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

2010

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2010 or fiscal plan year beginning 10/01/2010 and ending 09/30/2011

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:
- [ ] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
ALL POINTS COOPERATIVE 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/1994

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

102 8TH STREET
PO BOX 80
GOTHENBURG, NE 69138

2b Employer Identification Number (EIN) 47-0175460

2c Sponsor's telephone number 308-537-7141

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.	04/27/2012	DONNA SCHNACKENBERG
	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")

ALL POINTS COOPERATIVE

102 8TH STREET
PO BOX 80
GOTHENBURG, NE 69138

3b Administrator's EIN: 47-0175460

3c Administrator's telephone number: 308-537-7141

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**	182
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**	156
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	14
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	170
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	170
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	49
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	4
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 2T 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)	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)		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

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 10/01/2010 and ending 09/30/2011

A Name of plan
ALL POINTS COOPERATIVE 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500.
ALL POINTS COOPERATIVE

D Employer Identification Number (EIN)
47-0175460

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
HARTFORD LIFE INSURANCE COMPANY

(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
06-0974148	88072	GA-021435	49	10/01/2010	09/30/2011

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
2771	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

AMERITAS INVESTMENT CORP
AMERITAS INVESTMENT CORP PO BOX 550
LINCOLN, NE 68505

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
2771			3

(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	579175

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 ▶ GROUP ANNUITY CONTRACT

b	Balance at the end of the previous year			7b	0
c	Additions: (1) Contributions deposited during the year	7c(1)	0		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	0		
	(4) Transferred from separate account	7c(4)	0		
	(5) Other (specify below)	7c(5)	0		
	▶				
	(6) Total additions			7c(6)	0
d	Total of balance and additions (add **b** and **c(6)**)			7d	0
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)	0		
	▶				
	(5) Total deductions			7e(5)	0
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	0

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 Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**2010** **This Form is Open to Public Inspection.**

For calendar plan year 2010 or fiscal plan year beginning 10/01/2010 and ending 09/30/2011

A Name of plan
ALL POINTS COOPERATIVE 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
ALL POINTS COOPERATIVE

D Employer Identification Number (EIN)
47-0175460

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

HARTFORD LIFE INS. CO.

06-0974148

(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)

HARTFORD LIFE INS. CO.

06-0974148

(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 23 37 38 50 54 56 59 60 62 63 64 65 66 99	NONE	140	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 ☐

(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
HARTFORD LIFE INSURANCE COMPANY	15 23 37 38 50 54 56 59 60 62 63 64 65 66 99	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 ATTACHED 06-0974148	SEE ATTACHED	

(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

2010

This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 10/01/2010 and ending 09/30/2011

A Name of plan
ALL POINTS COOPERATIVE 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
ALL POINTS COOPERATIVE

D Employer Identification Number (EIN)
47-0175460

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: SEPARATE ACCOUNT 401

b Name of sponsor of entity listed in (a): HARTFORD LIFE INSURANCE 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)
06-0974148-000	P	579175

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)

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

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

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 10/01/2010 and ending 09/30/2011

A Name of plan
ALL POINTS COOPERATIVE 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
ALL POINTS COOPERATIVE

D Employer Identification Number (EIN)
47-0175460

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		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(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)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	0	0
(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)	10713	21271
(9) Value of interest in common/collective trusts	1c(9)	8045	11664
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(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)	625003	567511
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	0
(15) Other	1c(15)	0	0

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	0	0
	(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	643761	600446
	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	643761	600446

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)	0	
	(B) Participants	2a(1)(B)	55626	
	(C) Others (including rollovers)	2a(1)(C)	0	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		55626
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
	(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)	1114	
	(F) Other	2b(1)(F)	0	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		1114
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)	0	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(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)	0	
(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)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		-35179
(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)		0
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		21561
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	64736	
(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)		64736
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
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)	140	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		140
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		64876
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-43315
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

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: STEVENSON & ASSOCIATES, LLC (2) EIN: 47-0836877

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		55000
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			

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

2010

This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 10/01/2010 and ending 09/30/2011

A Name of plan
ALL POINTS COOPERATIVE 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
ALL POINTS COOPERATIVE

D Employer Identification Number (EIN)
47-0175460

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**

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): 06-0974148

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** 0

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** 0

b Enter the amount contributed by the employer to the plan for this plan year **6b** 0

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** 0

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):

ALL POINTS COOPERATIVE 401(k) PROFIT SHARING PLAN

GOTHENBURG, NEBRASKA

FINANCIAL STATEMENTS

September 30, 2011 and 2010

ALL POINTS COOPERATIVE 401(k) PROFIT SHARING PLAN

GOTHENBURG, NEBRASKA

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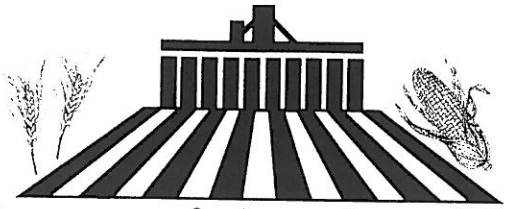

Stevenson & Associates, LLC
Cooperative Servicing Specialists

INDEPENDENT AUDITOR'S REPORT

To the Administrative Committee of the
All Points Cooperative 401(k) Profit Sharing Plan
Gothenburg, Nebraska

We were engaged to audit the accompanying statement of net assets available for benefits of All Points Cooperative 401(k) Profit Sharing Plan (the "Plan"), as of September 30, 2011 and 2010, and the related statement of changes in net assets available for benefits for the years then ended and the supplemental schedule as of September 30, 2011, as listed in the accompanying index. These financial statements and schedules 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 6, which was certified by The Hartford, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the The Hartford holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certification from The Hartford as of and for the years ended September 30, 2011 and 2010, that the information provided to the plan administrator 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 Hartford, 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 Security Act of 1974.

STEVENSON & ASSOCIATES, LLC

April 23, 2012

3300 Pheasant Ridge Road • Lincoln, Nebraska 68532
Telephone: (402) 429-4801 • (402) 429-4803 • Fax (402) 477-3910

ALL POINTS COOPERATIVE 401(k) PROFIT SHARING PLAN

GOTHENBURG, NEBRASKA

Statements of Net Assets Available For Benefits

September 30, 2011 and 2010

Assets

		2011	2010
Investment contract with The Hartford (at fair value) (Note 3)	$	579,175	633,048
Loans to participants		21,271	10,713
Net Assets Available For Benefits	$	600,446	643,761

See accompanying notes.

ALL POINTS COOPERATIVE 401(k) PROFIT SHARING PLAN

GOTHENBURG, NEBRASKA

Statements of Changes In Net Assets Available For Benefits

Years Ended September 30, 2011 and 2010

		2011	2010
Additions to Net Assets:			
Participant contributions	$	55,626	64,645
Interest		1,114	934
Net appreciation in fair value of investments		-	44,177
Total Additions to Net Assets		56,740	109,756
Deductions From Net Assets:			
Participant withdrawals		64,736	4,970
Net depreciation in fair value of investments		35,179	-
Transfers to other plans		-	63,578
Loan fees		140	-
Total Deductions From Net Assets		100,055	68,548
Net Increase (Decrease)		(43,315)	41,208
Net Assets Available for Benefits:			
Beginning of year		643,761	602,553
End of year	$	600,446	643,761

See accompanying notes.

ALL POINTS COOPERATIVE 401(k) PROFIT SHARING PLAN

GOTHENBURG, NEBRASKA

Notes to Financial Statements

September 30, 2011 and 2010

(1) Description of Plan

The following description of the All Points Cooperative ("Company") 401(k) Profit Sharing Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined-contribution plan covering all full-time employees of the Company who have one year of service and are age twenty-one or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Each year, participants may contribute up to 100% of pretax annual compensation, subject to the limits set by the Internal Revenue Service. Participants may also contribute amounts representing distributions from other qualified defined-benefit or defined-contribution plans. Each year, the Company may elect to make a discretionary profit-sharing contribution or matching contribution to the Plan. The total profit-sharing contribution or matching contribution, if any, is an amount determined and authorized by the Board of Directors of All Points Cooperative. Contributions are subject to certain limitations. There were no discretionary profit-sharing contributions or matching contributions made for the years ended September 30, 2011 and 2010.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's profit-sharing contribution and matching contribution, if any; (b) plan earnings (losses); and (c) allocation of any administrative expenses not paid by the Company. 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.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's matching and discretionary contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A participant is 100% vested after four years of credited service.

Investment Options

All Points Cooperative, the plan administrator, works with an investment advisor to select the array of funds available to the Plan. The selection of funds is intended to meet the various savings and investment goals of all participants. The participant directs the investment of all money in their accounts. The participant can allocate all of their contributions into one investment fund or divide them (in whole percentages) among any combination of the funds.

(1) Description of Plan (Continued)

Forfeited Accounts

Any forfeited accounts can be applied first to plan administrative expenses and then allocated among the remaining plan participants. At September 30, 2011 and 2010, forfeited non-vested accounts totaled $-0-. No forfeited non-vested accounts were used to offset administrative expenses or allocated to plan participants during the years ended September 30, 2011 or 2010.

Participant Loans

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loan transactions are treated as a transfer to (from) the investment fund from (to) the participant loan fund. The loans are secured by the balance in the participant's account and bear interest using the prime interest rate (as quoted in the Wall Street Journal on the day of the loan) plus 2%. Principal and interest is paid ratably through mandatory payroll deductions.

Payments of Benefits

On termination of service due to death, disability, or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account or installments over a fixed period of time.

(2) Summary of Significant Accounting Policies

Basis of Accounting

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

Date of Management's Review

Subsequent events were evaluated through April 23, 2012, which is the date the financial statements were available to be issued.

Estimates

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

Investment Valuation and Income Recognition

The Plan participates in The Hartford Advantage retirement program that is funded by group variable annuity contracts. Each investment option is invested exclusively in a sub-account of Hartford Life's separate accounts, which in turn invests exclusively in an underlying mutual fund. The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Footnote 3 for discussion of fair value measurements. Participant loans are valued at their unpaid principal balances plus any accrued but unpaid interest, if material.

All investment transactions are recorded on a trade-date basis. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Payment of Benefits

Benefits are recorded when paid.

(3) Fair Value Measurements

The Plan's investments are reported at fair value in the accompanying statements of net assets available for benefits. The methods used to measure fair value may produce an amount 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.

Generally accepted accounting principles define fair value, establish a framework for measuring fair value, and establish a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets and have the highest priority.

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Level 3 inputs are unobservable inputs for the asset and rely on management's own assumptions about the assumptions that market participants would use in pricing the asset.

Level 2 Fair Value Measurements

The Plan's investments are held with The Hartford in group annuity contracts that include variable investment offerings through pooled separate accounts. These unregistered pooled separate accounts are divided into investment divisions called "sub-accounts". Each sub-account invests in shares of underlying mutual funds that are traded on the New York Stock Exchange. Although the annuity contracts themselves are not actively traded, the underlying investments in mutual funds are actively traded and can be valued in an active market. Investments stated at their fair value using Level 2 fair value measurements totaled $579,175 and $633,048, as of September 30, 2011 and 2010, respectively.

There were no Level 1 or Level 3 inputs used to value Plan investments.

(4) Related Party Transactions

Certain Plan investments are shares of mutual funds managed by The Hartford. The Hartford is also the record keeper for the Plan and, therefore, these transactions qualify as party-in-interest. Fees paid by the Plan sponsor for the recordkeeping services were $2,025 and $2,045 for the years ended September 30, 2011 and 2010, respectively.

(5) Tax Status

The Plan is operating under a prototype plan established by The Hartford. The Internal Revenue Service has determined and informed The Hartford by a letter dated March 31, 2008, that the prototype plan is designed in accordance with applicable sections of the Internal Revenue Code.

(6) 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. In the event of Plan termination, participants will become 100% vested in their accounts.

(7) Investments

Investment options available under the investment contract stated at their fair values as of September 30, 2011 and 2010, are summarized as follows:

	2011		2010	
Hartford Capital Appreciation HLS	$ 94,697	*	109,488	*
Eaton Vance Large Cap Value	82,552	*	93,766	*
Oppenheimer Global Allocation	74,492	*	86,816	*
Hartford Midcap HLS	61,419	*	68,187	*
Templeton Foreign	53,921	*	56,496	*
Franklin Balance Sheet Investment	40,211	*	41,759	*
Federated International High Income	37,485	*	36,590	*
Federated Capital Appreciation	30,396	*	37,993	*
Hartford Advisers HLS	28,283		28,383	
Hartford Global Health HLS	20,511		20,015	
Hartford Global Growth HLS	18,242		23,096	
SEI Stable Asset	11,664		8,045	
Hartford Dividend & Growth HLS	9,038		7,605	
Eaton Vance Dividend Builder	5,565		4,564	
MFS Growth	4,849		-	
Pimco Total Return	2,680		2,693	
Hartford High Yield HLS	1,925		1,412	
MFS Midcap Growth	1,245		1,084	
MFS Core Growth	-		5,056	
	$ 579,175		633,048	

Investment balances with an * represent 5% or more of the Plan's net assets as of September 30, 2011 and 2010.

(8) Investment Certification

The Hartford holds the Plan assets in pooled separate accounts. The Statements of Net Assets Available for Benefits and the Statements of Changes in Net Assets Available for Benefits were prepared from information certified by The Hartford in accordance with 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 information certified includes the following:

	2011	2010
Investments at fair value	$ 579,175	633,048
Net appreciation (depreciation) in fair value of investments	(35,179)	44,177

(9) 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 statement of net assets available for benefits.

ALL POINTS COOPERATIVE 401(k) Profit Sharing Plan
EIN 47-0175460 Plan Number 002

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

September 30, 2011

(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
	Hartford Life Insurance Company	Hartford Capital Appreciation HLS	$	$ 94,697
	Hartford Life Insurance Company	Eaton Vance Large Cap Value		82,552
	Hartford Life Insurance Company	Oppenheimer Global Allocation		74,492
	Hartford Life Insurance Company	Hartford Midcap HLS		61,419
	Hartford Life Insurance Company	Templeton Foreign		53,921
	Hartford Life Insurance Company	Franklin Balance Sheet Investment		40,211
	Hartford Life Insurance Company	Federated International High Income		37,485
	Hartford Life Insurance Company	Federated Capital Appreciation		30,396
	Hartford Life Insurance Company	Hartford Advisers HLS		28,283
	Participant Loans	Rates range from 5.25% to 7.0%		21,271
	Hartford Life Insurance Company	Hartford Global Health HLS		20,511
	Hartford Life Insurance Company	Hartford Global Growth HLS		18,242
	Hartford Life Insurance Company	SEI Stable Asset		11,664
	Hartford Life Insurance Company	Hartford Dividend & Growth HLS		9,038
	Hartford Life Insurance Company	Eaton Vance Dividend Builder		5,565
	Hartford Life Insurance Company	MFS Growth		4,849
	Hartford Life Insurance Company	Pimco Total Return		2,680
	Hartford Life Insurance Company	Hartford High Yield HLS		1,925
	Hartford Life Insurance Company	MFS Midcap Growth		1,245
				$ 600,446

Annual Fee Disclosure as of 12/31/2011	021435 ALL POINTS COOPERATIVE 401(K) PROFIT SHARING PLAN						
Revenue Sharing Received by The Hartford from Underlying Funds (1)							
Investment Options (2)	Underlying Share Class	Average Balance (3)	Revenue Sharing Rate (%) Paid to The Hartford (1)	Estimated Revenue Sharing Received (4)	Underlying Fund Net Expense Ratio (5)	Separate Acct Charge (6)	Estimated Separate Account Fee Dollar Amount (7)
HARTFORD DIVIDEND & GRTH HLS IB	IB	$10,118	.5%	$51	0.93%	1.15%	$116
HARTFORD CAPITAL APP HLS IB	IB	$121,300	.5%	$607	0.92%	1.15%	$1,395
HARTFORD ADVISERS HLS IB	IB	$31,092	.5%	$155	0.90%	1.15%	$358
MFS GROWTH INV A	A	$2,167	.65%	$14	1.20%	1.15%	$25
HARTFORD MIDCAP HLS IB	IB	$75,411	.5%	$377	0.95%	1.15%	$867
TEMPLETON FOREIGN A	A	$63,567	0.25%+ .10% + $12/participant	$330	1.19%	1.15%	$731
HARTFORD HIGH YIELD HLS IB	IB	$1,942	.5%	$10	1.00%	1.15%	$22
HARTFORD GLOBAL GROWTH HLS IB	IB	$23,913	.5%	$120	1.06%	1.15%	$275
HARTFORD HEALTHCARE HLS IB	IB	$22,333	.5%	$112	1.15%	1.15%	$257
MFS MID-CAP GROWTH A	A	$1,399	.65%	$9	1.28%	1.15%	$16
FRANKLIN BALANCE SHEET INVEST A	A	$47,933	0.25%+ .10% + $12/participant	$336	0.99%	1.15%	$551
FEDERATED CAPITAL APPRECIATION A	A	$37,203	.55%	$205	1.25%	1.15%	$428
SEI STABLE ASSET 4	4	$11,047	.5%	$55	0.65%	1.15%	$127
EATON VANCE LARGE-CAP VALUE A	A	$102,074	.55%	$561	0.98%	1.15%	$1,174
EATON VANCE DIVIDEND BUILDER A	A	$6,151	.55%	$34	1.09%	1.15%	$71
FEDERATED EMERGING MKT DEBT A	A	$38,708	.4%	$155	1.27%	1.15%	$445
OPPENHEIMER GLBL ALLOCATION A	A	$90,854	.55%	$500	1.37%	1.15%	$1,045
PIMCO TOTAL RETURN A	A	$2,289	.4%	$9	0.85%	1.15%	$26

Annual Fee Disclosure as of 12/31/2011		021435 ALL POINTS COOPERATIVE 401(K) PROFIT SHARING PLAN					
Revenue Sharing Received by The Hartford from Underlying Funds (1)							
Investment Options (2)	**Underlying Share Class**	**Average Balance (3)**	**Revenue Sharing Rate (%) Paid to The Hartford (1)**	**Estimated Revenue Sharing Received (4)**	**Underlying Fund Net Expense Ratio (5)**	**Separate Acct Charge (6)**	**Estimated Separate Account Fee Dollar Amount (7)**
MFS CORE GROWTH A	A	$3,361	.65%	$22	1.22%	1.15%	$39
Totals:		$692,862		$3,661			$7,968

Annual maintenance fee:	$950	per year
Per-participant fee:	$20	per year

(1) ***Revenue Sharing*** means any compensation paid, directly or indirectly, by a fund company to The Hartford under the terms of an agreement.

(2) ***Investment Options*** are the investment choices in the plan as reflected on The Hartford's recordkeeping system as of the effective date of this report.

(3) ***Average Balance*** is the average total balance for your plan for the reporting period. The reporting period is the time period that covers the four calendar quarters immediately prior to the effective date of this report. The average is calculated by adding together the plan's average account balance for each quarter in the reporting period and dividing it by the number four. Each quarterly average account balance is calculated by adding together the plan's quarter-end account balance with the plan's prior quarter-end account balance and dividing it by the number two.

(4) ***Estimated Revenue Sharing Received*** is calculated by multiplying the ***Average Balance*** by the ***Revenue Sharing Rate Paid to The Hartford.***

(5) ***Underlying Fund Net Expense Ratio*** is the amount deducted by the Fund Company from the assets of the underlying fund to pay for investment management fees, distribution and service fees (12b-1 fees), and other fund-related expenses. We say "net expense ratio" because the amount shown represents the underlying fund's expense ratio after any fee waivers or expense reimbursements, as disclosed in the fund's prospectus or annual report and as supplied by a third-party vendor or the fund company.

(6) ***Separate Account Charge*** is deducted from the assets of the separate account under the plan's Contract as compensation for The Hartford's services.

(7) ***Estimated Separate Account Fee Dollar Amount*** is calculated by multiplying the ***Average Balance*** by the ***Separate Account Charge.***

ALL POINTS COOPERATIVE 401(k) PROFIT SHARING PLAN

GOTHENBURG, NEBRASKA

FINANCIAL STATEMENTS

September 30, 2011 and 2010

ALL POINTS COOPERATIVE 401(k) PROFIT SHARING PLAN

GOTHENBURG, NEBRASKA

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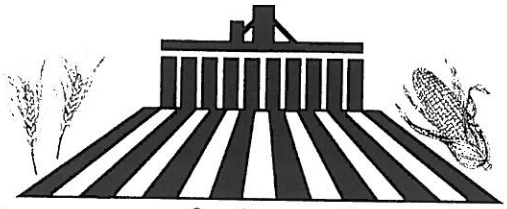

Stevenson & Associates, LLC
Cooperative Servicing Specialists

INDEPENDENT AUDITOR'S REPORT

To the Administrative Committee of the
All Points Cooperative 401(k) Profit Sharing Plan
Gothenburg, Nebraska

We were engaged to audit the accompanying statement of net assets available for benefits of All Points Cooperative 401(k) Profit Sharing Plan (the "Plan"), as of September 30, 2011 and 2010, and the related statement of changes in net assets available for benefits for the years then ended and the supplemental schedule as of September 30, 2011, as listed in the accompanying index. These financial statements and schedules 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 6, which was certified by The Hartford, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the The Hartford holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certification from The Hartford as of and for the years ended September 30, 2011 and 2010, that the information provided to the plan administrator 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 Hartford, 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 Security Act of 1974.

STEVENSON & ASSOCIATES, LLC

April 23, 2012

3300 Pheasant Ridge Road • Lincoln, Nebraska 68532
Telephone: (402) 429-4801 • (402) 429-4803 • Fax (402) 477-3910

ALL POINTS COOPERATIVE 401(k) PROFIT SHARING PLAN

GOTHENBURG, NEBRASKA

Statements of Net Assets Available For Benefits

September 30, 2011 and 2010

Assets

		2011	2010
Investment contract with The Hartford (at fair value) (Note 3)	$	579,175	633,048
Loans to participants		21,271	10,713
Net Assets Available For Benefits	$	600,446	643,761

See accompanying notes.

ALL POINTS COOPERATIVE 401(k) PROFIT SHARING PLAN

GOTHENBURG, NEBRASKA

Statements of Changes In Net Assets Available For Benefits

Years Ended September 30, 2011 and 2010

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Total Deductions From Net Assets		100,055	68,548
Net Increase (Decrease)		(43,315)	41,208
Net Assets Available for Benefits:			
Beginning of year		643,761	602,553
End of year	$	600,446	643,761

See accompanying notes.

ALL POINTS COOPERATIVE 401(k) PROFIT SHARING PLAN

GOTHENBURG, NEBRASKA

Notes to Financial Statements

September 30, 2011 and 2010

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All Points Cooperative, the plan administrator, works with an investment advisor to select the array of funds available to the Plan. The selection of funds is intended to meet the various savings and investment goals of all participants. The participant directs the investment of all money in their accounts. The participant can allocate all of their contributions into one investment fund or divide them (in whole percentages) among any combination of the funds.

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The Hartford holds the Plan assets in pooled separate accounts. The Statements of Net Assets Available for Benefits and the Statements of Changes in Net Assets Available for Benefits were prepared from information certified by The Hartford in accordance with 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 information certified includes the following:

	2011	2010
Investments at fair value	$ 579,175	633,048
Net appreciation (depreciation) in fair value of investments	(35,179)	44,177

(9) 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 statement of net assets available for benefits.

ALL POINTS COOPERATIVE 401(k) Profit Sharing Plan
EIN 47-0175460 Plan Number 002

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

September 30, 2011

(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
	Hartford Life Insurance Company	Hartford Capital Appreciation HLS	$	$ 94,697
	Hartford Life Insurance Company	Eaton Vance Large Cap Value		82,552
	Hartford Life Insurance Company	Oppenheimer Global Allocation		74,492
	Hartford Life Insurance Company	Hartford Midcap HLS		61,419
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	Hartford Life Insurance Company	Franklin Balance Sheet Investment		40,211
	Hartford Life Insurance Company	Federated International High Income		37,485
	Hartford Life Insurance Company	Federated Capital Appreciation		30,396
	Hartford Life Insurance Company	Hartford Advisers HLS		28,283
	Participant Loans	Rates range from 5.25% to 7.0%		21,271
	Hartford Life Insurance Company	Hartford Global Health HLS		20,511
	Hartford Life Insurance Company	Hartford Global Growth HLS		18,242
	Hartford Life Insurance Company	SEI Stable Asset		11,664
	Hartford Life Insurance Company	Hartford Dividend & Growth HLS		9,038
	Hartford Life Insurance Company	Eaton Vance Dividend Builder		5,565
	Hartford Life Insurance Company	MFS Growth		4,849
	Hartford Life Insurance Company	Pimco Total Return		2,680
	Hartford Life Insurance Company	Hartford High Yield HLS		1,925
	Hartford Life Insurance Company	MFS Midcap Growth		1,245
				$ 600,446

ALL POINTS COOPERATIVE 401(k) PROFIT SHARING PLAN

GOTHENBURG, NEBRASKA

FINANCIAL STATEMENTS

September 30, 2011 and 2010

ALL POINTS COOPERATIVE 401(k) PROFIT SHARING PLAN

GOTHENBURG, NEBRASKA

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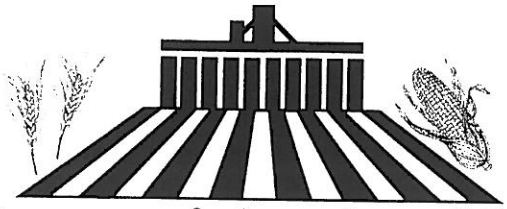

Stevenson & Associates, LLC
Cooperative Servicing Specialists

INDEPENDENT AUDITOR'S REPORT

To the Administrative Committee of the
All Points Cooperative 401(k) Profit Sharing Plan
Gothenburg, Nebraska

We were engaged to audit the accompanying statement of net assets available for benefits of All Points Cooperative 401(k) Profit Sharing Plan (the "Plan"), as of September 30, 2011 and 2010, and the related statement of changes in net assets available for benefits for the years then ended and the supplemental schedule as of September 30, 2011, as listed in the accompanying index. These financial statements and schedules 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 6, which was certified by The Hartford, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the The Hartford holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certification from The Hartford as of and for the years ended September 30, 2011 and 2010, that the information provided to the plan administrator 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 Hartford, 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 Security Act of 1974.

STEVENSON & ASSOCIATES, LLC

April 23, 2012

3300 Pheasant Ridge Road • Lincoln, Nebraska 68532
Telephone: (402) 429-4801 • (402) 429-4803 • Fax (402) 477-3910

ALL POINTS COOPERATIVE 401(k) PROFIT SHARING PLAN

GOTHENBURG, NEBRASKA

Statements of Net Assets Available For Benefits

September 30, 2011 and 2010

Assets

		2011	2010
Investment contract with The Hartford (at fair value) (Note 3)	$	579,175	633,048
Loans to participants		21,271	10,713
Net Assets Available For Benefits	$	600,446	643,761

See accompanying notes.

ALL POINTS COOPERATIVE 401(k) PROFIT SHARING PLAN

GOTHENBURG, NEBRASKA

Statements of Changes In Net Assets Available For Benefits

Years Ended September 30, 2011 and 2010

		2011	2010
Additions to Net Assets:			
Participant contributions	$	55,626	64,645
Interest		1,114	934
Net appreciation in fair value of investments		-	44,177
Total Additions to Net Assets		56,740	109,756
Deductions From Net Assets:			
Participant withdrawals		64,736	4,970
Net depreciation in fair value of investments		35,179	-
Transfers to other plans		-	63,578
Loan fees		140	-
Total Deductions From Net Assets		100,055	68,548
Net Increase (Decrease)		(43,315)	41,208
Net Assets Available for Benefits:			
Beginning of year		643,761	602,553
End of year	$	600,446	643,761

See accompanying notes.

ALL POINTS COOPERATIVE 401(k) PROFIT SHARING PLAN

GOTHENBURG, NEBRASKA

Notes to Financial Statements

September 30, 2011 and 2010

(1) Description of Plan

The following description of the All Points Cooperative ("Company") 401(k) Profit Sharing Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined-contribution plan covering all full-time employees of the Company who have one year of service and are age twenty-one or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Each year, participants may contribute up to 100% of pretax annual compensation, subject to the limits set by the Internal Revenue Service. Participants may also contribute amounts representing distributions from other qualified defined-benefit or defined-contribution plans. Each year, the Company may elect to make a discretionary profit-sharing contribution or matching contribution to the Plan. The total profit-sharing contribution or matching contribution, if any, is an amount determined and authorized by the Board of Directors of All Points Cooperative. Contributions are subject to certain limitations. There were no discretionary profit-sharing contributions or matching contributions made for the years ended September 30, 2011 and 2010.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's profit-sharing contribution and matching contribution, if any; (b) plan earnings (losses); and (c) allocation of any administrative expenses not paid by the Company. 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.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's matching and discretionary contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A participant is 100% vested after four years of credited service.

Investment Options

All Points Cooperative, the plan administrator, works with an investment advisor to select the array of funds available to the Plan. The selection of funds is intended to meet the various savings and investment goals of all participants. The participant directs the investment of all money in their accounts. The participant can allocate all of their contributions into one investment fund or divide them (in whole percentages) among any combination of the funds.

(1) Description of Plan (Continued)

Forfeited Accounts

Any forfeited accounts can be applied first to plan administrative expenses and then allocated among the remaining plan participants. At September 30, 2011 and 2010, forfeited non-vested accounts totaled $-0-. No forfeited non-vested accounts were used to offset administrative expenses or allocated to plan participants during the years ended September 30, 2011 or 2010.

Participant Loans

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loan transactions are treated as a transfer to (from) the investment fund from (to) the participant loan fund. The loans are secured by the balance in the participant's account and bear interest using the prime interest rate (as quoted in the Wall Street Journal on the day of the loan) plus 2%. Principal and interest is paid ratably through mandatory payroll deductions.

Payments of Benefits

On termination of service due to death, disability, or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account or installments over a fixed period of time.

(2) Summary of Significant Accounting Policies

Basis of Accounting

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

Date of Management's Review

Subsequent events were evaluated through April 23, 2012, which is the date the financial statements were available to be issued.

Estimates

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

Investment Valuation and Income Recognition

The Plan participates in The Hartford Advantage retirement program that is funded by group variable annuity contracts. Each investment option is invested exclusively in a sub-account of Hartford Life's separate accounts, which in turn invests exclusively in an underlying mutual fund. The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Footnote 3 for discussion of fair value measurements. Participant loans are valued at their unpaid principal balances plus any accrued but unpaid interest, if material.

All investment transactions are recorded on a trade-date basis. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Payment of Benefits

Benefits are recorded when paid.

(3) Fair Value Measurements

The Plan's investments are reported at fair value in the accompanying statements of net assets available for benefits. The methods used to measure fair value may produce an amount 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.

Generally accepted accounting principles define fair value, establish a framework for measuring fair value, and establish a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets and have the highest priority.

Level 2 inputs are inputs other than those included in Level 1 that are observable either directly or indirectly.

Level 3 inputs are unobservable inputs for the asset and rely on management's own assumptions about the assumptions that market participants would use in pricing the asset.

Level 2 Fair Value Measurements

The Plan's investments are held with The Hartford in group annuity contracts that include variable investment offerings through pooled separate accounts. These unregistered pooled separate accounts are divided into investment divisions called "sub-accounts". Each sub-account invests in shares of underlying mutual funds that are traded on the New York Stock Exchange. Although the annuity contracts themselves are not actively traded, the underlying investments in mutual funds are actively traded and can be valued in an active market. Investments stated at their fair value using Level 2 fair value measurements totaled $579,175 and $633,048, as of September 30, 2011 and 2010, respectively.

There were no Level 1 or Level 3 inputs used to value Plan investments.

(4) Related Party Transactions

Certain Plan investments are shares of mutual funds managed by The Hartford. The Hartford is also the record keeper for the Plan and, therefore, these transactions qualify as party-in-interest. Fees paid by the Plan sponsor for the recordkeeping services were $2,025 and $2,045 for the years ended September 30, 2011 and 2010, respectively.

(5) Tax Status

The Plan is operating under a prototype plan established by The Hartford. The Internal Revenue Service has determined and informed The Hartford by a letter dated March 31, 2008, that the prototype plan is designed in accordance with applicable sections of the Internal Revenue Code.

(6) 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. In the event of Plan termination, participants will become 100% vested in their accounts.

(7) Investments

Investment options available under the investment contract stated at their fair values as of September 30, 2011 and 2010, are summarized as follows:

	2011		2010	
Hartford Capital Appreciation HLS	$ 94,697	*	109,488	*
Eaton Vance Large Cap Value	82,552	*	93,766	*
Oppenheimer Global Allocation	74,492	*	86,816	*
Hartford Midcap HLS	61,419	*	68,187	*
Templeton Foreign	53,921	*	56,496	*
Franklin Balance Sheet Investment	40,211	*	41,759	*
Federated International High Income	37,485	*	36,590	*
Federated Capital Appreciation	30,396	*	37,993	*
Hartford Advisers HLS	28,283		28,383	
Hartford Global Health HLS	20,511		20,015	
Hartford Global Growth HLS	18,242		23,096	
SEI Stable Asset	11,664		8,045	
Hartford Dividend & Growth HLS	9,038		7,605	
Eaton Vance Dividend Builder	5,565		4,564	
MFS Growth	4,849		-	
Pimco Total Return	2,680		2,693	
Hartford High Yield HLS	1,925		1,412	
MFS Midcap Growth	1,245		1,084	
MFS Core Growth	-		5,056	
	$ 579,175		633,048	

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