

Rurban Financial Corp.'s first quarter earnings remained consistent at \$1.10 million in comparison to 2008 first quarter earnings of \$1.11 million. These earnings allowed Rurban's Board of Directors to approve a quarterly dividend of \$0.09 per share payable on May 15, 2009 to shareholders of record on May 1, 2009.

The first quarter represented success in a number of areas. We have made excellent progress in developing our mortgage banking business, which has certainly been aided by very favorable mortgage rates. Also, our entrance into the Williams County market, through the purchase of five branches, is progressing according to plan. We have realized the expected savings through consolidation efforts and we should make further progress as we have announced plans to close two banking centers in connection with this acquisition. These banking centers will be closed by the end of the second quarter.

Our Banking Segment reported earnings of \$863 thousand for the first quarter of 2009 compared to \$917 thousand for the first quarter 2008. The decrease is primarily due to \$300 thousand of additional provision for loan losses and a \$150 thousand write-down of mortgage servicing rights. As expected given the current economic environment, we had an increase in our non-performing assets to \$10.6 million at quarter-end, an increase of \$3.6 million compared to the year-ago quarter.

RDSI Banking Systems, our data and item processing segment, produced favorable results with two new client bank conversions and a merger-related conversion of two existing clients. The total number of client banks being serviced remains consistent at 113.

RDSI revenue was \$5.3 million, down \$258 thousand from the \$5.6 million reported for first quarter 2008. A portion of this decrease was due to the \$150 thousand of one-time, de-conversion fees received in the year-ago quarter. The remainder of this decline in revenues is due to continuing pressure on pricing and declining account volumes among most banks since the banking environment continues to be challenged.

We are encouraged with the financial results of both our banking and our data and item processing segments as they are performing within expectations, given the current distressed economy.

Rurban's 26th Annual Meeting of Shareholders was held on April 16, 2009. At the Annual Meeting, the shareholders

voted on two matters – (1) a proposed amendment to the Amended and Restated Regulations to remove the 70-year age limit with respect to a person's election or re-election as a director (Proposal 1) and (2) the election of directors. We received very strong shareholder voting turnout, as approximately 75% of the common shares outstanding and entitled to vote were represented in person or by proxy at the Annual Meeting. We also received overwhelming support "For" both the approval of Proposal 1 and the re-election of each of the director nominees. Proposal 1 was approved by 63.3% of the total shares outstanding and entitled to vote and by 84.4% of the shares voted at the Annual Meeting. In addition, all four of the directors were re-elected with each director receiving approval by at least 92.5% of the shares voted at the Annual Meeting. For more detail on the voting, please view the 8K that was released on April 22, 2009 on our website, www.rurbanfinancial.net, under "Corporate Governance".

As we have discussed over the past year, we have been seeking strategic options for RDSI to release and recognize its value. On April 27th we issued a press release announcing that RDSI has partnered with New Core Banking Systems to be the exclusive provider of New Core's Single Source™ banking application. The Single Source™ banking application has been developed using the latest tools and software advances. As part of this partnership, RDSI and New Core Banking Systems have also entered into a plan of merger that, if completed, would be consummated by the end of 2010. A prerequisite of this merger would be the spin-off of RDSI from Rurban, resulting in RDSI becoming a separate independent public company. This would be followed immediately by the merger of RDSI and New Core.** I encourage you to review this press release that is available on our website at www.rurbanfinancial.net.

We will continue our diligent work to maximize growth and profitability for Rurban Financial Corp. and its shareholders. We encourage you to review our April 15, 2009 quarterly press release, which contains additional detailed financial information for the first quarter. If you were unable to attend our 26th Annual Meeting of Shareholders, the presentation slides have been placed on our website for your review.

Sincerely,



Kenneth A. Joyce
President and CEO

** Please see "Additional Information"

INVESTOR MATERIALS

Annual and quarterly shareholder reports, regulatory filings, press releases, and articles about Rurban Financial Corp., which have appeared in various publications, are available on our website at www.rurbanfinancial.net or may be obtained from Valda Colbart, Investor Relations Officer, via e-mail at rfcin@rurban.net or by calling 1-800-273-5820.

DIVIDEND REINVESTMENT AND STOCK PURCHASE PLAN

Rurban offers its shareholders convenient, economical and powerful investment techniques to increase their investment in RBNF common stock. These plans provide a method of investing cash dividends and voluntary cash payments in additional shares of common stock without payment of brokerage commissions or service charges. Individuals who wish to purchase RBNF stock for the first time may also participate in this plan. For additional information about the plan and prospectus, please contact Registrar and Transfer Company at 1-800-368-5948, or www.rtcocom or Valda Colbart, Rurban Financial Corp., at 1-800-273-5820 or rfcin@rurban.net.

FORWARD-LOOKING STATEMENTS

Certain statements within this document, which are not statements of historical fact, constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements involve risks and uncertainties and actual results may differ materially from those predicted by the forward-looking statements. These risks and uncertainties include, but are not limited to, risks and uncertainties inherent in the national and regional banking, insurance and mortgage industries, competitive factors specific to markets in which Rurban and its subsidiaries operate, future interest rate levels, legislative and regulatory actions, capital market conditions, general economic conditions, geopolitical events, the loss of key personnel and other factors.

Forward-looking statements speak only as of the date on which they are made, and Rurban undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made, except as required by law. All subsequent written and oral forward-looking statements attributable to Rurban or any person acting on our behalf are qualified by these cautionary statements.

**ADDITIONAL INFORMATION

This communication shall not constitute an offer to sell or the solicitation of an offer to buy any securities nor shall there be any sale of securities in any jurisdiction in which the offer, solicitation, or sale is unlawful before registration or qualification of the securities under the securities laws of the jurisdiction. No offer of securities shall be made except by means of a prospectus satisfying the requirements of Section 10 of the Securities Act of 1933, as amended.

GROWTH AND PROFITABILITY: OUR STRATEGY

SHAREHOLDER LETTER & FINANCIAL HIGHLIGHTS



MARCH 2009 | 1ST QUARTER



RURBAN FINANCIAL CORP.
CONSOLIDATED BALANCE SHEETS
March 31, 2009 and December 31, 2008 and March 31, 2008

	March 2009 (Unaudited)	December 2008	March 2008 (Unaudited)
ASSETS			
Cash and due from banks	\$ 14,814,685	\$ 18,059,532	\$ 15,758,593
Federal funds sold	8,200,000	10,000,000	6,400,000
Cash and cash equivalents	23,014,685	28,059,532	22,158,593
Available-for-sale securities	127,879,529	102,606,475	94,378,377
Loans held for sale	9,095,776	3,824,499	2,464,643
Loans, net of unearned income	434,051,854	450,111,653	391,962,691
Allowance for loan losses	(5,348,952)	(5,020,197)	(4,016,230)
Premises and equipment, net	17,159,167	17,621,262	15,180,760
Purchased software	5,741,678	5,867,395	4,149,202
Federal Reserve and Federal Home Loan Bank Stock	3,544,100	4,244,100	4,062,100
Foreclosed assets held for sale, net	1,393,155	1,384,335	1,572,644
Accrued interest receivable	2,864,190	2,964,663	2,752,252
Goodwill	21,414,790	21,414,790	13,940,618
Core deposits and other intangibles	5,614,025	5,835,936	4,961,846
Cash value of life insurance	12,734,983	12,625,015	12,276,003
Other assets	6,653,626	6,079,451	5,889,849
Total assets	\$ 665,812,606	\$ 657,618,909	\$ 571,733,348
LIABILITIES AND SHAREHOLDERS' EQUITY			
Deposits			
Non interest bearing demand	\$ 49,968,772	\$ 52,242,626	\$ 41,748,793
Interest bearing NOW	77,058,528	73,123,095	59,547,916
Savings	37,150,700	34,313,586	24,289,198
Money Market	90,318,191	82,025,074	72,676,846
Time Deposits	233,137,761	242,516,203	218,449,515
Total deposits	487,633,952	484,220,584	416,712,268
Notes payable	2,500,000	1,000,000	817,584
Advances from Federal Home Loan Bank	36,059,017	36,646,854	23,000,000
Repurchase Agreements	47,894,843	43,425,978	43,536,570
Trust preferred securities	20,620,000	20,620,000	20,620,000
Accrued interest payable	1,724,525	1,965,842	2,481,629
Other liabilities	5,759,759	8,077,647	4,694,986
Total liabilities	602,192,096	595,956,905	511,863,037
Shareholders' Equity			
Common stock	12,568,583	12,568,583	12,568,583
Additional paid-in capital	15,072,847	15,042,781	14,944,315
Retained earnings	36,449,912	35,785,317	32,956,244
Accumulated other comprehensive income (loss)	1,222,435	(121,657)	432,429
Treasury stock	(1,693,267)	(1,613,020)	(1,031,260)
Total shareholders' equity	63,620,510	61,662,004	59,870,311
Total liabilities and shareholders' equity	\$ 665,812,606	\$ 657,618,909	\$ 571,733,348



RURBAN FINANCIAL CORP.
CONSOLIDATED STATEMENTS OF INCOME - UNAUDITED

	First Quarter 2009	First Quarter 2008
Interest income		
Loans		
Taxable	\$ 6,814,633	\$ 6,808,196
Tax-exempt	25,457	21,350
Securities		
Taxable	1,079,497	1,039,894
Tax-exempt	227,884	158,367
Other	132	97,409
Total interest income	8,147,603	8,125,216
Interest expense		
Deposits	1,898,304	3,091,902
Other borrowings	14,392	17,506
Retail Repurchase Agreements	427,487	460,552
Federal Home Loan Bank advances	392,572	302,336
Trust preferred securities	398,985	435,704
Total interest expense	3,137,740	4,308,000
Net interest income	5,015,863	3,817,216
Provision for loan losses	495,142	192,218
Net interest income after provision for loan losses	4,520,721	3,624,998
Non-interest income		
Data service fees	4,972,549	5,264,565
Trust fees	583,623	855,107
Customer service fees	574,699	586,207
Net gain on sales of loans	1,078,047	274,603
Net realized gain on sales of securities	53,807	-
Net proceeds from VISA IPO	-	132,106
Investment securities recoveries	-	197,487
Loan servicing fees	67,873	62,940
Gain (loss) on sale of assets	(58,655)	(71,032)
Other income	175,562	213,530
Total non-interest income	7,447,505	7,515,513
Non-interest expense		
Salaries and employee benefits	4,924,122	4,438,764
Net occupancy expense	672,401	566,016
Equipment expense	1,613,393	1,567,637
Data processing fees	135,736	96,567
Professional fees	498,055	570,687
Marketing expense	188,746	181,747
Printing and office supplies	214,542	186,052
Telephone and communication	406,393	421,929
Postage and delivery expense	609,022	602,634
State, local and other taxes	232,896	180,768
Employee expense	259,938	230,611
Other expenses	719,780	557,948
Total non-interest expense	10,475,024	9,601,360
Income before income tax expense	1,493,202	1,539,151
Income tax expense	389,649	429,795
Net income	\$ 1,103,553	\$ 1,109,356
Earnings per common share:		
Basic	\$ 0.23	\$ 0.22
Diluted	\$ 0.23	\$ 0.22



YOUR DIVIDEND

Your Dividend has been paid
based upon \$0.09 per share.

Based upon your previous instructions, you will find enclosed either a check for your dividend, a deposit receipt, or a statement showing your dividend being reinvested into Rurban Financial Corp. stock. Should you wish to change this election, please see the "Dividend Reinvestment and Stock Purchase Plan" section of this brochure.

STOCK PERFORMANCE - NASDAQ

Current Quarter Ending	Trade Price High Low	Closing Price	Div. Paid
03/31/09	\$8.61 \$7.34	\$7.90	\$0.09
12/31/08	\$9.50 \$7.54	\$7.60	\$0.09
09/30/08	\$10.24 \$7.72	\$ 9.00	\$0.09
06/30/08	\$10.96 \$ 9.52	\$ 9.52	\$0.08
03/31/08	\$12.60 \$ 9.79	\$10.24	\$0.08

QUARTERLY STOCK PERFORMANCE

January 2008 - March 2009

