

COLONIAL FARM CREDIT, ACA, PCA & FLCA OFFICIAL NOTICE AND INFORMATION STATEMENT

2009 Annual Stockholders' Meeting

Colonial Farm Credit Headquarters

7104 Mechanicsville Turnpike • Mechanicsville, Virginia

August 7, 2009 • 1:00 p.m.

The following information is provided in accordance with Farm Credit Administration regulations.

The purpose of the meeting is to elect directors and nominating committee members, review financial reports and transact any other necessary business.

BOARD OF DIRECTORS

The current Association Board is comprised of 15 stockholder-elected directors, and two outside directors (someone who is not a director, officer, employee, agent, or stockholder of any Farm Credit System institution and who is appointed by the Board). There are five director terms expiring at this meeting.

Directors whose terms of office extend beyond this election are as follows:

	Age	Term	Served
John R. Darden, III	67	2007-2011	1998-2009
John F. Davis	62	2008-2012	2005-2009
Haywood J. Hamlet	65	2007-2011	2001-2009
Susan D. Hance-Wells	54	2007-2010	2004-2009
Robert K. Hatcher	60	2008-2012	2008-2009
L. Wayne Kirby	56	2008-2012	2005-2009
John N. Mills, Jr.	58	2008-2011	1996-2009
Forrest C. Nuckols	62	2007-2011	1998-2009
Frederick S. Richardson	62	2007-2010	2001-2009
Paul W. Rogers, Jr.	60	2006-2010	1982-2009
Robert H. Spiers, Jr.	64	2006-2010	1980-2009
Outside Directors:			
Jennifer U. Cuthbertson	37	2009-2013	2007-2009
Stanley O. Forbes, Sr.	67	2007-2011	1996-2009

No director attended fewer than 75 percent of the total of board meetings and any committee meetings on which he or she served during the last fiscal year.

Colonial Farm Credit, ACA has had loans outstanding during the last full fiscal year to date to its elected directors, director nominees, their immediate family members, and organizations with which such directors, or director nominees are affiliated. These loans were made in the ordinary course of business, and were made on the same terms, including interest rate, amortization schedule, and collateral, as those prevailing at the time for comparable transactions with other persons.

No loan to a director, director nominee, or to any organization affiliated with such person, or any immediate family member who resides in the same household as such person or in whose loan or business operation such person has a material financial or legal interest, involved more than the normal risk of collectibility.

VOTING

Each voting shareholder of Colonial Farm Credit, ACA is entitled to only one vote regardless of the number of single or joint loans the shareholder may have. A voting shareholder (Class B voting stock) is defined as the one person designated as having the power of attorney on the most recently executed membership application on file with the Association. (If you have any questions about this matter, you may contact the branch office servicing your account to determine who the voting shareholder on your loan is, or if you desire to change this designation.) Class A stockholders and borrowers with rural home or farm-related business loans are not eligible to vote.

As of the stockholder record date of May 31, 2009, the total number of shareholders entitled to vote was 4,361. The counties and number of voters per election district are as follows:

District	Counties	District Voters
1	Maryland counties of Charles, Prince George's, Anne Arundel, Calvert, and St. Mary's; Virginia county of King George	505
2	Virginia counties of Essex, Lancaster, Northumberland, Richmond, Westmoreland, Caroline, King and Queen, King William, Middlesex, Gloucester, and Mathews	550
3	Virginia counties of Fluvanna, Louisa, Goochland, Cumberland, and Powhatan	405
4	Virginia counties of Hanover, Charles City, Chesterfield, Henrico, James City, New Kent, York and the City of Newport News	613
5	Virginia counties of Amherst, Appomattox, Buckingham, Campbell, Prince Edward, and Charlotte	819
6	Virginia counties of Brunswick, Dinwiddie, Lunenburg, Mecklenburg, Amelia, and Nottoway	625
7	Virginia counties of Greensville, Prince George, Southampton, Sussex, Surry, Isle of Wight, the Cities of Hopewell, Petersburg, Suffolk, Chesapeake and Virginia Beach	844

Each eligible voting shareholder may vote for all positions on the ballot. Voting by mail has been authorized by the Board of Directors and ballots will be mailed after the Annual Meeting. Election results will be reported by notice to the shareholders in the next edition of the Leader published after receipt of the Tellers Committee report.

If a tie occurs between only two candidates and the candidates agree, the tie will be broken by the flip of a coin. If the two candidates do not agree, or if there is a tie among more than two candidates, the tie shall be broken by re-balloting by mail by those voting shareholders who voted at the Annual Meeting. The ballots will be cast by mail, counted by the Tellers Committee, and the results reported by notice to shareholders by mail.

NOMINEES

In accordance with Association Bylaws, Directors and Nominating Committee members are nominated by election district as described. The Board of Directors consists of two members per election district, except district 7, which has three. The Nominating Committee consists of the nominees receiving the most votes per election district with the individuals receiving the next higher number of votes serving as alternates for the respective election districts and terms.

Nominations for all positions will be accepted from the floor and must be specified as to election district. Floor nominees for director positions must be prepared to provide in writing, within five business days, the following information: name, age, city and state of residence, business address if any, business experience during the last five years, including principal occupation and employment during the past five years, a list of any business entities on whose board of directors the nominee serves or is otherwise employed in a position of authority and the principal business in which the entity

is engaged, and any family relationship of the nominee that has a transaction relationship with Colonial Farm Credit. Additionally, floor nominees must provide disclosure of transactions with senior officers and directors as well as disclosure of certain legal proceedings during the past five years as required by Farm Credit Administration regulations 620.5 (j) and (k). Floor nominees must be eligible for the director position for which they are nominated.

You will be asked to select one candidate per position. The individuals who have been nominated for the expiring terms are listed by election district on the following pages. The Board has approved a plan to transition the Board of Directors from three-year terms to four-year terms and to transition the Nominating Committee to one-year terms and to one position per district. The term of each position is noted. Note: Only one candidate is running for the Board of Directors position in District 5. Six potential candidates were nominated and contacted, but only one candidate accepted the nomination.

NOMINEES FOR BOARD OF DIRECTORS

ELECTION DISTRICT 5, POSITION 1, term expires 2013

JOHN E. BICKFORD (INCUMBENT)

Residence: New Canton, VA

Business Address: PO Box 192, New Canton, VA 23123

Age: 54

Business Experience During Last Five Years: Owner and president of Bickford Timber and Land Management, Inc., a forestry consultant company (principal occupation); Cox and Company Real Estate, Inc., real estate agent

Acres Owned: 600 **Acres Rented:** 150

Crops: Loblolly pine **Livestock:** Open land leased used for beef production

Other Director and Management Positions:

Colonial Farm Credit, director, 2005-present,
Buckingham County Planning Commission, chairman

Society of American Foresters, member

Appalachian Society of American Foresters, member and information officer

Log-A-Load for Kids, member and co-chairman

Children's Miracle Network, member and co-chairman

Family Members Having Reportable Transactions with Colonial Farm Credit:

Ethel P. Bickford, spouse

ELECTION DISTRICT 6, POSITION 1, term expires 2013

MICHAEL L. HENRY

Residence: Amelia, VA

Business Address: 3920 Woodley Rd., Amelia, VA 23002

Age: 59

Business Experience During Last Five Years: Full-time farmer; retired senior extension agent, Virginia Cooperative Extension; Amelia Area Cattlemen LLC, manager

Acres Owned: 80 **Acres Rented:** 600

Crops: Pasture and hay **Livestock:** 175 cattle

Other Director and Management Positions:

Virginia Farm Bureau, county board member

Virginia Cattlemen Industry, board member
Virginia Co-op Extension, various state committees during career
Virginia Forage Council, state committee
Professional Association, state committee, past treasurer and president
Virginia Extension Service, served on national search committees for state forage specialist
Family Members Having Reportable Transactions with Colonial Farm Credit:
Rebecca S. Henry, spouse
Other Reportable Transactions with Colonial Farm Credit:
John H. Carter, business partner

ELECTION DISTRICT 6, POSITION 1, term expires 2013

HUGH S. JONES (INCUMBENT)

Residence: Blackstone, VA
Business Address: 100 W. Colonial Trail, Blackstone, VA 23824
Age: 52
Business Experience During Last Five Years: Part-owner, president, general manager, Richlands Dairy Farm, Inc.
Acres Owned: 400 **Acres Rented:** 400
Crops: Corn, beans, orchard grass, ryegrass, barley
Livestock: 290 dairy cows, 250 young stock
Other Director and Management Positions:
Colonial Farm Credit, director, 2003-present
Virginia Farm Bureau, Dinwiddie County board member
Nottoway Planning Commission, board member
SUDIA/ADA of Virginia, board member, delegate
Southern Piedmont Research Center, advisory committee
Family Members Having Reportable Transactions with Colonial Farm Credit:
Ray S. Jones and Shirley D. Jones, parents, partners in Richlands Dairy Farm, Inc.; Tracey N. Jones, spouse, partner in Richlands Dairy Farm, Inc.; Coley R. Clark and Matthew W. Clark, daughter and son-in-law

ELECTION DISTRICT 7, POSITION 2, term expires 2013

CLARKE E. FOX (INCUMBENT)

Residence: Capron, VA
Business Address: PO Box 186, Capron, VA 23829
Age: 49
Business Experience During Last Five Years: Farming, Foxhill Farms, Inc., president
Acres Owned: 400 **Acres Rented:** 2200
Crops: Peanuts, cotton, corn, soybeans, watermelons, timber, wheat
Livestock: None
Other Director and Management Positions:
Colonial Farm Credit, board chairman, 2007-present; director, 1997-present
National Peanut Board, alternate member
Virginia Carolina Peanut Promotions Board, board member
Capron Ruritan Club, past president
Family Members Having Reportable Transactions with Colonial Farm Credit:
W. Trent Fox and Joanne C. Fox, parents; Elizabeth G. Fox, spouse; Clifford S. Fox, brother, partner in Foxhill Farms, Inc., and his spouse, Carol C. Fox

ELECTION DISTRICT 7, POSITION 2, term expires 2013

JOHN H STEPHENSON, III

Residence: Wakefield, VA
Business Address: 9146 Wakefield Rd, Wakefield, VA 23888
Age: 60
Business Experience During Last Five Years: Farming, Five Ash Partnership
Acres Owned: 200 **Acres Rented:** 2700
Crops: Corn, soybeans, wheat **Livestock:** None
Other Director and Management Positions:
Cotton, Inc., director
Family Members Having Reportable Transactions with Colonial Farm Credit:
Jane D. Stephenson, spouse; Joseph A. Stephenson, brother, partner in Five Ash Partnership, and his spouse, Carol B. Stephenson

NOMINEES FOR NOMINATING COMMITTEE

ELECTION DISTRICT #2, one-year term:

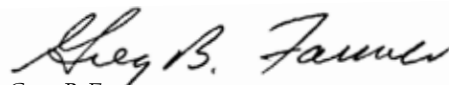
M. Clem Horsley, Jr. (Gloucester County, VA)
Robert T. Respass, Jr. (Mathews County, VA)

REPORT TO STOCKHOLDERS

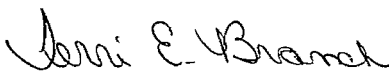
The 2008 Colonial Farm Credit Annual Report was mailed to all stockholders of record as of December 31, 2008. Shareholders are encouraged to review this report. Copies of this report will be available at the meeting upon request.

CERTIFICATION

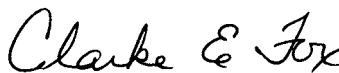
The undersigned certify that this statement has been prepared in accordance with all applicable statutory and regulatory requirements and that the information contained herein is true, correct, accurate, and complete to the best of his or her knowledge and belief.



GREG B. FARMER
President and Chief Executive Officer



TERRI E. BRANCH
Chief Financial Officer



CLARKE E FOX
Chairman of the Board of Directors

May 31, 2009