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), 6057(b), 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

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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. . . . . ▶ [X]

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
CLINTON'S DITCH COOPERATIVE COMPANY, INC. UNION EMPLOYEES' PENSION PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1978

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

CLINTON'S DITCH COOPERATIVE CO., INC.

8478 PARDEE ROAD
CICERO, NY 13039

2b Employer Identification Number (EIN) 16-0926423

2c Sponsor's telephone number 315-699-2695

2d Business code (see instructions) 312110

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/04/2013	JOHN LENGYEL
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/04/2013	JOHN LENGYEL
	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

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

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**	114
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**	98
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	10
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	108
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	108
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
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 Characteristics Codes in the instructions:
1B 1G 1I 3D

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- **(1)** [X] **R** (Retirement Plan Information)
- **(2)** [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- **(3)** [X] **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

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
CLINTON'S DITCH COOPERATIVE COMPANY, INC. UNION EMPLOYEES' PENSION PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CLINTON'S DITCH COOPERATIVE CO., INC.

D Employer Identification Number (EIN)
16-0926423

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

ING LIFE INSURANCE AND ANNUITY 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
71-0294708	86509	ZH1169	114	01/01/2012	12/31/2012

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 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
12691	2522

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

CES INSURANCE AGENCY INC
1 UNIVERSITY OFFICE PARK
29 SAWYER ROAD
WALTHAM, MA 02453

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
10521	0		3

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

ACTUARIAL PENSION ANALYSTS, INC
7000 EAST GENESEE STREET
FAYETTEVILLE, NY 13066

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
0	2522	TPA PARTNERSHIP PROGRAM	5

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

COMMONWEALTH FINANCIAL NETWORK INC
1 UNIVERSITY OFFICE PARK
29 SAWYER ROAD
WALTHAM, MA 02453

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	
2170	0		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	

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	3491627
5	Current value of plan's interest under this contract in separate accounts at year end	5	1618729

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 PENSION FUNDING

b	Balance at the end of the previous year			7b	3228663
c	Additions: (1) Contributions deposited during the year	7c(1)	212000		
	(2) Dividends and credits	7c(2)	0		
	(3) Interest credited during the year	7c(3)	100222		
	(4) Transferred from separate account	7c(4)	363674		
	(5) Other (specify below)	7c(5)	0		
	▶				
	(6) Total additions			7c(6)	675896
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	3904559
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	412632		
	(2) Administration charge made by carrier	7e(2)	300		
	(3) Transferred to separate account	7e(3)	0		
	(4) Other (specify below)	7e(4)	0		
	▶ 0				
	(5) Total deductions			7e(5)	412932
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	3491627

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 organizations(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 line **9c(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, line 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 SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan
CLINTON'S DITCH COOPERATIVE COMPANY, INC. UNION EMPLOYEES' PENSION PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
CLINTON'S DITCH COOPERATIVE CO., INC.

D Employer Identification Number (EIN)
16-0926423

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [X] 101-500 [ ] More than 500

Part I Basic Information

1	Enter the valuation date: Month 01 Day 01 Year 2012			
2	Assets:			
	a Market value	2a		5059493
	b Actuarial value	2b		5059493
3	Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment	3a	0	0
	b For terminated vested participants	3b	11	237132
	c For active participants:			
	(1) Non-vested benefits	3c(1)		3282
	(2) Vested benefits	3c(2)		5120605
	(3) Total active	3c(3)	103	5123887
	d Total	3d	114	5361019
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]			
	a Funding target disregarding prescribed at-risk assumptions	4a		
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5	Effective interest rate	5		5.68 %
6	Target normal cost	6		0

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE

Signature of actuary	08/27/2013 Date
DAVEYNE C. TOTTEN, EA, MSPA, MAAA Type or print name of actuary	11-04894 Most recent enrollment number
ACTUARIAL PENSION ANALYSTS, INC. Firm name	802-388-3739 Telephone number (including area code)
18 SOUTH GORHAM LANE MIDDLEBURY, VT 05753 Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of Year Carryover Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of 0.82%	0	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		274648
	b Interest on (a) using prior year's effective interest rate of 6.18% except as otherwise provided (see instructions)		16973
	c Total available at beginning of current plan year to add to prefunding balance		291621
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages

14	Funding target attainment percentage	14	94.37 %
15	Adjusted funding target attainment percentage	15	94.37 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	103.00 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
09/24/2012	100000	0			
02/20/2013	130000	0			
			Totals ► 18(b)	230000	18(c)

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
	b Contributions made to avoid restrictions adjusted to valuation date	19b	0
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	218106

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
1.98%	5.07%	6.19 %	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	0
22 Weighted average retirement age	**22**	65

23 Mortality table(s) (see instructions) ☒ Prescribed - combined ☐ Prescribed - separate ☐ Substitute

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment	☐ Yes	☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment	☐ Yes	☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment	☒ Yes	☐ No

27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	**27**	

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	**28**	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	**29**	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	**30**	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6)	**31a**	0
b Excess assets, if applicable, but not greater than line 31a	**31b**	0

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	301526	47606
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	0
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	**34**	47606

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0

36 Additional cash requirement (line 34 minus line 35)	**36**	47606
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	218106

38 Present value of excess contributions for current year (see instructions)

a Total (excess, if any, of line 37 over line 36)	**38a**	170500
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	**39**	0
40 Unpaid minimum required contributions for all years	**40**	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:

a Schedule elected ☐ 2 plus 7 years ☐ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

42 Amount of acceleration adjustment	**42**	
43 Excess installment acceleration amount to be carried over to future plan years	**43**	

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.**	**2012** **This Form is Open to Public Inspection.**

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
CLINTON'S DITCH COOPERATIVE COMPANY, INC. UNION EMPLOYEES' PENSION PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CLINTON'S DITCH COOPERATIVE CO., INC.

D Employer Identification Number (EIN)
16-0926423

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).. . . . . ☐ 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

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

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

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

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

ING LIFE INSURANCE AND ANNUITY CO

71-0294708

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
60 64 65 66	SERVICE PROVIDER	300	Yes [X] No [ ]	Yes [X] No [ ]	25429	Yes [ ] No [X]

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

AMERICAN FUNDS

95-1411037

(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?
28 52 63	INVSTMT PROD PROVIDER	0	Yes [X] No [ ]	Yes [ ] No [X]	5298	Yes [ ] No [X]

(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 [ ]

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)

(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
ING LIFE ISURANCE AND ANNUITY CO	60 66	1087

(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.
CRM MID CAP VALUE FUND INV 01-0513518	SUB-TRANSFER/REIMBURSEMENT FEES INSURANCE MORTALITY & EXPENSE CHARGE

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY CO	64	19405

(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.
ING FIXED ACCOUNT 71-0294708	RECORD KEEPING FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY CO	60 66	1476

(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.
ING U.S. STOCK INDEX PORTFOLIO INST 55-0839540	SUB-TRANSFER/REIMBURSEMENT FEES INSURANCE MORTALITY & EXPENSE CHARGE

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
ING LIFE INSURANCE AND ANNUITY CO	60 66	

(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.
ING U.S. STOCK INDEX PORTFOLIO INST 55-0839540	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
AMERICAN FUNDS	28 52 63	

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN FUNDS EUROPACIFIC R4 95-1411037	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
AMERICAN FUNDS	28 52 63	

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN FUNDS GROWTH FND R4 52-0792143	

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
AMERICAN FUNDS	28 52 63	2136
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AMERICAN FUNDS EUROPACIFIC R4 95-1411037	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
AMERICAN FUNDS	28 52 63	3162
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AMERICAN FUNDS GROWTH FUND R4 52-0792143	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES	

(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

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
CLINTON'S DITCH COOPERATIVE COMPANY, INC. UNION EMPLOYEES' PENSION PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
CLINTON'S DITCH COOPERATIVE CO., INC.

D Employer Identification Number (EIN)
16-0926423

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: MAP CONTRACT SEPARATE ACCOUNT D

b Name of sponsor of entity listed in (a): ING LIFE INSURANCE AND ANNUITY CO

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)
71-0294708-000	P	1618729

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

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

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
CLINTON'S DITCH COOPERATIVE COMPANY, INC. UNION EMPLOYEES' PENSION PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CLINTON'S DITCH COOPERATIVE CO., INC.

D Employer Identification Number (EIN)
16-0926423

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)	112000	130000
(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)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	1720328	1618729
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	3228663	3491627
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	5060991	5240356
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	5060991	5240356

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)	230000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		230000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	100222	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		100222
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		
(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)		
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		262075
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		592297
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	412632	
(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)		412632
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
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)	300	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		300
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		412932
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		179365
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [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: EVANS AND BENNETT LLP **(2)** EIN: 15-0551397

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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 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	

			Yes	No	Amount
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		2000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	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)

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

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

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
CLINTON'S DITCH COOPERATIVE COMPANY, INC. UNION EMPLOYEES' PENSION PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CLINTON'S DITCH COOPERATIVE CO., INC.

D Employer Identification Number (EIN)
16-0926423

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 71-0294708

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** 6

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 (include any prior year accumulated funding deficiency not waived) **6a**

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

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority 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. 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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (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 line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

CLINTON'S DITCH COOPERATIVE COMPANY, INC.

UNION EMPLOYEES' PENSION PLAN

CICERO, NEW YORK

AUDITED FINANCIAL STATEMENTS

AND SUPPLEMENTARY INFORMATION

YEARS ENDED DECEMBER 31, 2012 AND 2011

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Evans and Bennett, LLP
CERTIFIED PUBLIC ACCOUNTANTS
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INDEPENDENT AUDITORS' REPORT

To the Plan Administrator and Participants
Clinton's Ditch Cooperative Company, Inc. Union Employees' Pension Plan
Cicero, New York

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Clinton's Ditch Cooperative Company, Inc. Union Employees' Pension Plan, which comprise the statements of net assets available for plan benefits and of accumulated plan benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for plan benefits and changes in accumulated plan benefits for the years then ended and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with U. S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with U. S. generally accepted auditing standards. Because of the matters described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

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 8, which was certified by ING Life Insurance and Annuity Company, the custodian, 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 custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certification from the custodian as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matters described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

The form and content of the information included in the financial statements, other than that derived from the information certified by the trustee, have been audited by us in accordance with U. S. generally accepted auditing standards and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Report on Supplemental Information

We were engaged for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules appearing on pages 14 and 15, which are the responsibility of plan management, are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above. The form and content of the information included in the supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with U. S. generally accepted auditing standards and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Evans and Bennett LLP

Certified Public Accountants
Syracuse, NY

August 30, 2013

CLINTON'S DITCH COOPERATIVE COMPANY, INC.

UNION EMPLOYEES' PENSION PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR PLAN BENEFITS

DECEMBER 31,

ASSETS

	2012	2011
Investments at fair value:		
Pooled separate accounts	$ 1,618,729	$ 1,720,328
General account	3,846,170	3,527,108
Contributions receivable	130,000	112,000
Cash and cash equivalents	-	-
Total assets	5,594,899	5,359,436

LIABILITIES

Accrued expenses	-	-
Net assets available for plan benefits	$ 5,594,899	$ 5,359,436

The accompanying notes are an integral part of these financial statements

CLINTON'S DITCH COOPERATIVE COMPANY, INC.

UNION EMPLOYEES' PENSION PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS

FOR THE YEARS ENDED DECEMBER 31,

	2012	2011
Investment income:		
Interest and dividends	$ 100,223	$ 80,294
Net appreciation in fair value of investments	318,172	239,753
Other	-	-
	418,395	320,047
Contributions:		
Employer	230,000	287,000
Employee	-	-
	230,000	287,000
Total additions	648,395	607,047
Benefits paid to participants	412,632	212,027
Administrative expenses	300	50
Total deductions	412,932	212,077
Net increase	235,463	394,970
Net assets available for benefits:		
Beginning of year	5,359,436	4,964,466
End of year	$ 5,594,899	$ 5,359,436

The accompanying notes are an integral part of these financial statements

CLINTON'S DITCH COOPERATIVE COMPANY, INC.

UNION EMPLOYEES' PENSION PLAN

STATEMENT OF ACCUMULATED PLAN BENEFITS

DECEMBER 31,

	2012	2011
Actuarial present value of accumulated vested benefits as of December 31,		
Active participants	$ 6,601,313	$ 5,755,482
Inactive participants	7,473	21,201
Terminated vested participants	288,726	263,494
Retired participants	-	-
	6,897,512	6,040,177
Actuarial present value of accumulated non-vested plan benefits	820	4,439
Total actuarial present value of accumulated plan benefits	$ 6,898,332	$ 6,044,616

The accompanying notes are an integral part of these financial statements

CLINTON'S DITCH COOPERATIVE COMPANY, INC.

UNION EMPLOYEES' PENSION PLAN

STATEMENT OF CHANGES IN ACCUMULATED PLAN BENEFITS

FOR THE YEARS ENDED DECEMBER 31,

	2012	2011
Actuarial present value of accumulated plan benefits, beginning of year	$ 6,044,616	$ 5,303,045
Increase (decrease) during year attributable to:		
Plan amendments	-	-
Changes in actuarial assumptions	920,320	600,685
Increase due to benefits accruing	-	-
Increase due to reduction in discount period	299,208	293,258
Decrease due to distributions made	(412,632)	(212,027)
Increase due to actuarial losses	46,820	59,655
Actuarial present value of accumulated plan benefits, end of year	$ 6,898,332	$ 6,044,616

The accompanying notes are an integral part of these financial statements

CLINTON'S DITCH COOPERATIVE COMPANY, INC.

UNION EMPLOYEES' PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012

Note 1. Description of Plan

The Plan is a defined benefit pension plan covering the union employees of the Clinton's Ditch Cooperative Company, Inc. (the Company). Length of service is based on 1,000 hours per year. There is no minimum age or service requirements for eligibility. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), and is insured by the Pension Benefit Guaranty Corporation (PBGC).

Eligible employees will be paid a monthly life annuity or a lump sum equivalent based on $39.00 multiplied by total years of service earned through December 31, 2008. Effective December 31, 2008 the plan was closed to new entrants and no additional years of service may be earned by any participant. The pre-retirement death benefit for married participants is a qualified 50% survivor annuity. There is no death benefit for unmarried participants.

The vesting schedule for eligible employees is as follows:

Year of Service	% Vested
Less than 3	0
3	20
4	40
5	60
6	80
7	100

The Company will make all Plan contributions. The normal retirement age is 65. Early retirement is age 55 with completion of 10 years of service. Disability payment will be paid to disabled participants who have 15 years of service and are eligible for Social Security disability benefits. The payment will be equal to the present value of the accrued benefit.

Non-investment costs and administrative expenses are paid by the plan sponsor, which is a party-in- interest. These expenses, which are not reflected in the accompanying financial statements, constitute exempt party-in-interest transactions under ERISA.

This summarized description of the Clinton's Ditch Cooperative Company, Inc. Union Employees' Pension Plan is intended for general information purposes only. The Plan agreement should be referenced for a complete description.

Note 2. Summary of Significant Accounting Policies

Investments

Investments are reported 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 Note 4 for a discussion of fair value measurements.

Note 2. Summary of Significant Accounting Policies (continued)

Actuarial Present Value of Accumulated Plan Benefits

The actuarial present value of accumulated Plan benefits is calculated by Actuarial Pension Analysts, Inc. using the aggregate actuarial cost method. Each participant's actuarial present value is determined by taking the greater of the value obtained using actuarial equivalent assumptions or the minimum present value. The interest rate and mortality tables used in each calculation were as follows:

	2012	2011
Minimum present value:		
Interest rate	4.17%	4.95%
Mortality tables	2013 IRC 417(e)	2012 IRC 417(e)
Actuarial equivalent assumptions:		
Interest rate	5.00%	5.00%
Mortality tables	1984 Unisex	1984 Unisex

Basis of Accounting

The Plan uses the accrual method of accounting.

Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash Equivalents

The Plan considers all money market accounts to be cash equivalents.

Concentration of Credit Risk

The Plan maintains its cash equivalents in accounts, which, at times may exceed federally insured limits. The Plan has not experienced any losses in such accounts. The Plan believes it is not exposed to any significant credit risk on cash equivalents.

Note 2. Summary of Significant Accounting Policies (continued)

Funding Policy

The Company makes contributions to the Plan such that all employee benefits will be fully provided for upon retirement. The amounts contributed to the Plan are determined by the Company on the basis of the actuarial statements submitted by the Plan's independent actuary. These statements provide a maximum amount permitted by law or regulation as a deduction in the Company's federal income tax returns and a minimum amount certified by the independent actuary as necessary during the Plan year to avoid an accumulated funding deficiency as defined by ERISA. The Plan has met the minimum funding requirements of ERISA during the years ended December 31, 2012 and 2011.

Events Occurring After Reporting Date

The Plan has evaluated events and transactions that occurred between January 1, 2013 and August 30, 2013 which is the date the financial statements were available to be issued, for possible disclosure and recognition in the financial statements. Any material events or transactions discovered have been included in these financial statements.

Note 3. Investments

The Plan's investments (including investments bought, sold and held during the year) appreciated in value by $318,172 and $239,753 as follows for the years ended December 31:

	2012	2011
Pooled separate accounts	$ 262,074	$ (39,750)
General account	56,098	279,503
	$ 318,172	$ 239,753

Individual investments that represent 5% or more of the Plan's net assets are as follows as of December 31:

	2012	2011
Pooled separate accounts:		
American Funds Growth	486,216	409,007
ING Fixed Account	3,846,170	3,527,108

Note 4. Fair Value Measurements

Generally accepted accounting principles establish a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority, level 1 measurements, to unadjusted quoted prices in active markets for identical assets or liabilities. Level 2 measurements are those derived principally from observable market data. Level 3 measurements are the lowest priority whose measurements are derived from unobservable inputs. The fair value for the pooled separate accounts is a level 2 measurement since the inputs are derived principally from observable market data. The fair value for the fixed account is a level 3 measurement since the inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The Plan's investments measured at fair value on a recurring basis were as follows as of December 31, 2012:

	Level 1	Level 2	Level 3	Total
Pooled separate accounts:				
Large cap equity	$ -	$ 981,028	$ -	$ 981,028
Mid cap equity	-	94,942	-	94,942
Small cap equity	-	50,806	-	50,806
International equity	-	267,786	-	267,786
Bond fund	-	224,167	-	224,167
ING Fixed Account	-	-	3,846,170	3,846,170
Total investments	$ -	$1,618,729	$3,846,170	$5,464,899

The Plan's investments measured at fair value on a recurring basis were as follows as of December 31, 2011:

	Level 1	Level 2	Level 3	Total
Pooled separate accounts:				
Large cap equity	$ -	$ 946,673	$ -	$ 946,673
Mid cap equity	-	233,634	-	233,634
Small cap equity	-	110,483	-	110,483
International equity	-	227,787	-	227,787
Bond fund	-	201,751	-	201,751
ING Fixed Account	-	-	3,527,108	3,527,108
Total investments	$ -	$1,720,328	$3,527,108	$5,247,436

Note 4. Fair Value Measurements (continued)

The following table sets forth the summary of changes in fair value of the plan's level 3 assets for the years ended December 31:

	2012	2011
Balance, beginning of year	$ 3,527,108	$ 815,611
Interest	100,222	80,294
Unrealized gains	56,098	279,502
Transfers into Level 3	363,674	2,095,778
Purchases	212,000	468,000
Sales	(412,932)	(212,077)
Balance, end of year	$ 3,846,170	$3,527,108

Note 5. Plan Termination

In the event the Plan terminated, all active participants become 100% vested and the net assets of the Plan will be allocated, as prescribed by ERISA and its regulations, to provide each participant their accrued benefit as of the date of the Plan's termination.

The asset allocation order is as follows:

1. Accrued benefits attributable to employee contributions.
2. Annuity benefits, limited in certain circumstances, in pay status for at least 3 years, including benefits that are not but would have been in pay status if the participant had retired with benefits in the normal form of annuity.
3. Other vested benefits guaranteed by the PBGC.
4. All other vested benefits.
5. All other benefits.

Certain benefits of the Plan are insured by PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits and certain disability and survivors' pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations.

Note 6. Tax Status

The Plan obtained its latest determination letter on December 17, 2004, in which the Internal Revenue Service stated that the Plan, as designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator believes the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

The plan is subject to routine audits by taxing jurisdictions: however there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to examinations for years prior to 2009.

Note 7. Plan Amendments

Effective December 31, 2008 participation in the plan was closed to new entrants. In addition years of credited service for each participant will be limited to the number of years of credited service each participant has earned on December 31, 2008 and no additional years of service can be earned by a participant after December 31, 2008.

Note 8. Information Certified by the Custodian

As permitted by Section CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information presented below, which was certified by the custodian of the Plan, except for comparing the information with the related information included in the financial statements:

	2012	2011
Investments	$ 5,464,899	$ 5,247,436
Investment gains	318,172	239,753
Interest and dividend income	100,223	80,294

Note 9. Related Party Transactions

Plan investments include pooled separate accounts and a fixed account maintained by ING Life Insurance and Annuity Company. ING Life Insurance and Annuity Company is the custodian and recordkeeper as defined by the plan and, therefore fees paid for investment management and recordkeeping services qualify as exempt party-in-interest transactions. Fees paid to ING and its affiliates for these services amounted to $29,157 and $28,200 for the years ended December 31, 2012 and 2011, respectively and are offset against related investment income.

Note 10. Risks and Uncertainties

The Plan holds an investment contract with ING Life Insurance and Annuity Company which invests in pooled separate and general accounts. These investments 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 investments will occur in the near term and that such changes could materially affect the amounts reported in the statement of net assets available for benefits.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

Note 11. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

	2012	2011
Net assets available for benefits per financial statements	$ 5,594,899	$ 5,359,436
Adjustment from fair value to contract value for investments	(354,543)	(298,445)
Net assets available for benefits per the Form 5500	$ 5,240,356	$ 5,060,991

The following is a reconciliation of net appreciation (depreciation) in fair value of investments per the financial statements to the Form 5500 for the year ended December 31:

	2012	2011
Net appreciation in fair value of investments per financial statements	$ 318,172	$ 239,753
Adjustment from fair value to contract value for investments	(56,098)	(279,503)
Net appreciation in fair value of investments per Form 5500	$ 262,074	$ (39,750)

CLINTON'S DITCH COOPERATIVE COMPANY, INC.

UNION EMPLOYEES' PENSION PLAN

SUPPLEMENTARY INFORMATION

DECEMBER 31, 2012

Plan Name:	CLINTON'S DITCH UNION EMPLOYEES' PENSION PLAN	Plan Number:	001
Company Name:	CLINTON'S DITCH COOPERATIVE CO., INC.	EIN:	16-0926423
Plan Year:	January 1, 2012 through December 31, 2012		

Schedule H, Line 4i - SCHEDULE OF ASSETS (Held at End of Year)

(a)	(b)	(c)	(d)	(e)
Party-In-Interest	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Interest Rate, Collateral, Par or Maturity Value	Cost	Current Value @ End of Year
*	ING Life Insurance and Annuity Co	Separate accounts	$ 1,323,672	$ 1,618,729
*	ING Life Insurance and Annuity Co	General Account	3,491,627	3,491,627
	Total Value of Assets Held at End of Year		**$ 4,815,299**	**$ 5,110,356**

See independent auditors' report

CLINTON'S DITCH COOPERATIVE COMPANY, INC.

UNION EMPLOYEES' PENSION PLAN

SUPPLEMENTARY INFORMATION

DECEMBER 31, 2012

Plan Name: CLINTON'S DITCH UNION EMPLOYEES' PENSION PLAN	Plan Number: 001
Company Name: CLINTON'S DITCH COOPERATIVE CO., INC.	EIN: 16-0926423
Plan Year: January 1, 2012 through December 31, 2012	

Schedule H, Line 4j - SCHEDULE OF REPORTABLE TRANSACTIONS

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred with Trans	(g) Cost	(h) Value of Asset on Transaction Date	(i) Net Gain or Loss
Purchases								
	ING Fixed Account							
	Insurance Company General Account	$ 724,854	$ 724,854	na	$ -	$ 724,854	$ 724,854	$ -
Sales								
	ING Fixed Account							
	Insurance Company General Account	$ 461,890	$ 461,890	na	$ -	$ 461,890	$ 461,890	$ -

See independent auditors' report

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ File as an attachment to Form 5500 or 5500-SF.

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan
Clinton's Ditch Cooperative Company, Inc. Union Employees' Pensi

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
Clinton's Ditch Cooperative Co., Inc.

D Employer Identification Number (EIN)
16-0926423

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [X] 101-500 [ ] More than 500

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2012

2 Assets:

a Market value	2a	5,059,493
b Actuarial value	2b	5,059,493

3 Funding target/participant count breakdown

		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	0	0
b For terminated vested participants	3b	11	237,132
c For active participants:			
(1) Non-vested benefits	3c(1)		3,282
(2) Vested benefits	3c(2)		5,120,605
(3) Total active	3c(3)	103	5,123,887
d Total	3d	114	5,361,019

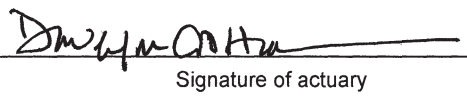
4 If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]

a Funding target disregarding prescribed at-risk assumptions	4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b	
5 Effective interest rate	5	5.68 %
6 Target normal cost	6	0

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each presribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE



Signature of actuary

08/27/2013
Date

Daveyne C. Totten, EA, MSPA, MAAA
Type or print name of actuary

11-04894
Most recent enrollment number

Actuarial Pension Analysts, Inc.
Firm name

(802) 388-3739
Telephone number (including area code)

18 South Gorham Lane

US Middlebury VT 05753
Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of Year Carryover Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of 0.82%	0	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		274,648
	b Interest on (a) using prior year's effective interest rate of 6.18% except as otherwise provided (see instructions)		16,973
	c Total available at beginning of current plan year to add to prefunding balance		291,621
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d - line 12)	0	0

Part III Funding Percentages

14	Funding target attainment percentage	14	94.37 %
15	Adjusted funding target attainment percentage	15	94.37 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	103.00 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
09/24/2012	100,000				
02/20/2013	130,000				
		Totals ► 18(b)		230,000	18(c)

19 Discounted employer contributions -- see instructions for small plan with a valuation date after the beginning of the year:

a	Contributions allocated toward unpaid minimum required contribution from prior years	19a	0
b	Contributions made to avoid restrictions adjusted to valuation date	19b	0
c	Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	218,106

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions Used To Determine Funding Target and Target Normal Cost

21 Discount rate:

a Segment rates:	1st segment: 1.98 %	2nd segment: 5.07 %	3rd segment: 6.19 %	☐ N/A, full yield curve used
b Applicable month (enter code)			**21b**	0
22 Weighted average retirement age			**22**	65

23 Mortality table(s) (see instructions) ☒ Prescribed - combined ☐ Prescribed - separate ☐ Substitute

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment		☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment		☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment		☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	**27**	

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contribution for all prior years	**28**	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	**29**	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	**30**	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6)	**31a**	0
b Excess assets, if applicable, but not greater than line 31a	**31b**	0

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	301,526	47,606
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month_____ Day_____ Year _____) and the waived amount	**33**	0
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	**34**	47,606

	Carryover balance	Prefunding Balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0

36 Additional cash requirement (line 34 minus line 35)	**36**	47,606
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	218,106

38 Present value of excess contributions for current year (see instructions)

a Total (excess, if any, of line 37 over line 36)	**38a**	170,500
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	**39**	0
40 Unpaid minimum required contribution for all years	**40**	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:

a Schedule elected	☐ 2 plus 7 years ☐ 15 years
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

42 Amount of acceleration adjustment	**42**	
43 Excess installment acceleration amount to be carried over to future plan years	**43**	

CLINTON'S DITCH COOPERATIVE COMPANY, INC. UNION EMPLOYEES' PENSION PLAN
ATTACHMENT TO SCHEDULE SB
EMPLOYER IDENTIFICATION NUMBER 16-0926423
PLAN NUMBER 001
CURRENT PLAN YEAR BEGINNING 01/01/12
AND ENDING 12/31/12

SCHEDULE SB, LINE 32 - SCHEDULE OF AMORTIZATION BASES

TYPE OF BASE	VALUATION DATE ESTABLISHED	AMORTIZATION INSTALLMENT	YEARS REMAINING IN AMORTIZATION PERIOD	PRESENT VALUE OF REMAINING INSTALLMENTS
Shortfall	01/01/12	47,606	7	301,526

CLINTON'S DITCH COOPERATIVE COMPANY, INC. UNION EMPLOYEES' PENSION PLAN
ATTACHMENT TO SCHEDULE SB
EMPLOYER IDENTIFICATION NUMBER 16-0926423
PLAN NUMBER 001
CURRENT PLAN YEAR BEGINNING 01/01/12
AND ENDING 12/31/12

SCHEDULE SB, LINE 26 - SCHEDULE OF ACTIVE PARTICIPANT DATA

	YEARS OF CREDITED SERVICE									
ATTAINED	Under 1		1 - 4		5 - 9		10 - 14		15 - 19	
AGE	No.	Avg Comp	No.	Avg Comp	No.	Avg Comp	No.	Avg Comp	No.	Avg Comp
Under 25	1		0		0		0		0	
25 to 29	0		1		0		0		0	
30 to 34	0		2		2		2		0	
35 to 39	0		1		1		4		0	
40 to 44	0		2		1		2		4	
45 to 49	1		0		1		1		4	
50 to 54	0		2		1		3		2	
55 to 59	0		0		2		1		3	
60 to 64	0		0		1		3		0	
65 to 69	0		0		0		0		0	
70 & up	0		0		0		0		0	

	YEARS OF CREDITED SERVICE									
ATTAINED	20 - 24		25 - 29		30 - 34		35 - 39		40 & up	
AGE	No.	Avg Comp	No.	Avg Comp	No.	Avg Comp	No.	Avg Comp	No.	Avg Comp
Under 25	0		0		0		0		0	
25 to 29	0		0		0		0		0	
30 to 34	0		0		0		0		0	
35 to 39	0		0		0		0		0	
40 to 44	2		0		0		0		0	
45 to 49	10		1		0		0		0	
50 to 54	13		4		2		0		0	
55 to 59	7		1		4		2		0	
60 to 64	4		1		0		3		0	
65 to 69	0		0		0		1		0	
70 & up	0		0		0		0		0	

CLINTON'S DITCH COOPERATIVE COMPANY, INC. UNION EMPLOYEES' PENSION PLAN
ATTACHMENT TO SCHEDULE SB
EMPLOYER IDENTIFICATION NUMBER ... 16-0926423
PLAN NUMBER 001
CURRENT PLAN YEAR BEGINNING 01/01/12
AND ENDING 12/31/12

SCHEDULE SB, PART V - SUMMARY OF PLAN PROVISIONS

Plan Name	Clinton's Ditch Cooperative Company, Inc. Union Employees' Pension Plan
Plan Sponsor	Clinton's Ditch Cooperative Company, Inc.
Plan Status	Benefit accruals and participation frozen effective December 31, 2008
Effective Date	January 1, 1978
Plan Year	January 1 through December 31
Eligible Employee Classification	Employees covered by a collective bargaining agreement between the plan sponsor and the United Steel Workers of America AFL-CIO-CLC Local Union 7474
Eligibility Requirements	Minimum age - None Minimum years of eligibility service - None
Years of Eligibility Service	N/A
Entry Date	Date of satisfaction of eligibility requirements Participation closed to new entrants effective December 31, 2008
Early Retirement Date	First day of any month coincident with or next following age 55 and completion of 10 years of vesting service
Disability Retirement Date	N/A - The plan does not provide for disability benefits
Normal Retirement Date	Age 65
Late Retirement Date	Date of retirement after reaching normal retirement date
Early Retirement Benefit	Actuarial equivalent of accrued benefit
Disability Retirement Benefit	N/A - The plan does not provide for disability benefits
Normal Retirement Benefit	$39.00 multiplied by years of benefit service
Late Retirement Benefit	If benefit begins on late retirement date, the benefit is the greater of (a) the accrued benefit at late retirement date, or (b) the actuarial equivalent of the normal retirement benefit (recalculated annually) If benefit begins at normal retirement date, the normal retirement benefit is initially paid, and is then adjusted annually to reflect increases in the accrued benefit based on updated years of benefit service (including benefit service after normal retirement date); however, no adjustment is made unless the present value of the updated accrued benefit exceeds the present value of the benefit being paid, including the actuarial value of benefits paid prior to the adjustment date
Termination of Employment Benefit	Actuarial equivalent of vested accrued benefit
Pre-Retirement Death Benefit	Qualified pre-retirement survivor annuity for married participants No pre-retirement death benefit for unmarried participants
Accrued Benefit	$39.00 multiplied by years of benefit service Benefit accruals ceased effective December 31, 2008
Maximum Benefit	Lesser of (a) 100% of highest 3-year average compensation, or (b) the maximum benefit under IRC Section 415

CLINTON'S DITCH COOPERATIVE COMPANY, INC. UNION EMPLOYEES' PENSION PLAN
ATTACHMENT TO SCHEDULE SB
EMPLOYER IDENTIFICATION NUMBER ... 16-0926423
PLAN NUMBER 001
CURRENT PLAN YEAR BEGINNING 01/01/12
AND ENDING 12/31/12

SCHEDULE SB, PART V - SUMMARY OF PLAN PROVISIONS (continued)

Compensation	N/A - Benefits are not compensation-based
Average Compensation	N/A - Benefits are not compensation-based
Years of Benefit Service	Each plan year during which at least 1000 hours of service are credited, excluding service during which the employee is not a member of the eligible class of employees
Years of Vesting Service	Each plan year during which at least 1000 hours of service are credited
Vesting Schedule	Less than 3 years of vesting service - 0% 3 years of vesting service - 20% 4 years of vesting service - 40% 5 years of vesting service - 60% 6 years of vesting service - 80% 7 or more years of vesting service - 100%
Normal Benefit Payment Form	Life annuity
Optional Benefit Payment Forms	Life annuity, life annuity with 5 or 10 years certain, joint & 50%, 66⅔%, or 100% survivor annuity, joint & 50%, 66⅔%, or 100% survivor annuity with 5 or 10 years certain, installment payments, lump sum
Conversion factors for Optional Benefits	Based on post-retirement actuarial equivalent assumptions
Actuarial Equivalent Assumptions	Pre-Retirement Interest: 5.00% Pre-Retirement Mortality Table: UP 1984 Post-Retirement Interest: 5.00% Post-Retirement Mortality Table: UP 1984
417(e) Benefit Present Value Assumptions	Segment interest rates in effect for the 2nd calendar month preceding the plan year during which distribution is made Mortality Table: Applicable Mortality Table in effect for the plan year during which distribution is made
Summary of Changes in Principal Eligibility/ Benefit Provisions Since Last Valuation Date	N/A
Description of Significant Events that Occurred During the Plan Year	N/A

CLINTON'S DITCH COOPERATIVE COMPANY, INC. UNION EMPLOYEES' PENSION PLAN
ATTACHMENT TO SCHEDULE SB
EMPLOYER IDENTIFICATION NUMBER ... 16-0926423
PLAN NUMBER 001
CURRENT PLAN YEAR BEGINNING 01/01/12
AND ENDING 12/31/12

SCHEDULE SB, PART V - STATEMENT OF ACTUARIAL ASSUMPTIONS/METHOD

Actuarial Cost Method

The minimum required contribution consists of two components, the Target Normal Cost and the Shortfall Amortization Payment, both determined on the valuation date. Interest (discount) adjustments are applied to contributions made toward the required contribution, if not made on the first day of the plan year, in order to determine whether minimum funding standards are satisfied.

The Target Normal Cost equals the present value of the benefits expected to accrue during the plan year, plus the estimated amount of non-investment-related expenses expected to be paid from plan assets during the year. If the Actuarial Value of Plan Assets, reduced by the Funding Standard Account Carryover and Prefunding Balances (if any), is greater than the present value of benefits accrued on the valuation date (the Funding Target), the excess is used to offset the Target Normal Cost.

In general, the Shortfall Amortization Charge is a payment amortizing the excess (if any) of the Funding Target over the Actuarial Value of Plan Assets (reduced by Funding Standard Carryover and Prefunding Balances). This excess (if any) is called the Funding Target Shortfall. Each year, a new shortfall amortization base is established equal to the Funding Target Shortfall minus the remaining balances of existing shorfall amortization bases for prior years. The remaining balance of an existing shortfall amortization base is the present value of the remaining amortization payments for the base determined using the IRC Section 430 Segment Interest Rates on the valuation date. The new shortfall amortization base is amortized over a period of 7 years using the IRC Section 430 Segment Interest Rates on the valuation date. The Shortfall Amortization Charge for the year is equal to the sum of the shortfall amortization payments for all bases. If there is no Funding Target Shortfall for the plan year, a new shortfall amortization base is not established and all existing shortfall amortization bases and payments for prior years are reset to zero.

A special rule provides that if (a) the value of plan assets reduced by the prefunding balance if any part of the prefunding balance is applied to offset the minimum required contribution for the plan year, is equal to or greater than (b) the funding target, the plan is exempt from the requirement to establish a new shortfall amortization base for the year. A transition rule provides that, for purposes of determining whether the plan is exempt from establishing a new shortfall amortization base, and for purposes of determining the amount of the new shortfall amortization base (if required), only the applicable percentage of the funding target is taken into account. The applicable percentage is 92% for plan years beginning in 2008, 94% for plan years beginning in 2009, and 96% for plan years beginning in 2010. This transition rule is not available to plans that did not exist prior to 2008, or to plans that were subject to the additional funding charge under IRC Section 412(l) (as it existed prior to PPA) for the plan year beginning in 2007.

Asset Valuation Method

The Actuarial Value of Assets is the net fair market value of assets on the valuation date, including receivable contributions made during the current plan year for the prior plan year, discounted with interest from the date paid to the valuation date using the effective interest rate for the prior plan year.

Actuarial Assumptions

IRC Section 430 Segment 1 Interest Rate	1.98%	(used to value benefits payable within 5 years of the valuation date)
IRC Section 430 Segment 2 Interest Rate	5.07%	(used to value benefits payable within the next 15 years)
IRC Section 430 Segment 3 Interest Rate	6.19%	(used to value benefits payable thereafter)
Effective Interest Rate	5.68%	(used to discount contributions back to the valuation date)
Quarterly Contribution Additional Interest Rate	5.00%	(used for additional discounting on late quarterly contributions)
Pre-Retirement Death Benefit Eligibility	80% of participants assumed married, with spouse same age	
Annual Salary Increases	N/A - Benefits not compensation-based	
Pre-Retirement Turnover/Withdrawal	Table T2, with the cost to provide the vested accrued benefit added back	
Annual SS Taxable Wage Base Increases	N/A - Benefits not compensation-based	
Disability/Early Retirement Rates	None	
Retirement Age	Age on normal retirement date, or age on current valuation date, if later,	
Benefit Payment Form	Lump sum	
Benefit Payment Timing	All benefits paid at assumed retirement age	

CLINTON'S DITCH COOPERATIVE COMPANY, INC. UNION EMPLOYEES' PENSION PLAN
ATTACHMENT TO SCHEDULE SB
EMPLOYER IDENTIFICATION NUMBER ... 16-0926423
PLAN NUMBER 001
CURRENT PLAN YEAR BEGINNING 01/01/12
AND ENDING 12/31/12

SCHEDULE SB, PART V - STATEMENT OF ACTUARIAL ASSUMPTIONS/METHOD (continued)

Actuarial Assumptions (continued)

Post-Retirement Cost of Living Adjustment	None
Present Value of Benefits ..... (for funding target & target normal cost)	The greater of the actuarial equivalent present value, or the 417(e) present value, limited by IRC section 415 as applicable
Actuarial Equivalent Present Value of Benefits	
Value at Retirement Age	Interest rate: 5.00% Mortality table: UP 1984
Present Value on the Valuation Date	The value at retirement age discounted using: Interest rate: IRC section 430 segment rate applicable to the length of time between the valuation date and retirement age Mortality table: 2012 IRC section 430 static optional combined, with the cost to provide the pre-retirement death benefit added back All other assumptions: As noted above
417(e) Present Value of Benefits	
Value at Retirement Age	Interest rates: IRC section 430 segment interest rates applicable to the length of time between the valuation date and each expected monthly payment date Mortality table: 2012 IRC section 417(e) applicable mortality
Present Value on the Valuation Date	The value at retirement age discounted using: Interest rates: IRC section 430 segment interest rates applicable to the length of time between the valuation date and each expected monthly payment dates Mortality table: 2012 IRC section 430 static optional combined, with the cost to provide the pre-retirement death benefit added back All other assumptions: As noted above
IRC Section 415 Limits	Maximum percent of compensation: 100% Maximum annual benefit: $185,000
IRC Section 401(a)(17) Limit	Maximum annual considered compensation: $230,000

CLINTON'S DITCH COOPERATIVE COMPANY, INC. UNION EMPLOYEES' PENSION PLAN
ATTACHMENT TO SCHEDULE SB
EMPLOYER IDENTIFICATION NUMBER 16-0926423
PLAN NUMBER 001
CURRENT PLAN YEAR BEGINNING 01/01/12
AND ENDING 12/31/12

SCHEDULE SB, LINE 22 - WEIGHTED AVERAGE RETIREMENT AGE

The assumed retirement age for active participants is the participant's age on normal retirement date, or, if the participant is at or past normal retirement date on the current valuation date, the participant's age on the current valuation date

CLINTON'S DITCH COOPERATIVE COMPANY, INC. UNION EMPLOYEES' PENSION PLAN
EIN: 16-0926423 PN: 001
ATTACHMENT TO SCHEDULE H (FORM 5500)
FOR THE PLAN YEAR 01/01/2012 THROUGH 12/31/2012

SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred with Trans	(g) Cost	(h) Value of Asset on Transaction Date	(i) Net Gain or Loss
	Purchases							
ING Fixed Account Insurance Company General Account		724,853.87	N/A	N/A	0.00	724,853.87	724,853.87	0.00
	Sales							
ING Fixed Account Insurance Company General Account		461,890.49	461,890.49	N/A	0.00	461,890.49	461,890.49	0.00

CLINTON'S DITCH COOPERATIVE COMPANY, INC. UNION EMPLOYEES' PENSION PLAN
EIN: 16-0926423 PN: 001
ATTACHMENT TO SCHEDULE H (FORM 5500)
FOR THE PLAN YEAR 01/01/2012 THROUGH 12/31/2012

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (Held at End of Year)

(a)	(b)	(c)	(d)	(e)
Party-In-Interest	Identity of Issue, Borrower, Lesser, or Similar Party	Description of Investment Including Maturity Date, Interest Rate, Collateral, Par or Maturity Value	Cost	Current Value at End of Year
*	ING Life Ins & Annuity Co	Separate Accounts	1,323,671.98	1,618,728.92
*	ING Life Ins & Annuity Co	General Account	3,491,626.59	3,491,626.59
	TOTAL Value of Assets Held at End of Year		4,815,298.57	5,110,355.51