First South Farm Credit, ACA

THIRD QUARTER 2009

TABLE OF CONTENTS

Report on Internal Control Over Financial Reporting 2

Management's Discussion and Analysis of

Financial Condition and Results of Operations 3

Consolidated Financial Statements

Consolidated Balance Sheets 6

Consolidated Statements of Income 7

Consolidated Statements of Changes in Members' Equity 8

Notes to the Consolidated Financial Statements 9

CERTIFICATION

The undersigned certify that we have reviewed the September 30, 2009 quarterly report of First South 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.

Stephen L. Rochelle
Chief Executive Officer

Bryan Applewhite
Chief Financial Officer

Dan West
Chairman of the Board

November 3, 2009

First South 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 September 30, 2009. 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 September 30, 2009, 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 September 30, 2009.

Stephen L. Rochelle

Stephen L. Rochelle
Chief Executive Officer

Bryan Applewhite

Bryan Applewhite
Chief Financial Officer

November 3, 2009

First South 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 *First South Farm Credit, ACA* (Association) for the period ended September 30, 2009. These comments should be read in conjunction with the accompanying consolidated financial statements, notes to the consolidated financial statements and the 2008 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 financing of short and intermediate-term loans. The Association's loan portfolio is diversified over a range of agricultural commodities including poultry, cotton, livestock and forestry. Farm size varies and many of the borrowers in the region have diversified farming operations. This factor, along with the numerous opportunities for non-farm income in the area, somewhat reduces the level of dependency on any single commodity.

Comparison of September 30, 2009 to December 31, 2008

The gross loan volume of the Association as of September 30, 2009, was $1,241,867, an increase of $186,356, as compared to $1,055,511 at December 31, 2008. Net loans outstanding at September 30, 2009, were $1,234,397 as compared to $1,047,570 at December 31, 2008. Net loans accounted for 90.64 percent of total assets at September 30, 2009, as compared to 88.67 percent of total assets at December 31, 2008. The increase in loan volume is primarily attributable to seasonal lending within the portfolio.

There is an inherent risk in the extension of any type of credit. Portfolio credit quality continues to be maintained at an acceptable level and credit administration remains satisfactory. Nonaccrual loans decreased from $29,993 at December 31, 2008, to $29,401 at September 30, 2009, a decrease of $592. This decrease is primarily the result of the Association's charge off activity on relatively large loan participations.

Association management maintains an allowance for loan losses in an amount considered sufficient to absorb possible losses in the loan portfolio based on current and expected future conditions. The allowance for loan losses at September 30, 2009, was $7,470 compared to $7,941 at December 31, 2008, and was considered by management to be adequate to cover possible losses.

Comparison of September 30, 2009 to September 30, 2008

As stated previously, as of September 30, 2009, gross loan volume of the Association was $1,241,867 and net loans outstanding were $1,234,397. This represents an increase of $18,583 in gross loan volume as compared to $1,223,284 at September 30, 2008, and represents an increase of $19,255 in net loans outstanding as compared to $1,215,142 at September 30, 2008. Net loans decreased as a percentage of total assets slightly to the aforementioned 90.64 percent of total assets at September 30, 2009, from 90.81 percent of total assets at September 30, 2008. The increase in loan volume is primarily attributable to normal loan growth of the Association.

Nonaccrual loans increased from $12,077 at September 30, 2008, to $29,401 at September 30, 2009, an increase of $17,324. This increase is primarily the result of a few relatively large loan participations being transferred to nonaccrual status.

The allowance for loan losses at September 30, 2009, was $7,470 compared to $8,142 at September 30, 2008, an increase of $672.

RESULTS OF OPERATIONS

For the three months ended September 30, 2009

Net income for the three months ended September 30, 2009, totaled $6,163, as compared to $5,085 for the same period in 2008. Net interest income increased $607 for the three months ended September 30, 2009, as compared to the same period in 2008. The increase in net interest income was primarily the result of increased loan volume and improved margins on the volume within the portfolio.

Noninterest income for the three months ended September 30, 2009 totaled $4,760, as compared to $4,315 for the same period of 2008, an increase of $445. The increase is primarily the result of an increase in equity in earnings of other Farm Credit institutions of $398 and an increase of other non interest income of $104.

Noninterest expense for the three months ended September 30, 2009 increased $989 as compared to the same period of 2008. The primary reasons for the increase in noninterest expense were an increase in salaries and employee benefits of $982, an increase in the Insurance Fund premium of $133, partially offset by a decrease in other operating expenses of $120.

The Association recorded a provision for loan loss of $294 for the three months ended September 30, 2009, compared to $1,315 for the same period in 2008. The Association recorded a benefit for income taxes of $5 for the three months ended September 30, 2009, compared to a benefit of $11 for the same period in 2008.

For the nine months ended September 30, 2009

Net income for the nine months ended September 30, 2009, totaled $11,441, as compared to $16,098 for the same period in 2008. Net interest income decreased $617 or 2.73 percent, as compared to the same period in 2008. The decrease in net interest income was primarily the result of a decrease in loan volume associated with the increased loan participations sold to the Bank.

Noninterest income for the nine months ended September 30, 2009, totaled $14,698, as compared to $11,973 for the same period of 2008, an increase of $2,725. The increase is primarily the result of an increase in equity in earnings of other Farm Credit institutions of $2,933, an increase in fees for financially related services of $19, an increase in other non interest income of $151, and partially offset by a net loss in other property owned of $313 and a decrease in loan fees of $65. The increase in equity in earnings of other Farm Credit Institutions is primarily the result of the increase in loan participations sold to the Bank compared to the same period in 2008.

Noninterest expense for the nine months ended September 30, 2009, increased $2,980 compared to the same period of 2008. The primary reasons for the increase in noninterest expense were an increase in salaries and employee benefits of $2,934, an increase in Insurance Fund premiums of $243, partially offset by decreases in the other operating expenses of $173 and occupancy and equipment expenses of $24.

The Association recorded a provision for loan losses of $5,077 for the nine months ended September 30, 2009, compared to a provision of $1,360 for the same period in 2008, an increase of $3,717. The increase in provision for loan losses is primarily attributable to the overall decline in earnings.

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 funds to the Association in the form of notes payable. The notes payable are segmented into variable rate and fixed rate sections. The variable rate note is utilized by the Association 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 September 30, 2009 was $1,096,494 as compared to $909,718 at December 31, 2008, an increase of $186,776, and was $1,080,807 at September 30, 2008, an increase of $15,687 as compared to September 30, 2009. The increase in notes payable is primarily related to seasonal lending within the portfolio and new loan growth.

CAPITAL RESOURCES

Total members' equity at September 30, 2009, September 30, 2008 and December 31, 2008 was $228,978, $236,887 and $219,728, respectively. The decrease from September 30, 2008 to September 30, 2009 is primarily attributable to an increase in accumulated other comprehensive loss of $16,247, offset by a net increase in allocated and unallocated retained earnings of $7,891. The increase in total members' equity from December 31, 2008 to September 30, 2009 is mainly attributable to a net increase in allocated and unallocated retained earnings of $7,488. Total capital stock and participation certificates were $65,089, $64,637 and $64,590 at September 30, 2009, September 30, 2008 and December 31, 2008, respectively.

Farm Credit Administration (FCA) regulations require all Farm Credit institutions to maintain minimum permanent capital, total surplus and core surplus ratios. 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. As of September 30, 2009, the Association's permanent capital ratio was 12.01 percent and the total surplus ratio and core surplus ratio were 10.85 percent and 9.75 percent, respectively. All three ratios were well above the minimum regulatory ratios of 7.00 percent for permanent capital and total surplus ratios and 3.50 percent for the core surplus ratio.

STOCKHOLDER INVESTMENT

Stockholder investment in the Association could be affected by the financial condition and results of operations of AgFirst Farm Credit Bank. Copies of AgFirst Farm Credit Bank's Quarterly and Annual Reports are on the AgFirst website, *www.agfirst.com*, or may be obtained at no charge by calling 1-800-845-1745, extension 378, or writing Stephen Gilbert, AgFirst Farm Credit Bank, P.O. Box 1499, Columbia, SC 29202. Copies of the Association's Annual and Quarterly reports are also on the Association's website, *www.firstsouthland.com*, or may be obtained upon request free of charge by calling 1-800-955-1722 or writing Bryan Applewhite, First South Farm Credit, ACA, P. O. Box 6008, Ridgeland, MS 39158-6008. 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.

First South Farm Credit, ACA

Consolidated Balance Sheets

(dollars in thousands)	September 30, 2009	September 30, 2008	December 31, 2008
	(unaudited)	*(unaudited)*	*(audited)*
Assets			
Cash	$ 3,013	$ 2,867	$ 7,223
Loans	1,241,867	1,223,284	1,055,511
Less: allowance for loan losses	7,470	8,142	7,941
Net loans	1,234,397	1,215,142	1,047,570
Accrued interest receivable	14,068	16,881	13,545
Investment in other Farm Credit institutions	88,953	86,056	92,165
Premises and equipment, net	6,558	6,415	6,338
Other property owned	1,277	5	5
Due from AgFirst Farm Credit Bank	12,227	9,279	12,994
Other assets	1,385	1,411	1,554
Total assets	$ 1,361,878	$ 1,338,056	$ 1,181,394
Liabilities			
Notes payable to AgFirst Farm Credit Bank	$ 1,096,494	$ 1,080,807	$ 909,718
Accrued interest payable	2,624	3,888	3,060
Patronage refund payable	4	5	3,724
Other liabilities	33,778	16,469	45,164
Total liabilities	1,132,900	1,101,169	961,666
Commitments and contingencies			
Members' Equity			
Protected borrower equity	92	97	97
Capital stock and participation certificates	65,089	64,637	64,590
Retained earnings			
Allocated	89,143	78,856	93,412
Unallocated	97,016	99,412	85,259
Accumulated other comprehensive income (loss)	(22,362)	(6,115)	(23,630)
Total members' equity	228,978	236,887	219,728
Total liabilities and members' equity	$ 1,361,878	$ 1,338,056	$ 1,181,394

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

First South Farm Credit, ACA

Consolidated Statements of Income

(unaudited)

(dollars in thousands)	For the three months ended September 30, 2009	For the three months ended September 30, 2008	For the nine months ended September 30, 2009	For the nine months ended September 30, 2008
Interest Income				
Loans	$ 16,440	$ 19,669	$ 45,930	$ 57,034
Interest Expense				
Notes payable to AgFirst Farm Credit Bank	8,086	11,922	23,958	34,445
Net interest income	8,354	7,747	21,972	22,589
Provision for (reversal of allowance for) loan losses	294	1,315	5,077	1,360
Net interest income after provision for (reversal of allowance for) loan losses	8,060	6,432	16,895	21,229
Noninterest Income				
Loan fees	549	517	2,278	2,343
Fees for financially related services	102	149	210	191
Equity in earnings of other Farm Credit institutions	4,040	3,642	12,209	9,276
Gains (losses) on other property owned, net	(38)	4	(287)	26
Other noninterest income	107	3	288	137
Total noninterest income	4,760	4,315	14,698	11,973
Noninterest Expense				
Salaries and employee benefits	4,547	3,565	13,661	10,727
Occupancy and equipment	304	310	907	931
Insurance Fund premium	519	386	1,394	1,151
Other operating expenses	1,292	1,412	4,112	4,285
Total noninterest expense	6,662	5,673	20,074	17,094
Income before income taxes	6,158	5,074	11,519	16,108
Provision (benefit) for income taxes	(5)	(11)	78	10
Net income	$ 6,163	$ 5,085	$ 11,441	$ 16,098

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

First South Farm Credit, ACA

Consolidated Statements of Changes in Members' Equity

(unaudited)

(dollars in thousands)	Protected Borrower Capital	Capital Stock and Participation Certificates	Retained Earnings Allocated	Retained Earnings Unallocated	Accumulated Other Comprehensive Income	Total Members' Equity
Balance at December 31, 2007	$ 111	$ 64,347	$ 84,707	$ 83,048	$ (6,217)	$ 225,996
Comprehensive income						
Net income				16,098		16,098
Employee benefit plans adjustments				(184)	102	(82)
Total comprehensive income						16,016
Protected borrower equity retired	(14)					(14)
Capital stock/participation certificates issued/(retired), net		290				290
Retained earnings retired			(5,509)			(5,509)
Patronage distribution adjustment			(342)	450		108
Balance at September 30, 2008	$ 97	$ 64,637	$ 78,856	$ 99,412	$ (6,115)	$ 236,887
Balance at December 31, 2008	$ 97	$ 64,590	$ 93,412	$ 85,259	$ (23,630)	$ 219,728
Comprehensive income						
Net income				11,441		11,441
Employee benefit plans adjustments					1,268	1,268
Total comprehensive income						12,709
Protected borrower equity retired	(5)					(5)
Capital stock/participation certificates issued/(retired), net		499				499
Retained earnings retired			(4,093)			(4,093)
Patronage distribution adjustment			(176)	316		140
Balance at September 30, 2009	$ 92	$ 65,089	$ 89,143	$ 97,016	$ (22,362)	$ 228,978

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

First South Farm Credit, ACA

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 First South 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, 2008, are contained in the 2008 Annual Report to Shareholders. These unaudited third quarter 2009 consolidated financial statements should be read in conjunction with the 2008 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 generally accepted accounting principles (GAAP) and prevailing practices within the banking industry. The results for the nine months ended September 30, 2009, are not necessarily indicative of the results to be expected for the year ending December 31, 2009.

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 September 30, 2009, 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 2008 Annual Report to Shareholders, effective January 1, 2009, the Association adopted accounting guidance for fair value measurements of nonfinancial assets and nonfinancial liabilities. The impact of adoption resulted in additional fair value disclosures (see Note 4), primarily regarding other property owned, but does not have an impact on the Association's financial condition or results of operations.

In April 2009, the Financial Accounting Standards Borad (FASB) issued guidance, "Interim Disclosures about Fair Value of Financial Instruments." This guidance requires disclosures about fair value of financial instruments for interim reporting periods of publicly traded companies as well as in annual financial statements. The Association adopted this guidance effective June 30, 2009 (see Note 5).

In May 2009, the FASB issued guidance, "Subsequent Events," which sets forth general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. There are two types of subsequent events: the first type consists of events or transactions that provide additional evidence about conditions that existed at the balance sheet date (recognized subsequent events) and the second type consists of events that provide evidence about conditions that did not exist at the balance sheet date but arose after that date (nonrecognized subsequent events). Recognized subsequent events should be included in the financial statements since the conditions existed at the date of the balance sheet. Nonrecognized subsequent events are not included in the financial statements since the conditions arose after the balance sheet date but before the financial statements are issued or are available to be issued. This guidance, which includes a required disclosure of the date through which an entity has evaluated subsequent events, was adopted by the Association effective June 30, 2009 (see Note 6).

In June 2009, the FASB issued guidance, "The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles." This Codification became the source of authoritative U.S. generally accepted accounting principles recognized by the FASB. This guidance was adopted by the Association effective July 1, 2009 and had no impact on the Association's financial condition or results of operations.

NOTE 2 — ALLOWANCE FOR LOAN LOSSES AND IMPAIRED LOANS

An analysis of the allowance for loan losses follows:

	For the nine months ended September 30,	
	2009	**2008**
Balance at beginning of period	$ 7,941	$ 6,961
Provision for (reversal of) loan losses	5,077	1,360
Charge-offs	(5,570)	(230)
Recoveries	22	51
Balance at end of period	$ 7,470	$ 8,142

The following table presents information concerning impaired loans as of September 30,

	2009	2008
Impaired loans with related allowance	$12,993	$ 5,334
Impaired loans with no related allowance	17,070	6,743
Total impaired loans	30,063	12,077
Allowance on impaired loans	$ 2,494	$ 2,759

The following table summarizes impaired loan information for the nine months ended September 30,

	2009	2008
Average impaired loans	$ 37,628	$ 2,818
Interest income recognized on impaired loans	82	235

NOTE 3 – EMPLOYEE BENEFIT PLANS

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

	For the nine months ended September 30,	
	2009	2008
Pension	$ 2,689	$ 553
401(k)	221	208
Other postretirement benefits	490	322
Total	$ 3,400	$1,083

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

	Actual YTD Through 9/30/09	Projected Contributions For Remainder of 2009	Projected Total Contributions 2009
Pension	$ –	$ 845	$ 845
Other postretirement benefits	310	175	485
Total	$ 310	$1,020	$1,330

Actuarial calculations as of the last plan measurement date (December 31, 2008) projected contributions of $845 to the pension plan for 2009. However, market conditions could impact discount rates and return on plan assets which could make additional contributions necessary before the next plan measurement date of December 31, 2009.

Further details regarding employee benefit plans are contained in the 2008 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 disclosures about fair value measurements for certain assets and liabilities measured at fair value on a recurring and non-recurring basis. These assets and liabilities primarily consist of 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 has no Level 1 assets or liabilities measured at fair value on a recurring basis at September 30, 2009.

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 September 30, 2009.

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 September 30, 2009 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 September 30, 2009. The fair value for other property owned is based upon the collateral less estimated costs to sell. Level 3 liabilities at September 30, 2009 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 table presents the assets and liabilities that are measured at fair value on a recurring basis at September 30, 2009 for each of the fair value hierarchy levels:

	September 30, 2009			
	Level 1	Level 2	Level 3	Total Fair Value
Liabilities:				
Standby letters of credit	$ 401	$ -	$ -	$ 401
Total Liabilities	$ 401	$ -	$ -	$ 401

The following table presents the changes in Level 3 assets and liabilities measured at fair value on a recurring basis:

	Standby Letters Of Credit
Balance at January 1, 2009	$ 454
Total gains or (losses) realized/unrealized:	
Included in earnings	–
Included in other comprehensive loss	–
Purchases, sales, issuances and settlements, net	(53)
Transfers in and/or out of level 3	–
Balance at September 30, 2009	$ 401

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 September 30, 2009 for each of the fair value hierarchy values are summarized below:

	September 30, 2009				
	Level 1	Level 2	Level 3	Total Fair Value	YTD Total Gains (Losses)
Assets:					
Impaired loans	$ -	$ -	$ 10,519	$ 10,519	$ (5,456)
Other property owned	$ -	$ -	$ 1,277	$ 1,277	$ -

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 September 30, 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:

	September 30, 2009	
	Carrying Amount	Estimated Fair Value
Financial assets:		
Cash	$ 3,013	$ 3,013
Loans, net of allowance	$ 1,234,397	$ 1,266,482
Financial liabilities:		
Notes payable to AgFirst Farm Credit Bank	$ 1,096,494	$ 1,110,559

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 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. As the discount rates are based on the Bank's loan rates, as well as management estimates, management has no basis to determine whether the fair values presented would be indicative of the value negotiated in an actual sale.

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 less specific reserves.

The carrying value of accrued interest approximates its fair value.

C. **Investment in AgFirst Farm Credit Bank and Other Farm Credit Institutions:** Estimating the fair value of the Association's investment in the Bank and Other Farm Credit Institutions 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 10.05 percent of the issued stock of the Bank as of September 30, 2009 net of any reciprocal investment. As of that date, the Bank's assets totaled $30.08 billion and shareholders' equity totaled $1.60 billion. The Bank's earnings were $194.0 million during the first nine months of 2009.

In addition, the Association has an investment of $34 related to other Farm Credit institutions.

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.

NOTE 6 – SUBSEQUENT EVENTS

The Association has evaluated subsequent events and has determined there are none requiring disclosure through November 3, 2009, which is the date the financial statements were available to be issued.