MidAtlantic Farm Credit, ACA

FIRST QUARTER 2010

TABLE OF CONTENTS

CERTIFICATION

The undersigned certify that we have reviewed the March 31, 2010 quarterly report of MidAtlantic Farm Credit, ACA, that the report has been prepared under the oversight of the Audit Committee of the Board of Directors and in accordance with all applicable statutory or regulatory requirements, and that the information contained herein is true, accurate, and complete to the best of our knowledge and belief.

J. Robert Frazee
Chief Executive Officer

John E. Wheeler, Jr.
Chief Financial Officer

Fred Moore, Jr.
Chairman of the Board

May 7, 2010

MidAtlantic Farm Credit, ACA

Report on Internal Control Over Financial Reporting

The Association's principal executives and principal financial officers, or persons performing similar functions, are responsible for establishing and maintaining adequate internal control over financial reporting for the Association's Consolidated Financial Statements. For purposes of this report, "internal control over financial reporting" is defined as a process designed by, or under the supervision of the Association's principal executives and principal financial officers, or persons performing similar functions, and effected by its Board of Directors, management and other personnel. This process provides reasonable assurance regarding the reliability of financial reporting information and the preparation of the Consolidated Financial Statements for external purposes in accordance with accounting principles generally accepted in the United States of America.

Internal control over financial reporting includes those policies and procedures that: (1) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Association, (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial information in accordance with accounting principles generally accepted in the United States of America, and that receipts and expenditures are being made only in accordance with authorizations of management and directors of the Association, and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Association's assets that could have a material effect on its Consolidated Financial Statements.

The Association's management has completed an assessment of the effectiveness of internal control over financial reporting as of March 31, 2010. In making the assessment, management used the framework in *Internal Control — Integrated Framework*, promulgated by the Committee of Sponsoring Organizations of the Treadway Commission, commonly referred to as the "COSO" criteria.

Based on the assessment performed, the Association concluded that as of March 31, 2010, the internal control over financial reporting was effective based upon the COSO criteria. Additionally, based on this assessment, the Association determined that there were no material weaknesses in the internal control over financial reporting as of March 31, 2010.

J. Robert Frazee
Chief Executive Officer

John E. Wheeler, Jr.
Chief Financial Officer

May 7, 2010

MidAtlantic Farm Credit, ACA

Management's Discussion and Analysis of Financial Condition and Results of Operations

(dollars in thousands)

The following commentary reviews the financial condition and results of operations of MidAtlantic Farm Credit, ACA (Association) for the period ended March 31, 2010. On November 25, 2008, the stockholders of Valley Farm Credit, ACA and MidAtlantic Farm Credit, ACA approved a merger (Merger) to merge Valley into MidAtlantic; the FCA granted its final approval of the Merger on December 31, 2008 and the Merger was effective on December 31, 2008 The comments contained in this report should be read in conjunction with the accompanying consolidated financial statements, notes to the consolidated financial statements and the 2009 Annual Report of the Association. The accompanying consolidated financial statements were prepared under the oversight of the Audit Committee of the Board of Directors.

LOAN PORTFOLIO

The Association provides funds to farmers, rural homeowners and farm-related businesses for the financing of short- and intermediate-term loans and long-term real estate mortgage loans. The Association's loan portfolio encompasses a well diversified range of agricultural commodities, with cash grains, poultry and dairy representing the largest segments. In addition, the Association provides a significant amount of loans to lessors of agricultural real estate. Farm size varies and many of the borrowers in the region have diversified farming operations. This factor, along with the opportunities for non-farm income, impacts the level of dependency on any particular commodity.

Gross loans at March 31, 2010 totaled $2,264,931 compared to $2,288,344 at December 31, 2009, decreasing $23,413 (1.02 percent) during the first three months. The Association's allowance for loan losses of $22,889 increased $1,869 (8.89 percent) during the first three months of 2010 resulting in net loans (gross loans less allowance for loan losses) of $2,242,042 and $2,267,324 at March 31, 2010 and December 31, 2009, respectively. Nonaccrual loans increased $32,183 (66.11 percent) from $48,683 at December 31, 2009 to $80,866 at March 31, 2010 resulting in an increase in the ratio of Nonaccrual loans to total loans from 2.13 percent to 3.57 percent. The significant increase in nonaccrual loans is primarily related to an account in the timber industry.

There is an inherent risk in the extension of any type of credit and, accordingly, the Association maintains an allowance for loan losses consistent with the risk measured in the portfolio.

Credit administration remains satisfactory and the overall credit quality of the Association's loan portfolio has remained acceptable. A provision for loan losses of $2,000 was recorded in the first quarter of 2010, that after giving effect to the net impact of charge-offs in excess of recoveries, increased the Association's allowance $1,869 as of March 31, 2010. The allowance for loan losses represented 1.01 percent and 0.92 percent of total loans at March 31, 2010 and December 31, 2009, respectively. See also Note 2 of "Notes to the Consolidated Financial Statements".

RESULTS OF OPERATIONS

For the three months ended March 31, 2010

Net income for the three months ended March 31, 2010 totaled $13,757, an increase of $7,104 (106.78 percent) compared to the three months ended March 31, 2009. Major changes in the components of net income are identified as follows:

- Net interest income increased $1,903 (14.27 percent) for the quarter ended March 31, 2010 compared to the same period in 2009. The increase in net interest income is primarily attributable to (a) incremental earnings on an increasing loan portfolio as loan volume increased $40 million (1.79 percent) from March 31, 2009, (b) an increased portfolio margin attributable to the decrease in interest rates which occurred over the past year, and (c) a $264 increase attributable to the increase in interest income recognized from nonaccrual volume. This was partially offset by a $29 decrease in the Association's earnings credit in its equity due to the decrease in interest rates during the past twelve months.

- The risks identified in the Association's loan portfolio required a provision for loan losses of $2,000 to be recorded in the first quarter of 2010 and 2009. The Association's delinquent loans increased from, 0.93 percent at December 31, 2009 to 1.11 percent of the portfolio at March 31, 2010. See also Note 2 of "Notes to the Consolidated Financial Statements".

- At March 31, 2010 and 2009, the Association accrued an estimated patronage receipt (reported as "Equity in earnings of other Farm Credit institutions" on the Consolidated Statements of Income) of $3,810 and $3,696, respectively, which is based on first quarter operations only; management anticipates additional income for each successive quarter in 2010. Since this income from AgFirst Farm Credit Bank (the Bank) is reasonably estimable and because there is a history of these earnings, management is of the opinion that including this income in quarterly operations provides shareholders with a more accurate forecast of annualized net income.

- Noninterest income in the first quarter of 2010 included a net decrease in fee related income of $168, and a decrease in Other noninterest income and Gains (losses) on other property owned and sale of rural home loans aggregating $65.

- During the quarter of 2010, the Farm Credit System Insurance Corporation (FCSIC), which insures the System's debt obligations, had assets exceeding the secure base amount as defined by the Farm Credit Act. As a result of the excess assets, FCSIC made certain distributions to Farm Credit System Banks and certain Associations, MidAtlantic's share of the distribution, which is nonrecurring, was $3,753 and is recorded as Insurance Fund refund within the Noninterest Income section of the Consolidated Statement of Income.

- Noninterest expense for the first quarter of 2010 was $7,929 as compared to $8,834 for the first quarter of 2009 or a decrease of $905 (10.24 percent). The decrease of $295 for Salaries and employee benefits is primarily the result of decreased staffing which occurred during 2009 with the successful merger with the former Valley Association. Pension expenses related to the defined benefit plan have also declined slightly for 2010 as compared to 2009 (see Note 3).

  Insurance fund premium expense decreased $424 (47.22 percent) resulting from the increased loan portfolio and a decrease in the insurance premium for loans as determined by the Farm Credit System Insurance Corporation (FCSIC) for 2010.

  Occupancy and equipment and Other operating expenses decreased $186 from $2,098 to $1,912 primarily due to a decrease in Director expenses, and realization of some operating efficiencies attributable to the Merger.

FUNDING SOURCES

The principal source of funds for the Association is the borrowing relationship established with the Bank through a General Financing Agreement. The General Financing Agreement utilizes the Association's credit and fiscal performance as criteria for establishing a line of credit on which the Association may draw funds. The Bank advances the funds to the Association in the form of notes payable. The notes payable are segmented into variable rate and fixed rate sectors. The Association utilizes the variable rate note to fund variable rate loan advances and operating funds requirements. The fixed rate note is used specifically to fund fixed rate loan advances made by the Association. The total Notes payable to the Bank at March 31, 2010 was $1,906,657 compared to $1,944,081 at December 31, 2009. This decrease during the period of $37,424 (1.93 percent) corresponds to the decrease in the Association's loan volume, receipt of prior year Bank patronage, current year net cash generated from operating activities and offset by patronage payments to stockholders.

CAPITAL RESOURCES

Members' equity at March 31, 2010 totaled $381,838 an increase of $11,437 (3.09 percent) compared to total members' equity of $370,401 at December 31, 2009. Net income of $13,757 for the three months ended March 31, 2010 and net member capital stock/participation certificates issued of $24, an estimated cash patronage distribution accrual for the first three months of 2010 totaling $2,000, and patronage distribution adjustment and retained earnings retired of $361 account for the change.

FCA regulations require that all Farm Credit institutions maintain a minimum permanent capital ratio of 7.0 percent and total surplus and core surplus ratios equal to 3.5 percent. These ratios are calculated by dividing the Association's permanent capital, total surplus and core surplus as defined in FCA regulations, by a risk-adjusted asset base. At March 31, 2010, the Association's permanent capital, total surplus and core surplus ratios equaled 14.68 percent, 14.21 percent and 13.83 percent, respectively.

NOTE: Shareholder investment in the Association could be affected by the financial condition and results of operations of AgFirst Farm Credit Bank. Copies of AgFirst's annual and quarterly reports are available upon request free of charge by calling 1-800-845-1745, ext. 378, or writing Stephen Gilbert, AgFirst Farm Credit Bank, P.O. Box 1499, Columbia, SC 29202. Information concerning AgFirst Farm Credit Bank can also be obtained at their website, www.agfirst.com. Copies of the Association' annual and quarterly reports are also available upon request free of charge by calling 1-800-333-7950, or writing John E. Wheeler, Jr., Chief Financial Officer, MidAtlantic Farm Credit, ACA, P.O. Box 770, Westminster, MD 21158-0770, or accessing the website, www.mafc.com. The Association prepares a quarterly report within 40 days after the end of each fiscal quarter, except that no report need be prepared for the fiscal quarter that coincides with the end of the fiscal year of the institution.

MidAtlantic Farm Credit, ACA

Consolidated Balance Sheets

(dollars in thousands)	March 31, 2010 (unaudited)	December 31, 2009 (audited)
Assets		
Cash	$ 669	$ 1,651
Loans	2,264,931	2,288,344
Less: allowance for loan losses	22,889	21,020
Net loans	2,242,042	2,267,324
Loans held for sale	1,578	—
Accrued interest receivable	15,650	13,725
Investment in other Farm Credit institutions	30,862	30,673
Premises and equipment, net	14,108	14,345
Other property owned	797	1,008
Due from AgFirst Farm Credit Bank	3,820	15,096
Other assets	12,855	14,193
Total assets	$ 2,322,381	$ 2,358,015
Liabilities		
Notes payable to AgFirst Farm Credit Bank	$ 1,906,657	$ 1,944,081
Accrued interest payable	5,578	5,491
Patronage refund payable	2,464	8,116
Allocated surplus payable	84	6,915
Other liabilities	25,760	23,011
Total liabilities	1,940,543	1,987,614
Commitments and contingencies		
Members' Equity		
Capital stock and participation certificates	11,256	11,232
Retained earnings		
Allocated	168,019	167,428
Unallocated	202,969	192,164
Accumulated other comprehensive income (loss)	(406)	(423)
Total members' equity	381,838	370,401
Total liabilities and members' equity	$ 2,322,381	$ 2,358,015

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

MidAtlantic Farm Credit, ACA

Consolidated Statements of Income

(unaudited)

(dollars in thousands)	For the three months ended March 31, 2010	2009
Interest Income		
Loans	$ 32,005	$ 32,613
Interest Expense		
Notes payable to AgFirst Farm Credit Bank	16,769	19,280
Net interest income	15,236	13,333
Provision for (reversal of allowance for) loan losses	2,000	2,000
Net interest income after provision for (reversal of allowance for) loan losses	13,236	11,333
Noninterest Income		
Loan fees	431	618
Fees for financially related services	53	34
Equity in earnings of other Farm Credit institutions	3,810	3,696
Gains (losses) on other property owned, net	13	1
Gains (losses) on sale of rural home loans, net	216	294
Insurance Fund refunds	3,753	—
Other noninterest income	174	173
Total noninterest income	8,450	4,816
Noninterest Expense		
Salaries and employee benefits	5,543	5,838
Occupancy and equipment	618	650
Insurance Fund premium	474	898
Other operating expenses	1,294	1,448
Total noninterest expense	7,929	8,834
Income before income taxes	13,757	7,315
Provision (benefit) for income taxes	—	662
Net income	$ 13,757	$ 6,653

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

MidAtlantic Farm Credit, ACA

Consolidated Statements of Changes in Members' Equity

(unaudited)

(dollars in thousands)	Capital Stock and Participation Certificates	Retained Earnings Allocated	Retained Earnings Unallocated	Accumulated Other Comprehensive Income (Loss)	Total Members' Equity
Balance at December 31, 2008	$ 11,576	$ 156,869	$ 185,520	$ (405)	$ 353,560
Comprehensive income					
Net income			6,653		6,653
Employee benefit plans adjustments				5	5
Total comprehensive income					6,658
Capital stock/participation certificates issued/(retired), net	5				5
Patronage distribution					
Cash			(3,066)		(3,066)
Patronage distribution adjustment		406	(405)		1
Balance at March 31, 2009	$ 11,581	$ 157,275	$ 188,702	$ (400)	$ 357,158
Balance at December 31, 2009	$ 11,232	$ 167,428	$ 192,164	$ (423)	$ 370,401
Comprehensive income					
Net income			13,757		13,757
Employee benefit plans adjustments				17	17
Total comprehensive income					13,774
Capital stock/participation certificates issued/(retired), net	24				24
Patronage distribution					
Cash			(2,000)		(2,000)
Retained earnings retired		(48)			(48)
Patronage distribution adjustment		639	(952)		(313)
Balance at March 31, 2010	$ 11,256	$ 168,019	$ 202,969	$ (406)	$ 381,838

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

Notes to the Consolidated Financial Statements

(dollars in thousands, except as noted)
(unaudited)

NOTE 1 – ORGANIZATION, SIGNIFICANT ACCOUNTING POLICIES, AND RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

The accompanying financial statements include the accounts of MidAtlantic Farm Credit, ACA (the Association). A description of the organization and operations of the Association, the significant accounting policies followed, and the financial condition and results of operations as of and for the year ended December 31, 2009, are contained in the 2009 Annual Report to Shareholders. These unaudited first quarter 2010 consolidated financial statements should be read in conjunction with the 2009 Annual Report to Shareholders.

The accompanying consolidated financial statements contain all adjustments necessary for a fair presentation of the interim financial condition and results of operations and conform with accounting principles generally accepted in the United States (GAAP) and prevailing practices within the banking industry. The results for the three months ended March 31, 2010, are not necessarily indicative of the results to be expected for the year ending December 31, 2010.

Certain amounts in the prior period's consolidated financial statements may have been reclassified to conform to the current period's consolidated financial statement presentation. Such reclassifications had no effect on the prior period net income or total capital as previously reported.

The Association maintains an allowance for loan losses in accordance with GAAP. The loan portfolio is reviewed quarterly to determine the adequacy of the allowance for losses. As of March 31, 2010, the allowance for losses is adequate in management's opinion to provide for possible losses on existing loans.

In addition to the recently issued accounting pronouncements discussed in the 2009 Annual Report to Shareholders, in June 2009, the Financial Accounting Standards Board (FASB) issued guidance "Accounting for Transfers of Financial Assets," which amended previous guidance by improving the relevance, representational faithfulness, and comparability of the information that a reporting entity provides in its financial statements about a transfer of financial assets; the effects of a transfer on its financial position, financial performance, and cash flows; and a transferor's continuing involvement, if any, in transferred financial assets.

This guidance was effective as of the beginning of each reporting entity's first annual reporting period that begins after November 15, 2009, for interim periods within that first annual reporting period and for interim and annual reporting periods thereafter. Earlier application was prohibited. This guidance must be applied to transfers occurring on or after the effective date. Additionally, on and after the effective date, the concept of a qualifying special purpose entity is no longer relevant for accounting purposes. Therefore, formerly qualifying special-purpose entities (as defined under previous accounting guidance) should be evaluated for consolidation by reporting entities on and after the effective date in accordance with the applicable consolidation guidance. If the evaluation on the effective date results in consolidation, the reporting entity should apply the transition guidance that requires consolidation. The Association evaluated the impact of adoption on its loan participation agreements to ensure that participations would meet the requirements for sales treatment. The impact of adoption on January 1, 2010 was immaterial to the Association's financial condition and results of operations.

In June 2009, the FASB also issued guidance, to improve financial reporting for those enterprises involved with variable interest entities, which amends previous guidance by requiring an enterprise to perform an analysis to determine whether the enterprise's variable interest or interests give it a controlling financial interest in a variable interest entity.

Additionally, an enterprise is required to assess whether it has an implicit financial responsibility to ensure that a variable interest entity operates as designed when determining whether it has the power to direct the activities of the variable interest entity that most significantly impact the entity's economic performance.

This guidance was effective as of the beginning of each reporting entity's first annual reporting period that begins after November 15, 2009, for interim periods within that first annual reporting period and for interim and annual reporting periods thereafter. Earlier application was prohibited. The Association does not have any variable interest or controlling interest in a variable entity. Therefore, there was no impact of adoption of the guidance for the Association.

In January 2010, the FASB issued guidance "Fair Value Measurements and Disclosures," which is to improve disclosures about fair value measurement by increasing transparency in financial reporting. The changes will provide a greater level of disaggregated information and more detail disclosures of valuation techniques and inputs to fair value measurement. The new disclosures and clarification of existing disclosures were effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures about purchases, sales, issuances and settlements in the rollforward of activity in Level 3 fair value measurements. Those disclosures are effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. The adoption of this guidance had no impact on the Association's financial condition and results of operations but resulted in additional disclosures (see Note 4).

NOTE 2 – ALLOWANCE FOR LOAN LOSSES AND IMPAIRED LOANS

An analysis of the allowance for loan losses follows:

	For the three months ended March 31,	
	2010	2009
Balance at beginning of period	$21,020	$16,984
Provision for (reversal of) loan losses	2,000	2,000
Charge-offs	(200)	(183)
Recoveries	69	8
Balance at end of period	$22,889	$18,809

The following table presents information concerning impaired loans as of March 31,

	2010	2009
Impaired loans with related allowance	$58,903	$26,425
Impaired loans with no related allowance	22,612	26,877
Total impaired loans	81,515	53,302
Allowance on impaired loans	$14,598	$ 8,535

The following table summarizes impaired loan information for the three months ended March 31,

	2010	2009
Average impaired loans	$ 52,341	$ 46,925
Interest income recognized on impaired loans	331	59

NOTE 3 – EMPLOYEE BENEFIT PLANS

The following is a table of retirement and other postretirement benefit expenses for the Association:

	For the three months ended March 31,	
	2010	2009
Pension	$ 1,273	$1,457
401(k)	115	114
Other postretirement benefits	191	201
Total	$ 1,579	$1,772

The following is a table of retirement and other postretirement benefit contributions for the Association:

	Actual YTD Through 3/31/10	Projected Contributions For Remainder of 2010	Projected Total Contributions 2010
Pension	$ 3	$ 4,215	$ 4,218
Other postretirement benefits	109	460	569
Total	$ 112	$ 4,675	$ 4,787

Contributions in the above table include allocated estimates of funding for multi-employer plans in which the Association participates. These amounts may change when a total funding amount and allocation is determined by the respective Plan's Sponsor Committee. Also, market conditions could impact discount rates and return on plan assets which could change contributions necessary before the next plan measurement date of December 31, 2010.

Further details regarding employee benefit plans are contained in the 2009 Annual Report to Shareholders.

NOTE 4 – FAIR VALUE MEASUREMENT

Effective January 1, 2008, the Association adopted FASB guidance on fair value measurements. This guidance defines fair value, establishes a framework for measuring fair value and expands the Association's disclosures about fair values for certain assets and liabilities measured at fair value on a recurring and non-recurring basis. These assets and liabilities consist primarily of assets held in trust funds, standby letters of credit, impaired loans, and other property owned.

This guidance defines fair value as the exchange price that would be received for an asset or paid to transfer a liability in an orderly transaction between market participants in the principal or most advantageous market for the asset or liability.

This guidance establishes a fair value hierarchy for disclosure of fair value measurements to maximize the use of observable inputs, that is, inputs that reflect the assumptions market participants would use in pricing an asset or liability based on market data obtained from sources independent of the reporting entity. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

The three levels of inputs and the classification of the Association's financial instruments within the fair value hierarchy are as follows:

Level 1

Level 1 inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets. The Association's Level 1 assets at March 31, 2010 consist of assets held in trust funds related to deferred compensation and supplemental retirement plans. The trust funds include investments in securities that are actively traded and have quoted net asset value prices that are directly observable in the marketplace.

Level 2

Level 2 inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets; quoted prices in markets that are not active; and inputs that are observable, or can be corroborated, for substantially the full term of the asset or liability. The Association has no Level 2 assets or liabilities measured at fair value on a recurring basis at March 31, 2010.

Level 3

Level 3 inputs to the valuation methodology are unobservable and supported by little or no market activity. Valuation is determined using pricing models, discounted cash flow methodologies, or similar techniques, and could include significant management judgment or estimation. Level 3 assets and liabilities also could include instruments whose price has been adjusted based on dealer quoted pricing that is different than the third-party valuation or internal model pricing.

Level 3 assets at March 31, 2010 include impaired loans which represent the fair value of certain loans that were evaluated for impairment under FASB guidance. The fair value was based upon the underlying collateral since these were collateral-dependent loans. The fair value measurement process uses independent appraisals and other market-based information, but in many cases it also requires significant input based on management's knowledge of and judgment about current market conditions, specific issues relating to the collateral and other matters. As a result, these fair value measurements fall within Level 3 of the hierarchy. When the value of the collateral, less estimated costs to sell, is less than the principal balance of the loan, a specific reserve is established.

Other property owned is classified as a Level 3 asset at March 31, 2010. The fair value for other property owned is based upon the collateral value. Costs to sell represent transaction costs and are not included as a component of the fair value of other property owned. Level 3 liabilities at March 31, 2010 include standby letters of credit whose market value is internally calculated based on information that is not observable either directly or indirectly in the marketplace.

Assets and Liabilities Measured at Fair Value on a Recurring Basis

The following tables present the assets and liabilities that are measured at fair value on a recurring basis at March 31, 2010 and December 31, 2009 for each of the fair value hierarchy levels:

	March 31, 2010			
	Level 1	Level 2	Level 3	Total Fair Value
Assets:				
Assets held in trust funds	$ 527	$ –	$ –	$ 527
Total Assets	$ 527	$ –	$ –	$ 527
Liabilities:				
Standby letters of credit	$ –	$ –	$ 317	$ 317
Total Liabilities	$ –	$ –	$ 317	$ 317

	December 31, 2009			
	Level 1	Level 2	Level 3	Total Fair Value
Assets:				
Assets held in trust funds	$ 519	$ –	$ –	$ 519
Total Assets	$ 519	$ –	$ –	$ 519
Liabilities:				
Standby letters of credit	$ –	$ –	$ 322	$ 322
Total Liabilities	$ –	$ –	$ 322	$ 322

The following tables present the changes in Level 3 assets and liabilities measured at fair value on a recurring basis for the three months ended March 31, 2010 and 2009. The Association had no transfers of assets or liabilities into or out of Level 1 or Level 2 during the first three months of 2010 and 2009.

	Standby Letters Of Credit
Balance at January 1, 2010	$ 322
Total gains or (losses) realized/unrealized:	
Included in earnings	–
Included in other comprehensive loss	–
Purchases, sales, issuances and settlements, net	(5)
Transfers in and/or out of Level 3	–
Balance at March 31, 2010	$ 317

	Standby Letters Of Credit
Balance at January 1, 2009	$ 298
Total gains or (losses) realized/unrealized:	
Included in earnings	–
Included in other comprehensive loss	–
Purchases, sales, issuances and settlements, net	(7)
Transfers in and/or out of Level 3	–
Balance at March 31, 2009	$ 291

Assets and Liabilities Measured at Fair Value on a Non-recurring Basis

Assets and liabilities measured at fair value on a non-recurring basis at March 31, 2010 and December 31, 2009 for each of the fair value hierarchy values are summarized below:

	March 31, 2010				
	Level 1	Level 2	Level 3	Total Fair Value	YTD Total Gains (Losses)
Assets:					
Impaired loans	$ –	$ –	$ 41,247	$ 41,247	$ (4,347)
Other property owned	$ –	$ –	$ 80	$ 80	$ 14

	December 31, 2009				
	Level 1	Level 2	Level 3	Total Fair Value	YTD Total Gains (Losses)
Assets:					
Impaired loans	$ –	$ –	$ 19,027	$ 19,027	$ (8,217)
Other property owned	$ –	$ –	$ 1,008	$ 1,008	$ (12)

NOTE 5 — DISCLOSURES ABOUT FAIR VALUE OF FINANCIAL INSTRUMENTS

The following table presents the carrying amounts and fair values of the Association's financial instruments at March 31, 2010 and December 31, 2009.

Quoted market prices are generally not available for certain System financial instruments, as described below. Accordingly fair values are based on judgments regarding anticipated cash flows, future expected loss experience, current economic conditions, risk characteristics of various financial instruments, and other factors. These estimates involve uncertainties and matters of judgment, and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

The estimated fair values of the Association's financial instruments are as follows:

	March 31, 2010		December 31, 2009	
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
Financial assets:				
Cash	$ 669	$ 669	$ 1,651	$ 1,651
Loans, net of allowance	$2,242,042	$ 2,271,252	$ 2,267,324	$ 2,309,965
Assets held in trust funds	$ 527	$ 527	$ 519	$ 519
Financial liabilities:				
Notes payable to AgFirst Farm Credit Bank	$ 1,906,657	$ 1,933,569	$ 1,944,081	$ 1,972,595

A description of the methods and assumptions used to estimate the fair value of each class of the Association's financial instruments for which it is practicable to estimate that value follows:

A. **Cash:** The carrying value is primarily a reasonable estimate of fair value.

B. **Loans:** Because no active market exists for the Association's loans, fair value is estimated by discounting the expected future cash flows using the Association's current interest rates at which similar loans would be made to borrowers with similar credit risk. Discount rates are based on the Bank's loan rates as well as management estimates.

   For purposes of determining fair value of accruing loans, the loan portfolio is segregated into pools of loans with homogeneous characteristics based upon repricing and credit risk. Expected future cash flows and interest rates reflecting appropriate credit risk are separately determined for each individual pool.

   Fair value of loans in a nonaccrual status is estimated to be the carrying amount of the loan less specific reserves.

The carrying value of accrued interest approximates its fair value.

C. **Investment in AgFirst Farm Credit Bank:** Estimating the fair value of the Association's investment in the Bank is not practicable because the stock is not traded. The net investment is a requirement of borrowing from the Bank and is carried at cost plus allocated equities in the accompanying Consolidated Balance Sheets. The Association owns 7.99 percent of the issued stock of the Bank as of March 31, 2010 net of any reciprocal investment. As of that date, the Bank's assets totaled $30.1 billion and shareholders' equity totaled $1.7 billion. The Bank's earnings were $117 million during the first three months of 2010.

D. **Notes Payable to AgFirst Farm Credit Bank:** The notes payable are segregated into pricing pools according to the types and terms of the loans (or other assets) which they fund. Fair value of the notes payable is estimated by discounting the anticipated cash flows of each pricing pool using the current rate that would be charged for additional borrowings. For purposes of this estimate it is assumed the cash flow on the notes is equal to the principal payments on the Association's loan receivables plus accrued interest on the notes payable. This assumption implies that earnings on the Association's interest margin are used to fund operating expenses and capital expenditures.

E. **Commitments to Extend Credit:** The estimated market value of off-balance-sheet commitments is minimal since the committed rate approximates current rates offered for commitments with similar rate and maturity characteristics and since the related credit risk is not significant.

F. **Assets Held in Trust Funds:** See Note 4 for discussion of estimation of fair value for this instrument.

NOTE 6 – SUBSEQUENT EVENTS

The Association has evaluated subsequent events and has determined there are none requiring disclosure through May 7, 2010, which is the date the financial statements were issued.