Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2009

This Form is Open to Public Inspection

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:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
UPSTATE NIAGARA COOPERATIVE, INC. RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 006

1c Effective date of plan 05/01/1976

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
UPSTATE NIAGARA COOPERATIVE, INC.

25 ANDERSON ROAD
BUFFALO, NY 14225

2b Employer Identification Number (EIN)
16-0845625

2c Sponsor's telephone number
716-892-3156

2d Business code (see instructions)
311500

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.	10/14/2010	EDWARD LUONGO
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	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")
UPSTATE NIAGARA COOPERATIVE, INC.

25 ANDERSON ROAD
BUFFALO, NY 14225

3b Administrator's EIN
16-0845625

3c Administrator's telephone number
716-892-3156

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

5	Total number of participants at the beginning of the plan year	**5**	806
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**	692
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	86
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	778
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	778
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	318
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	3
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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 2S 2T 3D 3H

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)	X	Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	X	Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance 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.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

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
UPSTATE NIAGARA COOPERATIVE, INC. RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 006

C Plan sponsor's name as shown on line 2a of Form 5500.
UPSTATE NIAGARA COOPERATIVE, INC.

D Employer Identification Number (EIN)
16-0845625

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
THE PRUDENTIAL INSURANCE COMPANY OF AMERICA

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
22-1211670	68241	062116	778	01/01/2009	12/31/2009

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	0
5	Current value of plan's interest under this contract in separate accounts at year end	5	

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			7b	17496967
c	Additions: (1) Contributions deposited during the year	7c(1)	3339165		
	(2) Dividends and credits	7c(2)	0		
	(3) Interest credited during the year	7c(3)	913361		
	(4) Transferred from separate account	7c(4)	0		
	(5) Other (specify below)	7c(5)	0		
	▶				
	(6) Total additions			7c(6)	4252526
d	Total of balance and additions (add **b** and **c(6)**)			7d	21749493
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	0		
	(2) Administration charge made by carrier	7e(2)	0		
	(3) Transferred to separate account	7e(3)	0		
	(4) Other (specify below)	7e(4)	2651706		
	▶ CASH				
	(5) Total deductions			7e(5)	2651706
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	19097787

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organization(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance
e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug
i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in **c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☐ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).	2009
Department of Labor Employee Benefits Security Administration	▶ File as an attachment to Form 5500.	This Form is Open to Public Inspection.
Pension Benefit Guaranty Corporation		

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan	B Three-digit plan number (PN) ▶	
UPSTATE NIAGARA COOPERATIVE, INC. RETIREMENT PLAN		006
C Plan sponsor's name as shown on line 2a of Form 5500	D Employer Identification Number (EIN)	
UPSTATE NIAGARA COOPERATIVE, INC.	16-0845625	

Part I Service Provider Information (see instructions)

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).. . . . . [X] 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

CHARLES SCHWAB & CO. INC AND AFFIL

94-1737782

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

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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)

CHARLES SCHWAB & CO.,INC

94-1737782

(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?
33 50 59 62 71	NONE	3899	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

CHARLES SCHWAB TRUST COMPANY

42-1558009

(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?
49 50 52 59 62	NONE	25	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] 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 ☐

(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
CHARLES SCHWAB & CO AND AFFILIATES	59	0
(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.	
SEE ATTACHMENT 11-1111111	SEE ATTACHMENT	

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

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

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.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
UPSTATE NIAGARA COOPERATIVE, INC. RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 006

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
UPSTATE NIAGARA COOPERATIVE, INC.

D Employer Identification Number (EIN)
16-0845625

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: MANNING & NAPIER 2010 INSTL

b Name of sponsor of entity listed in (a): EXETER TRUST COMPANY

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)
02-0476209-032	C	8862

a Name of MTIA, CCT, PSA, or 103-12 IE: MANNING & NAPIER 2020 INSTL

b Name of sponsor of entity listed in (a): EXETER TRUST COMPANY

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)
02-0476209-031	C	702701

a Name of MTIA, CCT, PSA, or 103-12 IE: MANNING & NAPIER 2030 INSTL

b Name of sponsor of entity listed in (a): EXETER TRUST COMPANY

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)
02-0476209-030	C	943838

a Name of MTIA, CCT, PSA, or 103-12 IE: MANNING & NAPIER 2040 INSTL

b Name of sponsor of entity listed in (a): EXETER TRUST COMPANY

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)
02-0476209-029	C	100377

a Name of MTIA, CCT, PSA, or 103-12 IE: MANNING & NAPIER INCOME INSTL

b Name of sponsor of entity listed in (a): EXETER TRUST COMPANY

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)
02-0476209-033	C	237506

a Name of MTIA, CCT, PSA, or 103-12 IE: PRUDENTIAL GIC

b Name of sponsor of entity listed in (a): PRUDENTIAL TRUST COMPANY

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)
23-6993310-126	P	19364378

a Name of MTIA, CCT, PSA, or 103-12 IE: MANNING & NAPIER 2050 INSTL

b Name of sponsor of entity listed in (a): EXETER TRUST COMPANY

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)
02-0476209-028	C	124547

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

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

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

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
UPSTATE NIAGARA COOPERATIVE, INC. RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 006

C Plan sponsor's name as shown on line 2a of Form 5500
UPSTATE NIAGARA COOPERATIVE, INC.

D Employer Identification Number (EIN)
16-0845625

Part I Asset and Liability Statement

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	0	200
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	71849	35876
(2) Participant contributions	1b(2)	14916	18356
(3) Other	1b(3)	9418	9161
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)	23069	55029
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	246403	183382
(9) Value of interest in common/collective trusts	1c(9)	719195	2117831
(10) Value of interest in pooled separate accounts	1c(10)	17456950	19364378
(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)	9503210	11940557
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	593104	1320380

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(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	28638114	35045150
	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 through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	28638114	35045150

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) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	1182366	
	(B) Participants	2a(1)(B)	1206316	
	(C) Others (including rollovers)	2a(1)(C)	295956	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		2684638
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)	17391	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		17391
	(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)	104537	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		104537
	(3) Rents	2b(3)		
	(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)		0

			(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)		0
	(6) Net investment gain (loss) from common/collective trusts	2b(6)		387638
	(7) Net investment gain (loss) from pooled separate accounts	2b(7)		279551
	(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)		3396410
c	Other income	2c		214531
d	Total income. Add all **income** amounts in column (b) and enter total	2d		7084696
	Expenses			
e	Benefit payment and payments to provide benefits:			
	(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1255998	
	(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)		1255998
f	Corrective distributions (see instructions)	2f		
g	Certain deemed distributions of participant loans (see instructions)	2g		9175
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)	8209	
	(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		8209
j	Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1273382
	Net Income and Reconciliation			
k	Net income (loss). Subtract line 2j from line 2d	2k		5811314
l	Transfers of assets:			
	(1) To this plan	2l(1)		595722
	(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)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: DOPKINS & COMPANY LLP **(2)** EIN: 16-0929175

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.)	4a		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.)	4b		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.)	4c		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.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		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?	4g		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?	4h		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.)	4i	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.)	4j		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?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		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.	4n		X	

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)

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.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
UPSTATE NIAGARA COOPERATIVE, INC. RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 006

C Plan sponsor's name as shown on line 2a of Form 5500
UPSTATE NIAGARA COOPERATIVE, INC.

D Employer Identification Number (EIN)
16-0845625

Part I Distributions

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** 0

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): 42-1558009

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 of 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**

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):

---

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):

UPSTATE NIAGARA COOPERATIVE, INC. RETIREMENT PLAN

Financial Report

December 31, 2009 and 2008

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Dopkins & Company, LLP
CERTIFIED PUBLIC ACCOUNTANTS AND CONSULTANTS

INDEPENDENT AUDITORS' REPORT

To the Retirement Plan Advisory Committee
Upstate Niagara Cooperative, Inc. Retirement Plan
Buffalo, New York

We were engaged to audit the accompanying statements of net assets available for benefits of Upstate Niagara Cooperative Inc. Retirement Plan (the Plan) as of December 31, 2009 and 2008, and the related statements of changes in net assets available for benefits for the years ended December 31, 2009 and 2008 and the supplemental schedule of assets (held at end of year) as of December 31, 2009. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the United States 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 4, which was certified by Charles Schwab Trust Company and Prudential Trust Company, the custodians 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 custodians hold the Plan's investment assets and execute investment transactions. The Plan Administrator has obtained certifications from the custodians as of and for the years ended December 31, 2009 and 2008, that the information provided to the Plan Administrator by the custodians 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 supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, 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 United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Dopkins & Company, LLP
CERTIFIED PUBLIC ACCOUNTANTS

October 11, 2010

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UPSTATE NIAGARA COOPERATIVE, INC. RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2009 and 2008

ASSETS	2009	2008
Cash	$ 200	$ -
Investments at fair value:		
Mutual funds	11,940,557	9,503,210
Synthetic GIC contract investment account	19,364,378	17,456,950
Common/collective trust funds	2,117,831	719,195
Self-directed brokerage accounts	1,375,409	616,173
Participant loans	183,382	246,403
	34,981,557	28,541,931
Contributions receivable:		
Participants	18,356	14,916
Employer	35,876	71,849
Other	9,161	9,418
	63,393	96,183
Net assets available for benefits reflecting investments at fair value	35,045,150	28,638,114
Adjustment from fair value to contract value for fully benefit responsive investment contracts	(279,551)	38,095
Net assets available for benefits	$ 34,765,599	$ 28,676,209

See Notes to Financial Statements.

UPSTATE NIAGARA COOPERATIVE, INC. RETIREMENT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Years Ended December 31, 2009 and 2008

	2009	2008
Investment income (loss):		
Net appreciation (depreciation) in fair value of investments	$ 3,960,484	$ (4,664,811)
Interest and dividends	121,928	365,906
	4,082,412	(4,298,905)
Contributions:		
Employer	1,182,366	1,132,014
Participants	1,206,316	1,114,455
Rollovers	295,956	706,466
Transfer of assets from another plan	595,722	-
	3,280,360	2,952,935
Total investment income (loss) and contributions	7,362,772	(1,345,970)
Benefits paid to participants	1,265,173	1,173,100
Administrative expenses	8,209	17,925
Total benefits and administrative expenses	1,273,382	1,191,025
Net increase (decrease) in net assets available for benefits	6,089,390	(2,536,995)
Net assets available for benefits:		
Beginning of year	28,676,209	31,213,204
End of year	$ 34,765,599	$ 28,676,209

See Notes to Financial Statements.

NOTES TO FINANCIAL STATEMENTS

Note 1. Plan Description

The following summary of the Upstate Niagara Cooperative, Inc. Retirement Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

General:

The Plan is a defined contribution retirement plan sponsored by Upstate Niagara Cooperative, Inc. (the Cooperative). The Plan covers substantially all full-time, non-union employees and certain union employees as defined by the Plan. It is subject to the provisions of the Employee Retirement Security Act of 1974 (ERISA). As of January 2, 2009, two other Cooperative-sponsored plans, the Upstate Farms Cooperative, Inc. (Watertown) 401(k) Plan, and the Upstate Farms Cooperative, Inc. (Jamestown) 401(k) Plan, were merged into the Plan and their net assets of $595,722 were transferred to the Plan.

Eligibility:

Eligible employees may make salary reduction contributions beginning on their date of hire. Non-union and certain union employees, as defined by the Plan, are eligible for an allocation of the Cooperative's matching contributions after working 1,000 hours during a Plan year and completing one year of service.

Contributions:

Each year participants may contribute any percentage of pretax annual compensation, as defined. Participants direct their contributions among various investment options offered by the Plan. The Cooperative makes a matching contribution equal to 50% of each eligible salary reduction contribution limited to 4% or 6% of the participant's compensation depending on their status as either union or non-union.

In addition, the Cooperative makes a non-matching contribution in an amount equal to 8% of each non-union participant's compensation, which includes a profit sharing component. A portion of the Cooperative's non-matching contribution is designated as a qualified nonelective contribution.

Contributions are limited by the Internal Revenue Code (the Code) provisions.

Participants accounts:

Each participant's account is credited with the participant's contribution and an allocation of a) the Cooperative's contributions; b) the Plan's earnings; c) forfeitures, and d) charged with an allocation of administrative expenses. Allocations are based on participant's compensation or account balances, as defined in the Plan.

Note 1. Plan Description (Continued)

Vesting:

Each participant is fully vested to the extent of salary reduction contributions, qualified nonelective contributions, and earnings thereon. The Cooperative's matching and profit sharing contribution vest from 20% after two years to 100% after six years.

Vesting is immediate upon death, disability, or attainment of age 60.

Participants loans:

Participants may borrow an amount not to exceed the lesser of $50,000 or 50% of their vested account balance. Loans are repaid over five years, unless the loan is used to purchase a principal residence in which case they are repaid over a time period deemed reasonable by Plan representatives, and bear interest at the prime rate plus 1%.

Payment of benefits:

The vested portion of a participant's account is payable when the participant becomes disabled, retires, or otherwise terminates employment. Normal retirement age is 65, but early retirement is permitted beginning at age 60. Benefit payments must commence no later than April 1 following the later of the attainment of age 70-1/2 or retirement. Payments to beneficiaries of deceased participants commence as soon as practicable after death.

Benefits are paid in a single cash sum unless the benefit amount exceeds $1,000, in which case the participant may select from a number of installment methods or an annuity.

Forfeitures:

Forfeitures of nonvested accounts are allocated among remaining participants in the Plan based on their compensation. The forfeiture balance was $53,262 and $206,462 as of December 31, 2009 and 2008, respectively. In 2009 and 2008, $197,818 and $137,839, respectively, of forfeited non-vested accounts were allocated to the Plan participants.

Administrative expenses:

Costs of administering the Plan are paid by both the Plan and the Cooperative. Consulting fees are paid by the Cooperative.

Note 1. Plan Description (Continued)

Subsequent events:

Subsequent events have been evaluated through October 11, 2010, which is the date the financial statements were available to be issued.

Note 2. Significant Accounting Policies

Basis of presentation:

The accompanying financial statements have been prepared on the accrual basis of accounting.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statements of net assets available for benefits presents the fair value of the investment contracts, as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statements of changes in net assets available for benefits are prepared on a contract value basis.

Investment valuation and income recognition:

Investments are reported at fair value. Fair value is the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements.

The Plan has a fully benefit-responsive Synthetic GIC Contract (Contract) with the Prudential Insurance Company of America (Prudential). Contributions made by the Plan pursuant to this Contract are maintained in an investment account managed by Prudential or its affiliate (Investment Account). At December 31, 2009 and 2008, funds in the Investment Account are invested in units of the Prudential Core Conservative Bond Fund, a part of the Prudential Trust Company Collective Trust. The assets of the Investment Account are reported at fair value and adjusted to contract value as determined by the terms of the Contract. Contract value represents Plan contributions plus earnings at crediting rates determined in accordance with a formula prescribed by the Contract and reduced by participant withdrawals. Participant withdrawals are made from the assets of the Investment Account. If the fair value of the Investment Account assets is not sufficient to fund the contract value of the qualified participant withdrawals, Prudential will pay the difference pursuant to its obligations under the Contract.

There are no reserves against contract value for the credit risk of Prudential. The crediting interest rate is determined using a single portfolio rate for all contributions made during a period. The frequency of crediting rate adjustments is determined by the Contract. The average crediting rate yield for the years ended December 31, 2009 and 2008 was 4.83% and 5.56%, respectively.

Note 2. Significant Accounting Policies (Continued)

Investment valuation and income recognition (continued):

No events limit the ability of the Plan to transact at contract value with Prudential. The Contract does not permit Prudential to terminate the agreement at an amount other than contract value.

Investment transactions are accounted for on a trade-date basis. Interest and dividend income is recorded as received.

Payment of benefits:

Benefits to participants are recorded when paid.

Use of estimates:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates.

Note 3. Fair Value Measurements

The valuation techniques required by professional accounting standards are based upon observable and unobservable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect internal market assumptions. These two types of inputs create the following fair value hierarchy:

Level 1 – Quoted prices in active markets for identical assets that the Plan has the ability to access.

Level 2 – Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations whose inputs are observable or whose significant value drivers are observable.

Level 3 – Significant inputs to the valuation model are unobservable.

The asset fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Note 3. Fair Value Measurements (Continued)

The following is a description of the valuation methodologies used for Plan assets measured at fair value:

Mutual funds are valued at the net asset value of shares held by the Plan which represents fair value at quoted market prices.

The fair value of the Investment Account represents the estimated fair value of the units it owns in the Prudential Core Conservative Bond Fund. The fair value per unit is determined by an affiliate of Prudential by reference to the fair value of the underlying securities.

The fair value of the common/collective trust funds is based on the per unit value determined and reported by Exeter Trust Company, the manager of the fund, by reference to the fair value of the underlying assets of the fund.

The self-directed brokerage accounts primarily consist of interest bearing cash accounts and common stock which are both valued at quoted market prices in active markets.

The fair value of participant loans, which approximates cost, is determined by considering the loan interest rates in effect as compared to market rates and the credit worthiness of the borrower.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Note 3. Fair Value Measurements (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's investment assets at fair value at December 31, 2009:

	2009			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Blend	$ 3,979,927	$ -	$ -	$ 3,979,927
Growth	3,083,326	-	-	3,083,326
Bond	1,841,870	-	-	1,841,870
Value	1,096,453	-	-	1,096,453
Other	1,938,981	-	-	1,938,981
Total mutual funds	11,940,557	-	-	11,940,557
Guaranteed income contract	-	19,364,378	-	19,364,378
Common/collective trust funds	-	2,117,831	-	2,117,831
Self-directed brokerage accounts:				
Common stock	1,134,758	-	-	1,134,758
Other	240,651	-	-	240,651
Total self-directed brokerage accounts	1,375,409	-	-	1,375,409
Participant loans	-	-	183,382	183,382
	$ 13,315,966	$ 21,482,209	$ 183,382	$ 34,981,557

Note 3. Fair Value Measurements (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's investment assets at fair value at December 31, 2008:

	2008			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Blend	$ 3,311,041	$ -	$ -	$ 3,311,041
Growth	2,514,152	-	-	2,514,152
Bond	1,720,378	-	-	1,720,378
Value	759,632	-	-	759,632
Other	1,198,007	-	-	1,198,007
Total mutual funds	9,503,210	-	-	9,503,210
Guaranteed income contract	-	17,456,950	-	17,456,950
Common/collective trust funds	-	719,195	-	719,195
Self-directed brokerage accounts:				
Cash equivalents	307,565	-	-	307,565
Common stock	162,204	-	-	162,204
Other	146,404	-	-	146,404
Total self-directed brokerage accounts	616,173	-	-	616,173
Participant loans	-	-	246,403	246,403
	$ 10,119,383	$ 18,176,145	$ 246,403	$ 28,541,931

Note 3. Fair Value Measurements (Continued)

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 investment assets for the year ended December 31, 2009:

		Participant loans
Balance, beginning of year	$	246,403
Realized and unrealized gains		-
Purchases, sales, issuances and settlements (net)		(63,021)
Balance, end of year	$	183,382

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 investment assets for the year ended December 31, 2008:

		Participant loans
Balance, beginning of year	$	393,388
Realized and unrealized gains		-
Purchases, sales, issuances and settlements (net)		(146,985)
Balance, end of year	$	246,403

Note 4. Information Certified by the Plan's Trustee

The Plan Administrator has elected the method of compliance as permitted by 29 CFR 2520. 103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. The following table presents the fair value of the investments in this Plan certified by Charles Schwab Trust Company (Schwab) and, with respect to the Synthetic GIC Investment Account, the Prudential Trust Company (PTC) at December 31, 2009 and 2008. Single investments representing 5% or more of the Plan's net assets available for plan benefits at December 31, 2009 or 2008 are separately identified:

	2009	2008
Investments at estimated fair value:		
Synthetic GIC Investment Account – units of the Prudential Core Conservative Bond Fund	$ 19,364,378	$ 17,456,950
Common/collective trust funds	2,117,831	719,195
Mutual funds:		
Metropolitan West Total Return Bond Fund	1,841,870	1,720,378
Other	10,098,687	7,782,832
Total mutual funds	11,940,557	9,503,210
Self-directed brokerage accounts	1,375,409	616,173
Participant loans	183,382	246,403
	$ 34,981,557	$ 28,541,931

Schwab and PTC have also certified to the completeness and accuracy of the following financial information for the years ended December 31, 2009 and 2008:

	2009	2008
Investment income (loss):		
Net appreciation (depreciation) in the fair value of investments	$ 3,960,484	$ (4,664,811)
Interest and dividends	121,928	365,906
	$ 4,082,412	$ (4,298,905)

Net appreciation (depreciation) is primarily attributable to mutual funds and the Synthetic GIC Investment Account.

Note 5. Plan Termination

Although it has not expressed any intent to do so, the Cooperative has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become fully vested in their accounts.

Note 6. Tax Status

The Internal Revenue Service has determined and informed the Cooperative by a letter dated September 26, 2000, that the Plan and related trust are designed in accordance with applicable sections of the Code. The Plan has been amended since receiving the determination letter. However, the Plan Administrator believes that the Plan is designed and is currently being operated in compliance with the applicable provisions of the Code.

Note 7. Related-Party Transactions

Schwab, PTC and certain of their affiliates serve as custodians and also provide investment services to the Plan. Transactions with these entities and their affiliates qualify as party-in-interest transactions. Fees paid to these entities and their affiliates by the Plan for administrative services amounted to $8,209 and $17,925 for the years ended December 31, 2009 and 2008, respectively. Fees for investment services are netted against investment income and have not been quantified.

Note 8. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Note 9. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2009 and 2008 to Form 5500:

	2009	2008
Net assets available for benefits as presented in these financial statements	$ 34,765,599	$ 28,676,209
Adjustment from contract value to fair value for fully benefit-responsive investments	279,551	(38,095)
Net assets available for benefits as presented in Form 5500	$ 35,045,150	$ 28,638,114

Note 9. Reconciliation of Financial Statements to Form 5500 (Continued)

The following is a reconciliation of the increase (decrease) in net assets available for benefits per the financial statements for the years ended December 31, 2009 and 2008 to Form 5500:

	2009	2008
Net increase (decrease) in net assets available for benefits as presented in these financial statements	$ 6,089,390	$ (2,536,995)
Adjustment from contract value to fair value for fully benefit-responsive investments	317,646	(38,095)
Transfer of assets from another plan, recorded in Schedule H, line L(2) of Form 5500	(595,722)	-
Net increase (decrease) in net assets available for benefits as presented in Form 5500	$ 5,811,314	$ (2,575,090)

* * * * *

SUPPLEMENTAL SCHEDULE

UPSTATE NIAGARA COOPERATIVE, INC. RETIREMENT PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2009

EIN: 16-0845625
PLAN NUMBER: 006

Identity of issuer, borrower, lessor, or similar party	Description of investments including maturity date, rate of interest, collateral, par, or maturity date	Current Value
Prudential Fixed Income Management Company *	Prudential Core Conservative Bond Fund - 686,312 units	$ 19,364,378
Schwab Retirement Plan Services, Inc.*	Metropolitan West Total Return Bond Fund - 186,048 shares	1,841,870
Schwab Retirement Plan Services, Inc.*	Thornburg International Value Fund - 64,274 shares	1,630,633
Schwab Retirement Plan Services, Inc.*	Personal Choice Retirement Fund - 1,375,408 shares	1,375,408
Schwab Retirement Plan Services, Inc.*	CGM Advisor Targeted Equity Fund - 135,063 shares	1,320,916
Schwab Retirement Plan Services, Inc.*	Davis NY Venture Fund - 31,618 shares	989,336
Schwab Retirement Plan Services, Inc.*	Manning & Napier 2030 Fund - 104,988 shares	943,838
Schwab Retirement Plan Services, Inc.*	Growth Fund of America - 28,312 shares	767,536
Schwab Retirement Plan Services, Inc.*	Munder Mid Cap Core Growth Fund - 33,617 shares	762,427
Schwab Retirement Plan Services, Inc.*	Allianz NFJ Dividend Value Fund - 72,551 shares	756,703
Schwab Retirement Plan Services, Inc.*	Manning & Napier 2020 Fund - 73,658 shares	702,701
Schwab Retirement Plan Services, Inc.*	T Rowe Price Emerging Markets Stock Fund - 23,260 shares	699,897
Schwab Retirement Plan Services, Inc.*	Schwab S&P Index Investment Fund - 40,069 shares	694,789
Schwab Retirement Plan Services, Inc.*	Oakmark Equity Income Fund - 23,904 shares	610,513
Schwab Retirement Plan Services, Inc.*	Keeley Small Cap Value Fund - 27,353 shares	542,132
Schwab Retirement Plan Services, Inc.*	Van Eck Global Hard Assets Fund - 10,916 shares	446,690
Schwab Retirement Plan Services, Inc.*	Columbia Mid Cap Value Fund - 30,663 shares	339,750
Schwab Retirement Plan Services, Inc.*	Manning & Napier Income Instl - 21,650 shares	237,506
Schwab Retirement Plan Services, Inc.*	Allianz OCC Opportunity Fund - 12,025 shares	232,447
Schwab Retirement Plan Services, Inc.*	ING Global Real Estate Fund - 12,398 shares	181,882
Schwab Retirement Plan Services, Inc.*	Manning & Napier 2050 Fund - 14,121 shares	124,547
Schwab Retirement Plan Services, Inc.*	Victory Special Value Fund - 9,080 shares	123,037
Schwab Retirement Plan Services, Inc.*	Manning & Napier 2040 Fund - 11,368 shares	100,377
Schwab Retirement Plan Services, Inc.*	Manning & Napier 2010 Fund - 898 shares	8,862
Participant Loans*	Interest rates ranging from 4.25% to 9.25% maturing 2009 to 2019	183,382
		$ 34,981,557

This data is based on information which has been certified as accurate and complete by Charles Schwab Trust Company and Prudential Trust Company.

* Party named is a party-in-interest.

See Notes to Financial Statements.

UPSTATE NIAGARA COOPERATIVE.INC. RETIREMENT PLAN
Schedule C, Part I, Line 3- Sevice Provider Indirect compensation Information
December 31, 2009

EIN: 16-0845625
Plan Number: 006

Received by Charles Schwab & Co., Inc. (EIN#94-1737782)

Fund Family/Provider	EIN	Formula
Allianz Funds	33-0457728	Rate of 0.10% of average daily balance of asset(s)
American Funds	95-1411037	Rate of 0.35% of average daily balance of asset(s)
Columbia	93-0577450	Rate of 0.40% of average daily balance of asset(s)
Davis Funds	52-1346931	Rate of 0.10% of average daily balance of asset(s)
ING Funds	95-4516049	Rate of 0.45% of average daily balance of asset(s)
Keeley	36-3160361	Rate of 0.40% of average daily balance of asset(s)
Metropolitan West Funds	95-4597302	Rate of 0.35% of average daily balance of asset(s)
Munder	38-3212521	Rate of 0.25% of average daily balance of asset(s)
Natixis Funds	04-3200027	Rate of 0.15% of average daily balance of asset(s)
Oakmark	04-3276558	Rate of 0.35% of average daily balance of asset(s)
Schwab Funds	94-3106735	Rate of 0.02% of average daily balance of asset(s)
T. Rowe Price	52-2264646	Rate of 0.15% of average daily balance of asset(s)
Thornburg	85-0301299	Rate of 0.40% of average daily balance of asset(s)
Van Eck	13-3210061	Rate of 0.40% of average daily balance of asset(s)
Victory	13-2700161	Rate of 0.40% of average daily balance of asset(s)

Received by Charles Schwab Trust Company (EIN#42-1558009)

Fund Family/Provider	EIN	Formula
Manning & Napier	16-0995736	Rate of 0.20% of average daily balance of asset(s)
Schwab Funds	94-3106735	Rate of 0.25% of average daily balance of asset(s)

Received by Charles Schwab & Co., Inc. (EIN#94-1737782)

Fund Family/Provider	EIN	Formula
Morgan Stanley	36-3145972	Rate of 0.40% of average daily balance of asset(s)
Schwab Funds	94-3106735	Rate of 0.25% of average daily balance of asset(s)

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

NAME OF PLAN SPONSOR: **Upstate Niagara Cooperative, Inc.**
NAME OF PLAN: **Upstate Niagara Cooperative, Inc. Retirement Plan**
EIN: **16-0845625**
PLAN NUMBER: **006**

(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
*	PARTICIPANT LOANS	Loans (4.25% - 9.50%)		183,382
	MANNING & NAPIER 2010 INSTL	Common Collective Trust Fund		8,862
	MANNING & NAPIER 2020 INSTL	Common Collective Trust Fund		702,701
	MANNING & NAPIER 2030 INSTL	Common Collective Trust Fund		943,838
	MANNING & NAPIER 2040 INSTL	Common Collective Trust Fund		100,377
	MANNING & NAPIER 2050 INSTL	Common Collective Trust Fund		124,547
	MANNING & NAPIER INCOME INSTL	Common Collective Trust Fund		237,506
	PCRA	Self-Directed Brokerage Account		1,320,380
	ALLIANZ NFJ DIVIDEND VAL INSTL	Registered Investment Company		756,703
	ALLIANZ OCC OPPORTUNITY INSTL	Registered Investment Company		232,447
	CGM ADVISOR TARGETED EQUITY	Registered Investment Company		1,320,916
	COLUMBIA MID CAP VALUE Z	Registered Investment Company		339,750
	DAVIS NY VENTURE Y	Registered Investment Company		989,336
	GROWTH FUND OF AMERICA R4	Registered Investment Company		767,536
	ING GLOBAL REAL ESTATE	Registered Investment Company		181,882
	KEELEY SMALL CAP VALUE FUND	Registered Investment Company		542,132
	METROPOLITAN WEST TOTAL RET BD	Registered Investment Company		1,841,870
	MUNDER MIDCAP CORE GROWTH Y	Registered Investment Company		762,427
	OAKMARK EQUITY INCOME	Registered Investment Company		610,513
*	SCHWAB S&P 500 INDEX FUND	Registered Investment Company		694,789
	T ROWE PRICE EMERG MKTS STK FD	Registered Investment Company		699,897
	THORNBURG INTL VALUE I	Registered Investment Company		1,630,631
	VAN ECK GLOBAL HARD ASSETS A	Registered Investment Company		446,690
	VICTORY SPECIAL VALUE A	Registered Investment Company		123,037
	PRUDENTIAL GIC	Polled Separate Account		19,364,378
	LIMITED PARTNERSHIP	Limited Partnership		55,028.61