

<div>Form 5500</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Annual Return/Report of Employee Benefit Plan</div> <div>This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).</div> <div>▶ Complete all entries in accordance with the instructions to the Form 5500.</div>	<div>OMB Nos. 1210-0110 1210-0089</div> <div>2009</div> <div>This Form is Open to Public Inspection</div>
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Part I	Annual Report Identification Information
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009	
A	This return/report is for: <div><div>☐ a multiemployer plan;</div><div>☒ a single-employer plan;</div><div>☐ a multiple-employer plan; or</div><div>☐ a DFE (specify) ____</div></div>
B	This return/report is: <div><div>☐ the first return/report;</div><div>☐ the final return/report;</div><div>☐ an amended return/report;</div><div>☐ a short plan year return/report (less than 12 months).</div></div>
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: <div><div>☒ Form 5558;</div><div>☐ automatic extension;</div><div>☐ the DFVC program;</div><div>☐ special extension (enter description)</div></div>

Part II	Basic Plan Information—enter all requested information
1a	Name of plan SUPERIOR AG RESOURCES COOPERATIVE 401(K)PLAN
1b	Three-digit plan number (PN) ▶ 001
1c	Effective date of plan 10/01/2007
2a	Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) SUPERIOR AG RESOURCES COOPERATIVE INC 901 N MAIN STREET HUNTINGBURG, IN 47542
2b	Employer Identification Number (EIN) 35-0674390
2c	Sponsor's telephone number 812-683-2809
2d	Business code (see instructions) 115110

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	09/29/2010	FRANCIS TURNER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	09/29/2010	FRANCIS TURNER
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") SUPERIOR AG RESOURCES COOPERATIVE INC 901 N MAIN STREET HUNTINGBURG, IN 47542	3b Administrator's EIN 35-0674390 3c Administrator's telephone number 812-683-2809
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	233
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	194
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	16
d Subtotal. Add lines 6a , 6b , and 6c	6d	210
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	210
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	155
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 2E 2F 2G 2J 2K 3D

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
 (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
 (3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1) ☒ **H** (Financial Information)
 (2) ☐ **I** (Financial Information – Small Plan)
 (3) ☐ **A** (Insurance Information)
 (4) ☒ **C** (Service Provider Information)
 (5) ☒ **D** (DFE/Participating Plan Information)
 (6) ☐ **G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan SUPERIOR AG RESOURCES COOPERATIVE 401(K)PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 SUPERIOR AG RESOURCES COOPERATIVE INC	D Employer Identification Number (EIN) 35-0674390	

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
AMERICAN CENTURY INVESTMENT SERVIC
44-0640487

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
AMERICAN FUNDS DISTRIBUTORS INC
95-2769620

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
BLACKROCK INVESTMENTS INC
23-2784752

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
DAVIS DISTRIBUTORS LLC
85-0360310

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

GOLDMAN SACHS

71 SOUTH WACKER DRIVE SUITE 500
CHICAGO, IL 60606

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

INVESCO DISTRIBUTORS INC

74-1894784

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

JANUS DISTRIBUTORS LLC

151 DETROIT STREET
DENVER, CO 80206

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

OPPENHEIMER SECURITIES CORPORATION

13-2527171

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

THRONBURG SECURITIES CORPORATION

2300 NORTH RIDGETOP ROAD
SANTA FE, NM 87506

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

ADP BROKERDEALER

22-3319984

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
60	RECORD KEEPER		Yes ☒ No ☐	Yes ☒ No ☐		Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

ADP BROKERDEALER

22-3319984

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
63	RECORD KEEPER		Yes ☒ No ☐	Yes ☐ No ☒		Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

ADP BROKERDEALER

22-3319984

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
99	RECORD KEEPER		Yes ☒ No ☐	Yes ☐ No ☒		Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

ADP

22-1467904

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15	RECORD KEEPER	1185	Yes ☒ No ☐	Yes ☒ No ☐		Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

ADP

22-1467904

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37	RECORD KEEPER		Yes ☒ No ☐	Yes ☒ No ☐		Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

ADP

22-1467904

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64	RECORD KEEPER		Yes ☒ No ☐	Yes ☒ No ☐		Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

ADP

22-1467904

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
50	RECORD KEEPER		Yes ☒ No ☐	Yes ☒ No ☐		Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

DWS SCUDDER

222 SOUTH RIVERSIDE PLAZA
CHICAGO, IL 60606

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
63	INVESTMENT MANAGER		Yes ☒ No ☐	Yes ☒ No ☐	250	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

DWS SCUDDER

222 SOUTH RIVERSIDE PLAZA
CHICAGO, IL 60606

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
61	INVESTMENT MANAGER		Yes ☒ No ☐	Yes ☒ No ☐		Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

DWS SCUDDER

222 SOUTH RIVERSIDE PLAZA
CHICAGO, IL 60606

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
25	INVESTMENT MANAGER		Yes ☒ No ☐	Yes ☒ No ☐		Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKERDEALER	60	

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN FUNDS DISTRIBUTORS INC 95-2769620	ANNUAL RATE 0001 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKERDEALER	60	

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BLACKROCK INVESTMENTS INC 23-2784752	ANNUAL RATE 00025 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKERDEALER	60	

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DAVIS DISTRIBUTORS LLC 85-0360310	ANNUAL RATE 00025 OF AVERAGE DAILY ASSETS

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKERDEALER	60	
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
DWS SCUDDER 222 SOUTH RIVERSIDE PLAZA CHICAGO, IL 60606	ANNUAL RATE 00035 OF AVERAGE DAILY ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKERDEALER	60	
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
GOLDMAN SACHS 71 SOUTH WACKER DRIVE SUITE 500 CHICAGO, IL 60606	ANNUAL RATE 00015 OF AVERAGE DAILY ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKERDEALER	60	
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
JANUS DISTRIBUTORS LLC 151 DETROIT STREET DENVER, CO 80206	ANNUAL RATE 00001 OF AVERAGE DAILY ASSETS	

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKERDEALER	60	

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
OPPENHEIMER FUNDS INC 13-2527171	ANNUAL RATE 00025 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKERDEALER	60	

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
THORNBURG SECURITIES CORPORATION 2300 NORTH RIDGETOP RD SANTA FE, NM 87506	ANNUAL RATE 00025 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKERDEALER	63	

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN FUNDS DISTRIBUTORS INC 95-2769620	ANNUAL RATE 0005 OF AVERAGE DAILY ASSETS

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKERDEALER	63	

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BLACKROCK INVESTMENTS INC 23-2784752	ANNUAL RATE 00025 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKERDEALER	63	

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DAVIS DISTRIBUTORS LLC 85-0360310	ANNUAL RATE 00025 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKERDEALER	63	

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DWS SCUDDER 222 SOUTH RIVERSIDE PLAZA CHICAGO, IL 60606	ANNUAL RATE 00025 OF AVERAGE DAILY ASSETS

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKERDEALER	63	
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
GOLDMAN SACHS 71 SOUTH WACKER DRIVE SUITE 500 CHICAGO, IL 60606	ANNUAL RATE 00025 OF AVERAGE DAILY ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKERDEALER	63	
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
JANUS DISTRIBUTORS LLC 151 DETROIT ST DENVER, CO 80206	ANNUAL RATE 00025 OF AVERAGE DAILY ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKERDEALER	63	
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
OPPENHEIMER FUNDS INC 13-2527171	ANNUAL RATE 0005 OF AVERAGE DAILY ASSETS	

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKERDEALER	99	

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
GOLDMAN SACHS 71 SOUTH WACKER DRIVE SUITE 500 CHICAGO, IL 60606	ANNUAL RATE 0001 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
DWS SCUDDER	63	

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN CENTURY INVESTMENT SERVICE 44-0640487	1 075 05 025 00025

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
DWS SCUDDER	63	

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN FUNDS DISTRIBUTORS INC 95-2769620	1 075 05 025 00025

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
DWS SCUDDER	63	

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BLACKROCK INVESTMENTS INC 23-2784752	05 025

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
DWS SCUDDER	63	

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DAVIS DISTRIBUTORS LLC 85-0360310	025 05

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
DWS SCUDDER	63	

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
INVESCO DISTRIBUTORS INC 74-1894784	025 05

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
DWS SCUDDER	63	

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DWS INVESTMENT DISTRIBUTORS INC 36-3976708	025 05

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
DWS SCUDDER	63	

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
OPPENHEIMER FUNDS INC 13-2527171	025 05 049

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
DWS SCUDDER	63	

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
GOLDMAN SACHS 71 SOUTH WACKER DRIVE SUITE 500 CHICAGO, IL 60606	05 025

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
DWS SCUDDER	63	

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JANUS DISTRIBUTORS LLC 151 DETROIT STREET DENVER, CO 80206	025 05

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
DWS SCUDDER	63	

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
THORNBURGER SECURITIES CORPORATION 2300 NORTH RIDGETOP RD SANTA FE, NM 87506	025 05

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
DWS SCUDDER	61	

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN FUNDS DISTRIBUTORS INC 95-2769620	1 075 05 025 00025

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection.
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan SUPERIOR AG RESOURCES COOPERATIVE 401(K)PLAN	B Three-digit plan number (PN) ►	001
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 SUPERIOR AG RESOURCES COOPERATIVE INC	D Employer Identification Number (EIN) 35-0674390	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)		
a Name of MTIA, CCT, PSA, or 103-12 IE: DWS STABLE VALUE TRUST A			
b Name of sponsor of entity listed in (a): DWS TRUST CO			
c EIN-PN 13-6043638-087	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 299637	
a Name of MTIA, CCT, PSA, or 103-12 IE: MERRILL LYNCH RETIRE PRESRV TR			
b Name of sponsor of entity listed in (a): MERRILL RETIREMENT PRES TRUST			
c EIN-PN 22-6484011-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0	
a Name of MTIA, CCT, PSA, or 103-12 IE:			
b Name of sponsor of entity listed in (a):			
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:			
b Name of sponsor of entity listed in (a):			
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:			
b Name of sponsor of entity listed in (a):			
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:			
b Name of sponsor of entity listed in (a):			
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:			
b Name of sponsor of entity listed in (a):			
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan SUPERIOR AG RESOURCES COOPERATIVE 401(K)PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 SUPERIOR AG RESOURCES COOPERATIVE INC	D Employer Identification Number (EIN) 35-0674390	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	3198	7361
(2) Participant contributions	1b(2)	7100	14668
(3) Other.....	1b(3)		4218
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	50878	78807
(9) Value of interest in common/collective trusts.....	1c(9)	271983	299637
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	5634372	7047954
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	5967531	7452645

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k		

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	5967531	7452645
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	242810	
(B) Participants	2a(1)(B)	498274	
(C) Others (including rollovers)	2a(1)(C)	3960	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		745044

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	4073	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		4073

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	132426	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		132426

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		4591
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		1401388
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		2287522

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	799279	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		799279
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		1719
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	1410	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		1410
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		802408

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		1485114
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: BUECHLEIN ASSOCIATES PC

(2) EIN: 35-1387485

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		2000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If yes, enter the amount of any plan assets that reverted to the employer this year ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

5b(2) EIN(s)

5b(3) PN(s)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection.
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan <u>SUPERIOR AG RESOURCES COOPERATIVE 401(K)PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SUPERIOR AG RESOURCES COOPERATIVE INC</u>	D Employer Identification Number (EIN) <u>35-0674390</u>

Part I	Distributions
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All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>57-1198022</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule R (Form 5500) 2009
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

INDEPENDENT AUDITORS' REPORT

To the Board of Trustees of
The Superior Ag Resources Cooperative 401(k) Plan

We were engaged to audit the financial statements of Superior Ag Resources Cooperative 401(k) Plan as of December 31, 2009 and 2008, and for the year ended December 31, 2009, and the supplemental schedule as of December 31, 2009 as listed in the accompanying index. These financial statements and schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 10, which was certified by JP Morgan Chase Bank through April 30, 2009 and DWS Trust Company thereafter, the trustees of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that the trustees hold the Plan's investment assets and execute investment transactions. The Plan Administrator has obtained certifications from the trustees as of and for the years ended December 31, 2009 and 2008, that the information provided to the Plan Administrator by the trustees is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and schedules taken as a whole. The form and content of the information included in the financial statements and schedules, other than that derived from the information certified by the trustees, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Buechlein + Associates, P.C.

Certified Public Accountants

Jasper, Indiana
August 31, 2010

SUPERIOR AG RESOURCES COOPERATIVE 401(K) PLAN
FINANCIAL STATEMENTS AND
SUPPLEMENTARY INFORMATION
YEARS ENDED DECEMBER 31, 2009 AND 2008

SUPERIOR AG RESOURCES COOPERATIVE 401(K) PLAN

HUNTINGBURG, INDIANA

TABLE OF CONTENTS

	<u>PAGE</u>
Independent auditors' report	3
Financial statements:	
Statements of net assets available for benefits	4
Statement of changes in net assets available for benefits	5
Notes to financial statements	6 - 18
Supplemental schedule:	
Schedule H, line 4i-schedule of assets (held at end of year)	19

**SUPERIOR AG RESOURCES COOPERATIVE INC. 401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**

	DECEMBER 31, 2009	DECEMBER 31, 2008
<hr/>		
ASSETS		
Investments (at fair value)	\$ 7,347,591	\$ 5,906,355
Receivables:		
Participants' contributions	14,668	7,100
Employer's contribution	7,361	3,198
Q-Nec	4,218	-
Total receivables	<hr/> 26,247	<hr/> 10,298
Participant loans	<hr/> 78,807	<hr/> 50,878
Total assets	<hr/> 7,452,645	<hr/> 5,967,531
LIABILITIES	<hr/> -	<hr/> -
NET ASSETS AVAILABLE FOR BENEFITS	<hr/> \$ 7,452,645	<hr/> \$ 5,967,531

SEE INDEPENDENT AUDITORS' REPORT
SEE NOTES TO FINANCIAL STATEMENTS

BUECHLEIN & ASSOCIATES, P.C. - CERTIFIED PUBLIC ACCOUNTANTS

SUPERIOR AG RESOURCES COOPERATIVE INC. 401(K) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	YEAR ENDED DECEMBER 31, 2009
ADDITIONS	
Investment income:	
Net appreciation in fair value of investments	\$ 1,538,405
Interest	4,073
Total investment income	<u>1,542,478</u>
Contributions:	
Participants'	498,274
Employer's	242,810
Q-Nec	3,960
Total contributions	<u>745,044</u>
Total additions	<u>2,287,522</u>
DEDUCTIONS	
Benefits paid to participants	799,279
Administration expenses	1,410
Deemed distributions	1,719
Total deductions	<u>802,408</u>
NET INCREASE	<u>1,485,114</u>
NET ASSETS AVAILABLE FOR BENEFITS	
Beginning of year	<u>5,967,531</u>
End of year	<u><u>\$ 7,452,645</u></u>

SEE INDEPENDENT AUDITORS' REPORT
SEE NOTES TO FINANCIAL STATEMENTS

SUPERIOR AG RESOURCES COOPERATIVE 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2009 AND 2008

1. DESCRIPTION OF PLAN

The following description of the Superior Ag Resources Cooperative (the "Company") 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan Agreement for a more complete description of the Plan provisions.

GENERAL

The Plan, which began October 1, 2007, is a defined contribution plan covering all eligible employees of the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

CONTRIBUTIONS

An eligible employee may become a participant in the Plan by completing an enrollment form whereby the employee agrees to accept a specified reduction in salary/wage for each pay period in consideration of Superior Ag Resources Cooperative, Inc. contributing such an amount to the Plan. Participants may elect to contribute between 1% and 90% of their eligible compensation up to the maximum amount allowed by Internal Revenue Code Section 402(g). An employee can elect to exclude contributions from the participant's taxable income for income tax purposes until received as a withdrawal or distribution from the Plan or make a Roth contribution. A participant may increase or decrease the amount of the salary/wage reduction on any day of the plan year.

Each pay period, Superior Ag Resources Cooperative, Inc. will make a matching contribution equal to 100% of the first 3% of eligible compensation deferred plus 50% of the next 2% of eligible compensation deferred. The Superior Ag Resources Cooperative, Inc. matching contributions are allocated to the participants' accounts on each bi-weekly payroll date. The Plan also provides that certain limitations may be imposed on participants' contributions in order to comply with statutory requirements.

PARTICIPANT ACCOUNTS

Each participant's account is credited with the participant's contributions, allocations of the Company's contributions, and plan earnings and is charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

SEE INDEPENDENT AUDITORS' REPORT

**SUPERIOR AG RESOURCES COOPERATIVE 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2009 AND 2008**

(CONTINUED)

VESTING

Participants are immediately vested in their contributions, employer match, plus actual earnings.

PARTICIPANT LOANS

Participants may borrow from their fund accounts a minimum of \$500. The maximum loan is the lesser of \$50,000 or 50% of their vested account balance. The loans are secured by the balance in the participant's account and bear interest between 4.25% and 9.25%, which are commensurate with local prevailing rates as determined by the Plan. Principal and interest are paid ratably through payroll deductions.

PAYMENT OF BENEFITS

On termination of service due to death, disability or retirement, a participant whose vested account balance does not exceed \$5,000 will receive their distribution in the form of a lump-sum cash payment.

On termination of service with an account balance in excess of \$5,000, the distribution amount and method of payment are at the discretion of the participant. If a participant dies prior to receiving all benefits, distributions will be made pursuant to the election of the participant or beneficiary.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The financial statements of the Plan are prepared using the accrual method of accounting.

ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles requires the Plan Administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

SEE INDEPENDENT AUDITORS' REPORT

SUPERIOR AG RESOURCES COOPERATIVE 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2009 AND 2008

(CONTINUED)

INVESTMENT VALUATION AND INCOME RECOGNITION

The Plan's investments are stated at fair value. Shares of registered investment companies are valued at quoted market prices which represent the net asset value of shares held by the Plan at year-end. Participant notes receivable are valued at cost less principal received from the participants, which approximate fair value.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

PAYMENT OF BENEFITS

Benefits are recorded when paid.

ADMINISTRATION OF PLAN ASSETS

Certain administrative functions are performed by officers or employees of the Company. No such officers or employees receive compensation from the Plan. The Company pays the audit fees of the Plan.

3. FAIR VALUE MEASUREMENT

In accordance with the Fair Value Measurements Topic of the FASB Accounting Standards Codification, the following represents the Company's financial assets measured at fair value on a recurring basis.

The Plan measured the fair values of the investments at December 31, 2009 and 2008 using levels 1, 2, and 3. Level 1 fair value was based on quoted prices in active markets for identical assets at the measurement date. Level 2 was based on observable inputs other than quoted prices for the asset, either directly or indirectly observable, that reflect assumptions market participants would use to price the asset based on market data obtained from resources independent of the Plan. Level 3 was based on unobservable inputs that reflect the Plan's own assumptions about the assumptions that market participants would use to price an asset based on the best information available in the circumstances. The fair value of participant loans is equal to the amortized costs of the loans because the loans are secured by each respective participant's account balance.

SEE INDEPENDENT AUDITORS' REPORT

SUPERIOR AG RESOURCES COOPERATIVE 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2009 AND 2008

(CONTINUED)

Input Levels by Investment Category:

December 31, 2009:

Investment Category	Common/ Collective Trust	Registered Investment Company	Participant Loans	Total
Level 1 Inputs	\$ -	\$ -	\$ -	\$ -
Level 2 Inputs	299,637	7,047,954	-	7,347,591
Level 3 Inputs	-	-	78,807	78,807
Fair Value	\$299,637	\$7,047,954	\$78,807	\$7,426,398

December 31, 2008:

Investment Category	Common/ Collective Trust	Registered Investment Company	Participant Loans	Total
Level 1 Inputs	\$ -	\$ -	\$ -	\$ -
Level 2 Inputs	271,983	5,634,372	-	5,906,355
Level 3 Inputs	-	-	50,878	50,878
Fair Value	\$271,983	\$5,634,372	\$50,878	\$5,957,233

Effect of Level 3 Inputs on Net Assets or Liabilities:

December 31, 2009:

	Participant Loans
Beginning Balance	\$50,878
Purchases, Sales, Issuances, and Settlements (Net)	27,929
Ending Balance	\$78,807

Interest included in changes in net assets available for benefits for the years ended December 31, 2009 and 2008 are reported in interest income.

4. FAIR VALUE OF FINANCIAL INSTRUMENTS

The fair value of financial instruments classified as assets or liabilities, including marketable equity securities approximate their carrying values.

SEE INDEPENDENT AUDITORS' REPORT

SUPERIOR AG RESOURCES COOPERATIVE 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2009 AND 2008

(CONTINUED)

5. INVESTMENT OPTIONS

Upon enrollment in the Plan, a participant may direct employee and employer contributions in 1% increments. Participants may change their investment options on any day of the Plan year. Until April 30, 2009, participants could invest in any of the following 18 investment options:

- a.) AIM Cap Development Fund – The funds are invested in equity securities of mid-capitalization companies and constitute approximately 25% of the total market capitalization of the Russell 1000 index.
- b.) Janus Advisor Forty Fund – The funds are invested in a core group of 20-40 common stocks selected for their growth potential.
- c.) Janus Advisor International Fund – The funds are invested in equity portfolios, including common stock. The fund seeks long-term growth of capital in emerging market countries.
- d.) Blackrock High Yield Bond – The funds are invested in non-investment grade bonds with maturities of ten years or less. At least 80% of assets are invested in high-yield bonds and up to 10% are invested in non-dollar denominated bonds of issuers located outside of the United States.
- e.) Blackrock S&P 500 Fund – The funds are invested in the common stocks represented in the S&P 500. The fund invests at last 80% of assets in securities or other financial instruments that are components of or correlated with the S&P 500. The fund is not diversified.
- f.) Oppenheimer Global Fund – The funds are invested in common stock of small, medium, and large growth domestic and foreign companies and normally invests a substantial portion of its assets in foreign stocks.
- g.) Oppenheimer Main St Small Cap Fund – The funds are invested in common stocks of small-capitalization U.S. companies based on fundamental analysis and quantitative models. At least 80% of the net assets are invested in securities of companies having small market capitalization.

SEE INDEPENDENT AUDITORS' REPORT

SUPERIOR AG RESOURCES COOPERATIVE 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2009 AND 2008

(CONTINUED)

- h.) GS Mid Cap Value Fund – The funds are invested in at least 80% of assets in equity securities. It may invest up to 25% of assets in foreign securities, including securities of issuers in emerging countries. The fund may also invest up to 20% of assets in companies with fixed-income securities, such as government, corporate and bank debt obligations.
- i.) Oppenheimer Strategy Income Fund - The funds are invested primarily in debt securities of issuers in foreign governments and companies, U.S. government securities and lower-rated high-yield securities of U.S and foreign companies.
- j.) Thornburg International Value Fund – The funds are invested in equity and debt securities of all types. Under normal market conditions at least 75% of its assets are invested in foreign securities or depository receipts of foreign securities.
- k.) Davis New York Venture Fund - The funds are invested in equity securities issued by large companies with market capitalizations of at least \$10 billion. It has flexibility to invest a limited portion of assets in companies of any size, whose shares may be subject to controversy, foreign securities, or in non-equity securities.
- l.) Blackrock Equity Dividend Fund – The funds are invested in a portfolio of equity securities. It normally invests at least 80% of assets in equity securities and dividend paying securities.
- m.) Blackrock Global Allocation Fund – The funds are invested in domestic and foreign equities, debt securities, and money market instruments.
- n.) Blackrock Large Cap Core Fund - The funds are invested in equity securities of large cap companies. It may invest in securities of foreign issuers that are represented by ADRs and in investment grade convertible securities, preferred stock, illiquid securities, and U.S. government debt securities.
- o.) American Funds the Growth Fund – The funds are invested in high potential stock companies. It may also invest up to 15% of assets in securities of issuers domiciled outside the United States and Canada. It may invest up to 10% of assets in lower quantity nonconvertible debt securities.

SEE INDEPENDENT AUDITORS' REPORT

SUPERIOR AG RESOURCES COOPERATIVE 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2009 AND 2008

(CONTINUED)

- p.) JP Morgan Government Bond Fund - The funds are invested in government bonds including bonds issued or guaranteed by the U.S. government and its agencies and instrumentalities. It may invest the balance of assets in investment-grade corporate debt and municipal securities.
- q.) Aberdeen Optimal Allocations Special Fund – The funds are invested predominantly in underlying funds that are actively managed. It invests 40-50% in U.S. stocks, 20-30% in foreign stocks, and 0-15% in bonds and short-term investments.
- r.) Merrill Retirement Pres Trust – The funds are invested in high-quality instruments, including guaranteed insurance contracts, bank investment contracts, synthetic contracts, private placements, and cash equivalents.

As of May 1, 2009, the Company changed trustees. DWS Trust Company investment options replaced the previous investment options. Participants' balances were invested with registered investment companies and a common collect trust in the following 18 investment options:

- a.) Invesco Capital Development Fund – The funds are invested in equity securities of mid-capitalization companies and constitute approximately 25% of the total market capitalization of the Russell 1000 Index.
- b.) American Century Government Bond Fund –The funds are invested in debt securities issued or guaranteed by the US government or its agencies or instrumentalities.
- c.) Janus Overseas Fund –The funds are invested in securities of issuers from countries outside the United States. Typically the fund will be invested in at least five different countries and may have significant exposure to emerging markets.
- d.) DWS Large Cap Value Fund – The funds are invested in undervalued stocks of companies with sound finances. Investments are screened based on value characteristics, including low price-to-earnings ratios, low price-to-book ratios and above-market dividend yields.

SEE INDEPENDENT AUDITORS' REPORT

SUPERIOR AG RESOURCES COOPERATIVE 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2009 AND 2008

(CONTINUED)

- e.) DWS Equity 500 Index Fund – The funds are invested in common stocks of companies that make up the S&P 500 index, in approximately the weight as the index. The funds may also be invested in derivatives instruments, such as stock index futures contracts and options relating to the benchmark.
- f.) DWS Capital Growth Fund – The funds are invested in a diversified portfolio of mutual funds that have potential for more consistent earning growth and less volatility than other types of large-cap growth funds.
- g.) DWS Dreman Small Cap Fund – The funds are invested in undervalued, small-capitalization US stocks that are similar in market value to those in the Russell 2000 index. It emphasizes small-cap companies that provide the opportunity for above market returns without having above market volatility.
- h.) DWS Strategic Income Fund – The funds are invested in bonds issued by the US and foreign corporations and governments. The funds seek high current return.
- i.) DWS Alternative Asset Allocation Plus Fund – The funds are invested in a combination of other DWS funds as well as other securities. The funds will allocate its assets among underlying funds that emphasize alternative or non-traditional asset categories or investment strategies.
- j.) DWS Stable Value Trust – The funds are invested in high quality instruments, including guaranteed insurance contracts, bank investment contracts, synthetic contracts, private placements and cash equivalents.
- k.) Blackrock High Yield Bond – The funds are invested in non-investment grade bonds with maturities of ten years or less. At least 80% of assets are invested in high-yield bonds and up to 10% are invested in non-dollar denominated bonds of issuers located outside of the United States.
- l.) Oppenheimer Global Fund – The funds are invested in common stock of small, medium, and large growth domestic and foreign companies and normally invests a substantial portion of its assets in foreign stocks.

SEE INDEPENDENT AUDITORS' REPORT

SUPERIOR AG RESOURCES COOPERATIVE 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2009 AND 2008

(CONTINUED)

- m.) GS Mid Cap Value Fund – The funds are invested in at least 80% of assets in equity securities. It may invest up to 25% of assets in foreign securities, including securities of issuers in emerging countries. The fund may also invest up to 20% of assets in companies with fixed-income securities, such as government, corporate and bank debt obligations.
- n.) Thornburg International Value Fund – The funds are invested in equity and debt securities of all types. Under normal market conditions at least 75% of its assets are invested in foreign securities or depository receipts of foreign securities.
- o.) Davis New York Venture Fund – The funds are invested in equity securities issued by large companies with market capitalizations of at least \$10 billion. It has flexibility to invest a limited portion of assets in companies of any size, whose shares may be subject to controversy, foreign securities, or in non-equity securities.
- p.) Blackrock Globe Allocation Fund – The funds are invested in domestic and foreign equities, debt securities, and money market instruments.
- q.) Blackrock Large Cap Core Fund – The funds are invested in equity securities of large cap companies. It may invest in securities of foreign issuers that are represented by ADRs and in investment grade convertible securities, preferred stock, illiquid securities, and U.S. government debt securities.
- r.) American Funds the Growth Fund – The funds are invested in high potential stock companies. It may also invest up to 15% of assets in securities of issuers domiciled outside the United States and Canada. It may invest up to 10% of assets in lower quantity nonconvertible debt securities.

6. OTHER LIABILITIES

There are no material undisclosed liabilities, lease commitments, or other contingencies.

SEE INDEPENDENT AUDITORS' REPORT

**SUPERIOR AG RESOURCES COOPERATIVE 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2009 AND 2008**

(CONTINUED)

7. CONTRACT WITH INSURANCE COMPANY

Effective May 1, 2009, the Plan entered into a contract with DWS Trust Company. The contract provides for DWS Trust Company to maintain the Plan's investments. The investments are held in common collective trust and registered investment companies whereby the value of a participant's account is based on the value of the assets underlying the investment options. Unless otherwise terminated, the contract renews annually.

Previously, effective October 1, 2007, the Plan entered into a contract with JP Morgan Chase Bank. The contract provided for JP Morgan Chase Bank to perform third party administrative functions as well as maintain the Plan's investments. The investments were held in common collective trusts and registered investment companies, whereby the value of a participant's account is based on the value of the assets underlying the investment options. This contract was terminated effective April 30, 2009.

8. PARTIES-IN-INTEREST (RELATED-PARTY) TRANSACTIONS

There were no transactions during the year between the Plan and any person or corporation, which would be considered a "party-in-interest," that have not been fully and fairly disclosed in accordance with provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Plan does not consider Company contributions to the Plan to be party-in-interest transactions. The Company provides certain accounting, administrative, and investment management services to the Plan for which no fees are charged. The Company also pays the audit and administrative expenses of the Plan.

DWS Trust Company, the trustee of the Plan, holds certain Plan investments. Therefore, these transactions qualify as party-in-interest transactions and are denoted as such on the supplemental Schedule of Assets (Held at End of Year).

9. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

SEE INDEPENDENT AUDITORS' REPORT

SUPERIOR AG RESOURCES COOPERATIVE 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2009 AND 2008

(CONTINUED)

10. INFORMATION PREPARED AND CERTIFIED BY TRUSTEE

The Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the following information was prepared and certified as complete and accurate by the trustees and was not subjected to any auditing procedures performed by the independent certified public accountants:

Investments at fair value:	<u>2009</u>	<u>2008</u>
American Century Government Bond Fund	\$ 671,482	\$ -
Janus Overseas Fund	230,807	-
DWS Large Cap Value Fund	643,876	-
DWS Equity 500 Index Fund	20,990	-
DWS Capital Growth Fund	653,273	-
DWS Dream Small Cap Fund	427,719	-
DWS Strategic Income Fund	900,869	-
DWS Alternative Asset Allocation Plus Fund	631	-
DWS Stable Value Trust	299,637	-
Invesco Capital Development Fund	241,628	-
AIM Cap Development Fund	-	190,332
Blackrock High Yield Bond	20,299	16,259
Oppenheimer Global Fund	80,895	44,326
GS Mid Cap Value Fund	236,353	206,785
Thornburg International Value Fund	1,018,464	758,521
Davis New York Venture Fund	492,264	383,487
Blackrock Global Allocation Fund	802,391	697,965
Blackrock Large Cap Core Fund	84,290	19,654
American Funds Growth Fund of America	521,723	405,038
Janus Advisor Forty Fund	-	467,118
Janus Advisor International Fund	-	151,675
Blackrock S&P 500 Fund	-	17,687
Oppenheimer Main St Small Cap Fund	-	349,428

SEE INDEPENDENT AUDITORS' REPORT

SUPERIOR AG RESOURCES COOPERATIVE 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2009 AND 2008

(CONTINUED)

	<u>2009</u>	<u>2008</u>
Oppenheimer Strategy Income Fund	-	741,262
Blackrock Equity Dividend Fund	-	550,100
JP Morgan Government Bond Fund	-	634,354
Aberdeen Optimal Allocations Special Fund	-	381
Merrill Retirement Pres Trust	-	271,983
Participant Loans	78,807	50,878
Net Investment Income (Loss)	\$1,542,478	(\$2,332,423)

As of December 31, 2009 and 2008, all investments in the Plan were participant directed.

11. INVESTMENTS

The following presents investments at December 31, 2009 and 2008 that represents 5% or more of the Plan's net assets:

	<u>2009</u>	<u>2008</u>
American Century Government Bond Fund	\$ 671,482	\$ -
DWS Large Cap Value Fund	643,876	-
DWS Capital Growth Fund	653,273	-
DWS Dreman Small Cap Fund	427,719	-
DWS Strategic Income Fund	900,869	-
Davis New York Venture Fund	492,264	383,487
Thornburg Int Value Fund	1,018,464	758,521
American Funds the Growth Fund of America	521,723	405,038
Blackrock Global Allocation Fund	802,391	697,965
Janus Advisor Forty Fund	-	467,118
Oppenheimer Main St Small Cap Fund	-	349,428
Oppenheimer Strategy Income Fund	-	741,262
Blackrock Equity Dividend Fund	-	550,100
JP Morgan Government Bond Fund	-	634,354

SEE INDEPENDENT AUDITORS' REPORT

**SUPERIOR AG RESOURCES COOPERATIVE 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2009 AND 2008**

(CONTINUED)

12. TAX STATUS

On October 1, 2007, the Internal Revenue Service stated that the prototype adopted by the Plan, as then designed, qualifies under Section 401(a) of the Internal Revenue Code ("IRC"). The Plan has not received a determination letter specific to the Plan itself. However, the Plan Administrator and the Plan's tax council believe that the Plan was designed and is operating in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements

As required by the Accounting for Uncertainty in Income Taxes Topic of the FASB Accounting Standards Codification, the Company has determined that the tax positions taken will more-likely-than-not be sustained upon examination. The Company's tax years of 2009, 2008, and 2007 are open for federal and various state tax examinations.

13. SIGNIFICANT PLAN AMENDMENTS

The Plan was amended on January 23, 2009 to allow for Model Portfolios for participants.

14. SUBSEQUENT EVENTS

The Company has evaluated subsequent events through August 31, 2010, the date which the financial statements were issued.

SEE INDEPENDENT AUDITORS' REPORT

SUPPLEMENTAL SCHEDULE

SUPERIOR AG RESOURCES COOPERATIVE 401(k) PLAN
 EIN 35-0674390
 PLAN 001
 SCHEDULE H, LINE 41-SCHEDULE OF ASSETS (HELD AT END OF YEAR)
 DECEMBER 31, 2009

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	DWS Stable Value Trust - A	Common/Collective Trust, 299,637.2200 Shares no interest, no collateral, 0 par, no maturity value	**	\$ 299,637
*	Janus Overseas Fund - A	Registered Investment Company, 5,432.0315 Shares no interest, no collateral, 0 par, no maturity value	**	\$ 230,807
*	DWS Large Cap Value Fund - S	Registered Investment Company, 40,091.9122 Shares no interest, no collateral, 0 par, no maturity value	**	\$ 643,876
*	DWS Alt Asset Allocation PLS - A	Registered Investment Company, 74.0907 Shares no interest, no collateral, 0 par, no maturity value	**	\$ 631
*	Thornburg International Value Fund - A	Registered Investment Company, 41,050.5267 Shares no interest, no collateral, 0 par, no maturity value	**	\$ 1,018,464
*	Blackrock Global Allocation - A	Registered Investment Company, 44,851.3754 Shares no interest, no collateral, 0 par, no maturity value	**	\$ 802,391
*	GS Mid Cap Value Fund - A	Registered Investment Company, 8,155.7311 Shares no interest, no collateral, 0 par, no maturity value	**	\$ 236,353
*	DWS Equity 500 Index Fund - Inst	Registered Investment Company, 166.1165 Shares no interest, no collateral, 0 par, no maturity value	**	\$ 20,990
*	DWS Capital Growth Fund - S	Registered Investment Company, 13,779.2178 Shares no interest, no collateral, 0 par, no maturity value	**	\$ 653,273
*	Davis New York Venture Fund - A	Registered Investment Company, 15,889.7509 Shares no interest, no collateral, 0 par, no maturity value	**	\$ 492,264
*	Oppenheimer Global Fund - A	Registered Investment Company, 1,526.0243 Shares no interest, no collateral, 0 par, no maturity value	**	\$ 80,895
*	Blackrock Large Cap Core Fund - A	Registered Investment Company, 8,557.3224 Shares no interest, no collateral, 0 par, no maturity value	**	\$ 84,290
*	American Cent Government Bond - A	Registered Investment Company, 61,210.7469 Shares no interest, no collateral, 0 par, no maturity value	**	\$ 671,482
*	DWS Dreman Small Cap Value - A	Registered Investment Company, 13,784.0396 Shares no interest, no collateral, 0 par, no maturity value	**	\$ 427,719
*	Invesco Capital Development - A	Registered Investment Company, 17,547.4446 Shares no interest, no collateral, 0 par, no maturity value	**	\$ 241,628
*	DWS Strategic Income Fund - A	Registered Investment Company, 195,841.0593 Shares no interest, no collateral, 0 par, no maturity value	**	\$ 900,869
*	American Funds the Growth Fund of America - R3	Registered Investment Company, 19,373.2901 Shares no interest, no collateral, 0 par, no maturity value	**	\$ 521,723
*	Blackrock High Yield Bond - A	Registered Investment Company, 2,895.7846 Shares no interest, no collateral, 0 par, no maturity value	**	\$ 20,299
*	Participant Loans	Participant loans, varying maturity dates, interest ranging from 4.25%-9.25%, secured by participant's vested accrued benefits	-	\$ 78,807

* A party-in-interest as defined by ERISA

** Cost omitted for participant directed investments

SEE INDEPENDENT AUDITORS' REPORT