2016 was primarily the result of \$2.1 million decrease in accounts payable, \$2.8 million increase in growers payable and \$0.4 million of capital expenditures accrued but not paid at period end. The \$2.1 million of cash provided in the nine months ended July 31, 2015 was primarily the result of \$0.9 million decrease in accounts payable, \$0.2 million increase in growers payable and \$1.4 million of capital expenditures accrued but not paid at period end. The \$2.8 million increase in growers payable in the nine months ended July 31, 2016 compared to the \$0.2 million increase in growers payable during the same period in fiscal year 2015 is primarily due to fluctuations in price and volume and the timing of payments for lemons we procure and sell for third party growers.

Accrued liabilities provided \$4.5 million in operating cash flows in the nine months ended July 31, 2016 compared to using \$0.6 million of operating cash flows during the same period in fiscal year 2015. The operating cash provided in the nine months ended July 31, 2016 is primarily comprised of accrued income taxes partially offset by payments for lease expense. The operating cash used in the nine months ended July 31, 2015 is primarily comprised of payments for incentive compensation, property taxes, lease expense and fruit suppliers partially offset by accrued income taxes.

Other long-term liabilities provided \$0.1 million of operating cash flows in the nine months ended July 31, 2016 and represented \$0.5 million of non-cash pension expense offset by \$0.4 million of pension contributions for the period. The \$0.3 million of operating cash flows provided during the nine months ended July 31, 2015 represented \$0.6 million of non-cash pension expense offset by \$0.4 million of pension contributions for the period.

#### *Cash Flows from Investing Activities*

For the nine months ended July 31, 2016, net cash used in investing activities was \$7.9 million compared to net cash used in investing activities of \$24.0 million during the same period in fiscal year 2015.

Capital expenditures were \$13.3 million in the nine months ended July 31, 2016, comprised of \$9.5 million for property, plant and equipment primarily related to construction and equipment for our lemon packing facilities and orchard development and \$3.8 million for real estate development projects. In December 2015, we purchased 757 acres of agriculture property for \$15.1 million. In November 2015, we received \$18.0 million for 50% interest in a joint venture that will develop our East Area I real estate development project. Additionally, we contributed \$1.3 million to this joint venture in the nine months ended July 31, 2016. Capital expenditures were \$22.5 million in the nine months ended July 31, 2015, comprised of \$18.5 million for property, plant and equipment primarily related to construction and equipment for our lemon packing facilities of \$11.7 million and additional farm worker housing units of \$6.2 million and \$5.2 million for real estate development projects including \$1.7 million for vineyard development at our Windfall Farms Project.

*Cash Flows from Financing Activities*

For the nine months ended July 31, 2016, net cash used in financing activities was \$2.9 million compared to net cash provided by financing activities of \$13.8 million during the same period in fiscal year 2015.

The \$2.9 million of cash used in financing activities during the nine months ended July 31, 2016 is comprised primarily of net repayments of long-term debt in the amount of \$0.1 million and payments of common and preferred dividends of \$2.6 million. The \$13.8 million of cash used in financing activities during the nine months ended July 31, 2015 is comprised primarily of net borrowings of long-term debt in the amount of \$16.4 million and payments of common and preferred dividends of \$2.4 million.

*Transactions Affecting Liquidity and Capital Resources*

We finance our working capital and other liquidity requirements primarily through cash from operations and our Rabobank Credit Facility. In addition, we have the Farm Credit West Term Loans and the Wells Fargo Term Loan. Additional information regarding the Rabobank Credit Facility, the Farm Credit West Term Loans and the Wells Fargo Term Loan can be found in the notes to the consolidated financial statements included in this Form 10-Q.

We believe that the cash flows from operations and available borrowing capacity from our existing credit facilities will be sufficient to satisfy our capital expenditures, debt service, working capital needs and other contractual obligations for the remainder of fiscal year 2016. In addition, we have the ability to control a portion of our investing cash flows to the extent necessary based on our liquidity demands.



*Rabobank Revolving Credit Facility*

As of July 31, 2016, our outstanding borrowings under the Rabobank Credit Facility were \$58.0 million and we had \$34.6 million of availability. The Rabobank Credit Facility currently bears interest at a variable rate equal to the one month LIBOR plus 1.80%. The interest rate resets on the first of each month and was 2.27% at July 31, 2016. We have the ability to prepay any amounts outstanding under the Rabobank Credit Facility without penalty. The line of credit provides for maximum borrowings of \$100.0 million and the borrowing capacity based on collateral value was \$92.6 million at July 31, 2016.

We have the option of fixing the interest rate under the Rabobank Credit Facility on any portion of outstanding borrowings using interest rate swaps. Effective July 2013, our Company fixed the interest rate at 4.30% utilizing an interest rate swap on \$40.0 million of the Rabobank Credit Facility. Additional information regarding the interest rate swap can be found in the notes to the consolidated financial statements included elsewhere in this Form 10-Q.

The Rabobank Credit Facility is secured by certain of our Company's agricultural properties and a portion of the equity interest in the San Cayetano Mutual Water Company and subjects our Company to affirmative and restrictive covenants including, among other customary covenants, financial reporting requirements, requirements to maintain and repair any collateral, restrictions on the sale of assets, restrictions on the use of proceeds, prohibitions on the incurrence of additional debt and restrictions on the purchase or sale of major assets. We are also subject to a covenant that our Company will maintain a debt service coverage ratio, as defined in the Rabobank Credit Facility, of less than 1.25 to 1.0 measured annually at October 31, with which we were in compliance at October 31, 2015.

*Farm Credit West Term Loans*

As of July 31, 2016, we had an aggregate of approximately \$22.3 million outstanding under the Farm Credit West Term Loans and the following provides further discussion:

*Term Loan Maturing November 2022.* As of July 31, 2016, we had \$3.8 million outstanding under the Farm Credit West Term Loan that matures in November 2022. This term loan bears interest at a variable rate equal to an internally calculated rate based on Farm Credit West's internal monthly operations and their cost of funds and generally follows the changes in the 90-day treasury rates in increments divisible by 0.25% and is payable in quarterly installments through November 2022. The interest rate resets monthly and was 2.95% at July 31, 2016. This term loan is secured by certain of our agricultural properties.

*Term Loan Maturing October 2035.* As of July 31, 2016, our wholly owned subsidiary, Windfall Investors, LLC (“Windfall”), had \$1.2 million outstanding under the Farm Credit West Term Loan that matures in October 2035. This term loan bears interest at a variable rate equal to an internally calculated rate based on Farm Credit West’s internal monthly operations and their cost of funds and generally follows the changes in the 90-day treasury rates in increments divisible by 0.25% and is payable in monthly installments through November 2035. The interest rate resets monthly and was 2.95% at July 31, 2016. This term loan is secured by the Windfall Farms property.

*Term Loan Maturing March 2036.* As of July 31, 2016, we had \$9.9 million outstanding under the Farm Credit West Term Loan that matures in March 2036. This loan bears interest at a fixed rate of 4.70% and is payable in monthly installments through March 2036. This term loan is secured by certain of our agricultural properties.

*Term Loan Maturing March 2036.* As of July 31, 2016, we had \$7.4 million outstanding under the Farm Credit West Term Loan that matures in March 2036. This loan bears interest at a fixed rate of 3.62% until March 2021, becoming variable for the remainder of the loan at a variable rate equal to an internally calculated rate based on Farm Credit West’s internal monthly operations and their cost of funds and generally follows the changes in the 90-day treasury rates in increments divisible by 0.25%. This term loan is payable in quarterly installments through November 2036 and is secured by certain of our agricultural properties.

The Farm Credit West Term Loans and Farm Credit West Line of Credit contain various conditions, covenants and requirements with which our Company and Windfall Investors, LLC must comply. In addition, our Company and Windfall Investors are subject to limitations on, among other things, selling, abandoning or ceasing business operations; merging or consolidating with a third party; disposing of a substantial portion of assets by sale, transfer, gifts or lease except for inventory sales in the ordinary course of business; obtaining credit or loans from other lenders other than trade credit customary in the business; becoming a guarantor or surety on or otherwise liable for the debts or obligations of a third party; and mortgaging, pledging, leasing for over a year, or otherwise making or allowing the filing of a lien on any collateral.

*Wells Fargo Term Loan*

As of July 31, 2016, we had \$9.4 million outstanding under the Wells Fargo Term Loan that matures in January 2023. This term loan bears interest at a fixed rate of 3.58% and is payable in monthly installments through January 2023. The loan is secured by certain equipment associated with our new lemon packing facilities. The loan contains affirmative and restrictive covenants including, among other customary covenants, financial reporting requirements, requirements to maintain and repair any collateral, restrictions on the sale of assets, restrictions on the use of proceeds, prohibitions on the incurrence of additional debt and restrictions on the purchase or sale of major assets. We are also subject to a covenant that our Company will maintain a debt service coverage ratio, as defined in the loan agreement, of less than 1.25 to 1.0 measured annually at October 31.

*Interest Rate Swap*

We enter into interest rate swap agreements to manage the risks and costs associated with our financing activities. At July 31, 2016, we had an interest rate swap agreement which locks in the interest rate on \$40.0 million of our \$89.7 million in debt at 4.30% until June 2018. Additional information regarding the interest rate swap can be found in the notes to the consolidated financial statements included elsewhere in this Form 10-Q.

The remaining \$49.7 million of debt bears interest at fixed and variable rates, ranging from 2.27% to 4.70% at July 31, 2016.

*Contractual Obligations*

The following table presents our Company's contractual obligations at July 31, 2016 for which cash flows are fixed and determinable:

| Contractual Obligations:       | Payments due by Period |             |              |             |              |
|--------------------------------|------------------------|-------------|--------------|-------------|--------------|
|                                | Total                  | < 1 year    | 1-3 years    | 3-5 years   | 5+ years     |
| Fixed rate debt (principal)    | \$66,679,000           | \$1,880,000 | \$43,980,000 | \$4,292,000 | \$16,527,000 |
| Variable rate debt (principal) | 23,069,000             | 606,000     | 19,271,000   | 1,333,000   | 1,859,000    |
| Operating lease obligations    | 6,663,000              | 1,314,000   | 1,994,000    | 943,000     | 2,412,000    |
| Total contractual obligations  | \$96,411,000           | \$3,800,000 | \$65,245,000 | \$6,568,000 | \$20,798,000 |

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|   |              |             |             |             |             |
|---|--------------|-------------|-------------|-------------|-------------|
| Interest payments on fixed and variable rate debt | \$15,846,000 | \$3,078,000 | \$5,986,000 | \$1,647,000 | \$5,135,000 |
|---|--------------|-------------|-------------|-------------|-------------|

We believe that the cash flows from our agribusiness and rental operations business segments as well as available borrowing capacity from our existing credit facilities will be sufficient to satisfy our future capital expenditure, debt service, working capital and other contractual obligations for the remainder of fiscal year 2016. In addition, we have the ability to control the timing of a portion of our investing cash flows to the extent necessary based on our liquidity demands.

### *Fixed Rate and Variable Rate Debt*

Details of amounts included in long-term debt can be found above and in the notes to the unaudited consolidated financial statements included elsewhere in this Form 10-Q. The table above assumes that long-term debt is held to maturity.

### *Interest Payments on Fixed and Variable Debt*

The above table assumes that our fixed rate and long-term debt is held to maturity and the interest rates on our variable rate debt remain unchanged for the remaining life of the debt from those in effect at July 31, 2016.

### *Preferred Stock Dividends*

In 1997, in connection with the acquisition of Ronald Michaelis Ranches, Inc., our Company issued 30,000 shares of Series B Convertible Preferred Stock at \$100 par value (the "Series B Stock"). The holders of the Series B Stock are entitled to receive cumulative cash dividends at an annual rate of 8.75% of par value. Such dividends are payable quarterly on the first day of January, April, July and October in each year commencing July 1, 1997 and total \$0.3 million annually.

During March and April 2014, we issued, in aggregate, 9,300 shares of Series B-2 Preferred Stock at \$100 par value (the "Series B-2 Preferred Stock"). The holders of the Series B-2 Preferred Stock are entitled to receive cumulative cash dividends at an annual rate of 4% of the liquidation value of \$1,000 per share. Such dividends are payable quarterly on the first day of January, April, July and October in each year commencing July 1, 2014 and total \$0.4 million annually.



### *Defined Benefit Plan Contributions*

We have a noncontributory, defined benefit, single employer pension plan (the “Plan”), which provides retirement benefits for all eligible employees of the Company. Effective June 2004, the Company froze the Plan and no additional benefits accrued to participants subsequent to that date. We may make discretionary contributions to the Plan and we may be required to make contributions to adhere to applicable regulatory funding provisions, based in part on the Plan’s asset valuations and underlying actuarial assumptions. We made funding contributions of \$0.5 million, \$0.5 million, and \$1.3 million for fiscal years 2015, 2014, and 2013, respectively and we expect to contribute approximately \$0.5 million to the Plan in fiscal year 2016.

### *Operating Lease Obligations*

We have numerous operating lease commitments with remaining terms ranging from less than one year to ten years. In fiscal year 2008, we installed a one mega-watt photovoltaic solar array on one of our agricultural properties located in Ventura County that produces a significant portion of the power to run our lemon packinghouse. The construction of this array was financed by Farm Credit Leasing and we have a long term lease with Farm Credit Leasing for this array. Annual payments for this lease are \$0.5 million, and at the end of ten years we have an option to purchase the array for \$1.1 million. In fiscal year 2009, we entered into a similar transaction with Farm Credit Leasing for a second photovoltaic array at one of our agricultural properties located in the San Joaquin Valley to supply a significant portion of the power to operate four deep water well pumps located our property. Annual lease payments for this facility range from \$0.3 million to \$0.8 million, and at the end of ten years we have the option to purchase the array for \$1.3 million.

In January 2012, we entered into a series of operating leases for approximately 1,000 acres of lemon, orange, specialty citrus and other crop orchards in Lindsay, California. Each of the leases is for ten-year terms and provides for four five-year renewal options with an aggregate base rent of approximately \$500,000 per year. The leases also contain profit share arrangements with the landowners as additional rent on each of the properties and a provision for the potential purchase of the properties by us in the future. We incurred \$1.0 million, \$1.6 million and \$0.7 million of lease expense in fiscal years 2015, 2014 and 2013, respectively. We purchased substantially all of the Sheldon Ranch leased acreage in September and December 2015 and have incurred lease expense on the remaining 80 leased acres of \$0.2 million in fiscal year 2016.

On July 1, 2013, we entered into a lease agreement with Cadiz, Inc. (“Cadiz”), to develop new lemon orchards on Cadiz’s agricultural property in eastern San Bernardino County, California (the “Cadiz Ranch”). Under the terms of the lease, we have the right to lease and plant up to 1,280 acres of lemons over the next five years at the Cadiz Ranch and have leased 320 acres initially, subject to a mutually agreed upon planting schedule. The lease agreement provides options to plant up to 960 additional acres (320 acres in Option 1 and 640 acres in Option 2) by 2018. The annual

rental payment will include a base rent of \$200 per planted acre and a lease payment equal to 20% of net cash flow from the harvested crops grown on the Cadiz property. Pursuant to the terms of the lease agreement, the annual rental payment will not exceed \$1,200 per acre. We have incurred \$0.1 million of lease expense in fiscal year 2016 related to this lease.

On February 3, 2015, we amended our lease agreement with Cadiz. The amendment, among other things; increased by 200 acres the amount of property leased by us under the lease agreement dated July 1, 2013. In connection with the amendment, we paid a total of \$1.2 million to acquire existing lemon trees and irrigations systems from Cadiz and a Cadiz tenant. In February 2016, Cadiz assigned this lease to Fenner Valley Farms, LLC, a subsidiary of Water Asset Management, LLC (“WAM”). An entity affiliated with WAM is the holder of 9,300 shares of our Series B-2 convertible preferred stock.

We lease pollination equipment under a lease through 2022 with annual payments of \$0.3 million. We also lease machinery and equipment for our lemon packing operations and other land for our agricultural operations under leases with annual lease commitments that are individually immaterial.

*Real Estate Development Activities, Capital Expenditures and Related Capital Resources*

On November 10, 2015 (the “Transaction Date”), we entered into a joint venture with The Lewis Group of Companies (“Lewis”) for the residential development of our East Area I real estate development project. To consummate the transaction, we formed Limoneira Lewis Community Builders, LLC (the “Joint Venture”) as the development entity, contributed our East Area I property to the Joint Venture and sold a 50% interest in the Joint Venture to Lewis for \$20.0 million, comprised of a \$2.0 million deposit received in September 2015 and \$18.0 million received on the Transaction Date. We received net cash of approximately \$18.8 million after transaction costs of approximately \$1.2 million, which were expensed in the first quarter of fiscal year 2016. In addition, on the Transaction Date, we incurred a Success Fee with Parkstone Companies, Inc., in the amount of \$2.1 million, which was capitalized as a component of our investment in the Joint Venture.

The Joint Venture agreement provides that Lewis will serve as the manager of the Joint Venture with the right to manage, control, and conduct its day-to-day business and development activities. Certain major decisions, which are enumerated in the Joint Venture agreement, require approval by an executive committee comprised of two representatives appointed by Lewis and two representatives appointed by Limoneira.

Pursuant to the Joint Venture agreement, the Joint Venture will own, develop, subdivide, entitle, maintain, improve, hold for investment, market and dispose of the Joint Venture's property in accordance with the business plan and budget approved by the executive committee.

Further on the Transaction Date, the Joint Venture and Limoneira entered into a lease agreement (the "Lease Agreement"), pursuant to which the Joint Venture will lease certain of the contributed East Area I property back to Limoneira for continuation of agricultural operations, and certain other permitted uses, on the property until the Joint Venture requires the property for development. The Lease Agreement will terminate in stages corresponding to the Joint Venture's development of the property, which is to occur in stages pursuant to a phased master development plan. The Joint Venture is required to provide Limoneira with written notice 180 days prior to the termination of any portion of the Lease Agreement. In any event, the Lease Agreement will terminate five years from the Transaction Date.

Limoneira and the Joint Venture entity also entered into a Retained Property Development Agreement on the Transaction Date (the "Retained Property Agreement"). Under the terms of the Retained Property Agreement, the Joint Venture will transfer certain contributed East Area I property, which is entitled for commercial development, back to Limoneira (the "Retained Property") and arrange for the design and construction of certain improvements to the Retained Property, subject to certain reimbursements by Limoneira.

We expect to receive approximately \$100.0 million from the Joint Venture over the estimated 7 to 10-year life of the project. The Joint Venture partners will share in capital contributions to fund project costs until project loan proceeds and or revenues are sufficient to fund the project. These funding requirements are currently estimated to total \$10.0 to \$15.0 million for each Joint Venture partner in the first two years of the project, with a smaller amount of funding expected in the first year. During the nine months ended July 31, 2016, we contributed \$1.3 million to the Joint Venture. The Joint Venture partners may be required to provide loans guarantees for project loans.

In December 2013 we began a construction project that includes design, construction services and equipment for the expansion of our lemon packing facilities. The project is expected to double the capacity and increase the efficiency of our packing facilities. The project became operational in March 2016 with total construction services and equipment costs estimated to be approximately \$28.4 million.

In September 2015 and December 2015, we completed the acquisition of 914 acres of lemon, orange and specialty citrus orchards in California's San Joaquin Valley for approximately \$18.5 million. The orchards were acquired pursuant to purchase options contained in certain operating leases we have been party to since 2012 for approximately 1,000 acres of lemon, orange and specialty citrus and other crops, which we refer to as the Sheldon Ranch leases.



As noted above under “Transactions Affecting Liquidity and Capital Resources,” we have the ability to control the timing of a portion of our investing cash flows to the extent necessary based upon our liquidity demands. In order for our real estate development operations to reach their maximum potential benefit to our Company, however, we will need to be successful over time in identifying other third party sources of capital to partner with us to move those development projects forward. While we are frequently engaged in discussions with several external sources of capital in respect of all of our development projects, current market conditions for California real estate projects, while improving, continue to be challenging and make it difficult to predict the timing and amounts of future capital that will be required to complete the development of our projects.

*Off-Balance Sheet Arrangements*

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future material effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

## Recent Accounting Pronouncements

Please see Note 2 to the unaudited consolidated financial statements for the period ended July 31, 2016 in this Form 10-Q for information concerning our Company's Recently Adopted Accounting Pronouncements.

## Critical Accounting Policies and Estimates

The preparation of our consolidated financial statements in accordance with generally accepted accounting principles requires us to develop critical accounting policies and make certain estimates and judgments that may affect the reported amounts of assets, liabilities, revenues and expenses. We base our estimates and judgments on historical experience, available relevant data and other information that we believe to be reasonable under the circumstances. Actual results may materially differ from these estimates under different assumptions or conditions as new or additional information become available in future periods. We believe the following critical accounting policies reflect our more significant estimates and judgments used in the preparation of our consolidated financial statements.

*Revenue Recognition* – As a general policy, revenue and related costs are recognized when (i) persuasive evidence of an arrangement exists, (ii) delivery has occurred, (iii) selling price is fixed or determinable and (iv) collectability is reasonably assured. We record a sales allowance in the period revenue is recognized as a provision for estimated customer discounts and concessions.

*Agribusiness revenue* – Revenue from lemon sales is generally recognized FOB shipping point when the customer takes possession of the fruit from or packinghouse. Revenue from the sales of certain of our Company's agricultural products is recorded based on estimated proceeds provided by certain of our Company's sales and marketing partners (Calavo and other third-party packinghouses) due to the time between when the product is delivered by our Company and the closing of the pools for such fruits at the end of each month. Calavo and other third-party packinghouses are agricultural cooperatives or function in a similar manner as an agricultural cooperative. As such, our Company applies specific authoritative agriculture revenue recognition guidance related to transactions between patrons and agriculture marketing cooperatives to record revenue at time of delivery to the packinghouses relating to fruits that are in pools that have not yet closed at month end if (i) the related fruits have been delivered to and accepted by Calavo and other third-party packinghouses (i.e. title has transferred to Calavo and other third-party packinghouses) and (ii) sales price information has been provided by Calavo and other third-party packinghouses (based on the marketplace activity for the related fruit) to estimate with reasonable certainty the final selling price for the fruit upon the closing of the pools. Historically, the revenue that is recorded based on the sales price information provided to our Company by Calavo and other third-party packinghouses at the time of delivery have not materially differed from the actual amounts that are paid after the monthly pools are closed. We also earn commissions on certain brokered fruit sales, which totaled \$114,000, \$115,000 and \$53,000 in fiscal years 2015, 2014 and 2013, respectively.

Our Company's avocados, oranges, specialty citrus and other specialty crops are packed and sold through by Calavo and other third-party packinghouses. Specifically, our Company delivers all of its avocado production from its orchards to Calavo. These avocados are then packed by Calavo at its packinghouse, and sold and distributed under Calavo brands to its customers primarily in the United States and Canada. Our Company's arrangements with other third-party packinghouses related to its oranges, specialty citrus and other specialty crops are similar to its arrangement with Calavo.

Our Company's arrangements with its third-party packinghouses are such that our Company is the producer and supplier of the product and the third-party packinghouses are our Company's customers. The revenues our Company recognizes related to the fruits sold to the third-party packinghouses are based on the volume and quality of the fruits delivered the market price for such fruit, less the packinghouses' charges to pack and market the fruit. Such packinghouse charges include the grading, sizing, packing, cooling, ripening and marketing of the related fruit. Our Company bears inventory risk until the product is delivered to the third-party packinghouses at which time title and inventory risk to the product is transferred to the third-party packinghouses and revenue is recognized. Such third-party packinghouse charges are recorded as a reduction of revenue based on the application of specific authoritative revenue recognition guidance related to a "Vendor's Income Statement Characterization of Consideration Given to a Customer". The identifiable benefit our Company receives from the third-party packinghouses for packaging and marketing services cannot be sufficiently separated from the third-party packinghouses' purchase of our Company's products. In addition, our Company is not able to reasonably estimate the fair value of the benefit received from the third-party packinghouses for such services and as such, these costs are characterized as a reduction of revenue in our Company's consolidated statement of operations.

Revenue from crop insurance proceeds is recorded when the amount of, and the right to receive, the payment can be reasonably determined. We recorded agribusiness revenues from crop insurance proceeds of \$9,000, \$184,000 and \$36,000 in fiscal years 2015, 2014 and 2013, respectively.

*Rental revenue* - Minimum rental revenues are generally recognized on a straight-line basis over the respective initial lease term. Contingent rental revenues are contractually defined as to the percentage of rent received by our Company and are based on fees collected by the lessee. Our rental arrangements generally require payment on a monthly or quarterly basis.

*Real estate development revenue* – Our Company recognizes revenue on real estate development projects in accordance with FASB ASC 360-20, *Real Estate Sales*, which provides for profit to be recognized in full when real estate is sold, provided that a sale has been consummated and profit is determinable, collection of sales proceeds is estimable with the seller's receivable not subject to subordination, risks and rewards of ownership have been transferred to the buyer and the earnings process is substantially complete with no significant seller activities or obligations required after the date of sale. To the extent the above conditions are not met, a portion or all of the profit is deferred.

Incidental operations may occur during the holding or development period of real estate development projects to reduce holding or development costs. Incremental revenue from incidental operations in excess of incremental costs from incidental operations is accounted for as a reduction of development costs. Incremental costs from incidental operations in excess of incremental revenue from incidental operations are charged to operations.

*Real estate development costs* – We capitalize the planning, entitlement, construction and development costs associated with our various real estate projects. Costs that are not capitalized, which include property maintenance and repairs, general and administrative and marketing expenses, are expensed as incurred. A real estate development project is considered substantially complete upon the cessation of construction and development activities. Once a project is substantially completed, future costs are expensed as incurred. For the nine months ended July 31, 2016, we capitalized approximately \$6.3 million of costs related to our real estate development projects and expensed approximately \$1.9 million of costs.

*Income taxes* – Deferred income tax assets and liabilities are computed annually for differences between the financial statement and income tax basis of assets and liabilities that will result in taxable or deductible amounts in the future. Such deferred income tax asset and liability computations are based on enacted tax laws and rates applicable to periods in which the differences are expected to affect taxable income. A valuation allowance is established, when necessary, to reduce deferred income tax assets to the amount expected to be realized.

Tax benefits from an uncertain tax position are only recognized if it is more likely than not that the tax position will be sustained upon examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position are measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement.

*Derivative financial instruments* – We use derivative financial instruments for purposes other than trading to manage our exposure to interest rates as well as to maintain an appropriate mix of fixed and floating-rate debt. Contract terms of our hedge instruments closely mirror those of the hedged item, providing a high degree of risk reduction and correlation. Contracts that are effective at meeting the risk reduction and correlation criteria are recorded using hedge accounting. If a derivative instrument is a hedge, depending on the nature of the hedge, changes in the fair value of the instrument will be either offset against the change in the fair value of the hedged assets,

liabilities or firm commitments through earnings or be recognized in other comprehensive income until the hedged item is recognized in earnings. The ineffective portion of an instrument's change in fair value will be immediately recognized in earnings. Instruments that do not meet the criteria for hedge accounting, or contracts for which we have not elected hedge accounting, are valued at fair value with unrealized gains or losses reported in earnings during the period of change.

*Impairment of long-lived assets* – We evaluate our long-lived assets, including our real estate development projects, for impairment when events or changes in circumstances indicate the carrying value of these assets may not be recoverable. As a result of various factors, we recorded impairment charges of zero, \$0.4 million and \$0.1 million in fiscal years 2015, 2014 and 2013, respectively. These charges were based on independent appraisals and other factors and were developed using various facts, assumption and estimates. Future changes in these facts, assumptions and estimates could result in additional charges.

*Defined benefit retirement plan* – As discussed in the notes to our consolidated financial statements, we sponsor a defined benefit retirement plan that was frozen in June 2004, and no future benefits accrued to participants subsequent to that time. Ongoing accounting for this plan under FASB ASC 715 provides guidance as to, among other things, future estimated pension expense, minimum pension liability and future minimum funding requirements. This information is provided to us by third-party actuarial consultants. In developing this data, certain estimates and assumptions are used, including among other things, discount rate, long-term rates of return and mortality tables. During 2015, the Society of Actuaries released a new mortality table, referred to as adjusted RP-2014, which is believed to better reflect mortality improvements and is to be used in calculating defined benefit pension obligations. In addition, during fiscal year 2015, the assumed discount rate used to measure the pension obligation increased from 4.0% to 4.1% as a result of changes in market interest rates. We used adjusted RP-2014 to measure our pension obligation as of October 31, 2015 and combined with the increase in the assumed discount rate and other demographic assumptions, our pension obligation decreased by approximately \$0.9 million as of October 31, 2015 with a corresponding decrease in other comprehensive income recognized net of tax. Further changes in any of these estimates could materially affect the amounts recorded that are related to our defined benefit retirement plan.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

There have been no material changes in the disclosures discussed in the section entitled “Quantitative and Qualitative Disclosures about Market Risk” in Part II, Item 7A of our Annual Report on Form 10-K for the fiscal year ended October 31, 2015 as filed with the SEC on January 11, 2016.

Item 4. Controls and Procedures

***Disclosure Controls and Procedures.*** As of July 31, 2016, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures, as such term is defined in Rule 13a-15(e) promulgated under the Exchange Act. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this Quarterly Report. There have been no significant changes in our internal controls over financial reporting during the period covered by this Quarterly Report on Form 10-Q or, to our knowledge, in other factors that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

***Limitations on the Effectiveness of Controls.*** Control systems, no matter how well conceived and operated, are designed to provide a reasonable, but not an absolute, level of assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within our Company have been detected. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

**PART II. OTHER INFORMATION**

Item 1. Legal Proceedings

We are from time to time involved in legal proceedings arising in the normal course of business. Other than proceedings incidental to our business, we are not a party to, nor is any of our property the subject of, any material pending legal proceedings and no such proceedings are, to our knowledge, threatened against us.

Item 1A. Risk Factors

Risk factors and uncertainties associated with our business have not changed materially from those disclosed in Part I, Item 1A of our Annual Report on Form 10-K for the fiscal year ended October 31, 2015, as filed with the SEC on January 11, 2016.

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

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

| <b>Exhibit Number</b> | <b>Exhibit</b>  |
|-----------------------|---|
| 3.1                   | Restated Certificate of Incorporation of Limoneira Company, dated July 5, 1990 (Incorporated by reference to exhibit 3.1 to the Company's Registration Statement on Form 10, and amendments thereto, declared effective April 13, 2010 (File No. 000-53885))  |
| 3.2                   | Certificate of Merger of Limoneira Company and The Samuel Edwards Associates into Limoneira Company, dated October 31, 1990 (Incorporated by reference to exhibit 3.2 to the Company's Registration Statement on Form 10, and amendments thereto, declared effective April 13, 2010 (File No. 000-53885)) |
| 3.3                   | Certificate of Merger of McKeveitt Corporation into Limoneira Company dated December 31, 1994 (Incorporated by reference to exhibit 3.3 to the Company's Registration Statement on Form 10, and amendments thereto, declared effective April 13, 2010 (File No. 000-53885))                               |
| 3.4                   | Agreement of Merger Between Ronald Michaelis Ranches, Inc. and Limoneira Company, dated June 24, 1997 (Incorporated by reference to exhibit 3.6 to the Company's Registration Statement on Form 10, and amendments thereto, declared effective April 13, 2010 (File No. 000-53885))                       |
| 3.5                   | Certificate of Amendment of Certificate of Incorporation of Limoneira Company, dated April 22, 2003 (Incorporated by reference to exhibit 3.7 to the Company's Registration Statement of Form 10, and amendments thereto, declared effective April 13, 2010 (File No. 000-53885))                         |
| 3.6                   | Certificate of Amendment of Certificate of Incorporation of Limoneira Company, dated March 24, 2010 (Incorporated by reference to exhibit 3.9 to the Company's Registration Statement on Form 10, and amendments thereto, declared effective April 13, 2010 (File No. 000-53885))                         |
| 3.7                   | Amended and Restated Bylaws of Limoneira Company (Incorporated by reference to exhibit 3.1 to the Company's Annual Report on Form 10-K, filed January 14, 2013 (File No. 001-34755))  |
| 3.7.1                 | Amendment to Amended and Restated Bylaws of Limoneira Company (Incorporated by reference to exhibit 3.1 to the Company's Current Report on Form 8-K, filed September 25, 2013 (File No. 001-34755))   |
| 3.7.2                 | Amendment to Amended and Restated Bylaws of Limoneira Company (Incorporated by reference to exhibit 3.1 to the Company's Current Report on Form 8-K, filed December 18, 2014 (File No. 001-34755))  |
| 4.1                   | Specimen Certificate representing shares of Common Stock, par value \$0.01 per share (Incorporated by reference to exhibit 4.1 to the Company's Registration Statement on Form 10, and amendments thereto, declared effective April 13, 2010 (File No. 000-53885))  |
| 4.2                   | Rights Agreement dated December 20, 2006 between Limoneira Company and The Bank of New York, as Rights Agent (Incorporated by reference to exhibit 4.2 to the Company's Registration Statement on Form 10, and amendments thereto, declared effective April 13, 2010 (File No. 000-53885))                |



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4.3 Certificate of Designation, Preferences and Rights of \$8.75 Voting Preferred Stock, \$100.00 Par Value, Series B of Limoneira Company, dated May 21, 1997 (Incorporated by reference to exhibit 3.4 to the Company's Registration Statement on Form 10, and amendments thereto, declare effective April 13, 2010 (File No. 000-53885))

4.4 Amended Certificate of Designation, Preferences and Rights of \$8.75 Voting Preferred Stock, \$100.00 Par Value, Series B of Limoneira Company, dated May 21, 1997 (Incorporated by reference to exhibit 3.4 to the Company's Registration Statement on Form 10, and amendments thereto, declare effective April 13, 2010 (File No. 000-53885))

4.5 Certificate of Designation, Preferences and Rights of Series A Junior Participating Preferred Stock, \$.01 Par Value, of Limoneira Company, dated November 21, 2006 (Incorporated by reference to exhibit 3.8 to the Company's Registration Statement on Form 10, and amendments thereto, declared effective April 13, 2010 (File No. 000-53885))

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| <b>Exhibit Number</b> | <b>Exhibit</b>   |
|-----------------------|--|
| 4.6                   | Certificate of Designation, Preferences and Rights of 4% Voting Preferred Stock, \$100.00 Par Value, Series B-2 of Limoneira Company, dated March 20, 2014 (Incorporated by reference to exhibit 3.1 to the Company's Current Report on Form 8-K filed on March 24, 2014 (File No. 001-34755)) |
| 31.1*                 | Certificate of the Principal Executive Officer Pursuant to Exchange Act Rule 13a-14(a) and 15d-14(a)   |
| 31.2*                 | Certificate of the Principal Financial and Accounting Officer Pursuant to Exchange Act Rule 13a-14(a) and 15d-14(a)  |
| 32.1*†                | Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002  |
| 32.2*†                | Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted 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   |

\* Filed herewith

In accordance with Item 601(b)(32)(ii) of Regulation S-K and SEC Release Nos. 33-8238 and 34-47986, Final Rule: Management's Reports on Internal Control Over Financial Reporting and Certification of Disclosure in Exchange Act Periodic Reports, the certifications furnished in Exhibit 32.1 and 32.2 hereto are deemed to accompany this Form 10-K and will not be deemed "filed" for purposes of Section 18 of the Exchange Act. Such certifications will not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act.

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.

LIMONEIRA COMPANY

/s/ HAROLD S. EDWARDS

September 8, 2016 By:

Harold S. Edwards  
Director, President and Chief Executive Officer  
(Principal Executive Officer)

/s/ JOSEPH D. RUMLEY

September 8, 2016 By:

Joseph D. Rumley  
Chief Financial Officer,  
  
Treasurer and Corporate Secretary  
(Principal Financial and Accounting Officer)