

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 2011 This Form is Open to Public Inspection
---	---	---

Part I	Annual Report Identification Information
For calendar plan year 2011 or fiscal plan year beginning <u>09/30/2011</u> and ending <u>09/29/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☒ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>SMITH DAIRY PRODUCTS COMPANY RETIREMENT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>003</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>10/01/1961</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>003</u>	1c Effective date of plan <u>10/01/1961</u>	
1b Three-digit plan number (PN) ▶	<u>003</u>				
1c Effective date of plan <u>10/01/1961</u>					
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>SMITH DAIRY PRODUCTS COMPANY</u> <u>1381 DAIRY LANE, P.O. BOX 87</u> <u>ORRVILLE, OH 44667-2503</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>34-0536210</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>330-683-8710</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>311500</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>34-0536210</u>	2c Sponsor's telephone number <u>330-683-8710</u>	2d Business code (see instructions) <u>311500</u>	
2b Employer Identification Number (EIN) <u>34-0536210</u>					
2c Sponsor's telephone number <u>330-683-8710</u>					
2d Business code (see instructions) <u>311500</u>					

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.	07/29/2015	AMY MILLER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") SMITH DAIRY PRODUCTS COMPANY 1381 DAIRY LANE, P.O. BOX 87 ORRVILLE, OH 44667-2503	3b Administrator's EIN 34-0536210 3c Administrator's telephone number 330-683-8710
--	---

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	228
---	----------	-----

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	126
b Retired or separated participants receiving benefits.....	6b	4
c Other retired or separated participants entitled to future benefits.....	6c	72
d Subtotal. Add lines 6a , 6b , and 6c	6d	202
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	202
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 Characteristic Codes in the instructions:

1A 1G 1I

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

9a Plan funding arrangement (check all that apply)	9b Plan benefit arrangement (check all that apply)
(1) ☐ Insurance	(1) ☐ Insurance
(2) ☐ Code section 412(e)(3) insurance contracts	(2) ☐ Code section 412(e)(3) insurance contracts
(3) ☒ Trust	(3) ☒ Trust
(4) ☐ General assets of the sponsor	(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)** ☒ **R** (Retirement Plan Information)
- (2)** ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3)** ☒ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1)** ☒ **H** (Financial Information)
- (2)** ☐ **I** (Financial Information – Small Plan)
- (3)** ☐ 0 **A** (Insurance Information)
- (4)** ☐ **C** (Service Provider Information)
- (5)** ☐ **D** (DFE/Participating Plan Information)
- (6)** ☐ **G** (Financial Transaction Schedules)

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 2011 This Form is Open to Public Inspection
--	--	---

For calendar plan year 2011 or fiscal plan year beginning 09/30/2011 and ending 09/29/2012

▶ **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 <u>SMITH DAIRY PRODUCTS COMPANY RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>SMITH DAIRY PRODUCTS COMPANY</u>	D Employer Identification Number (EIN) <u>34-0536210</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☒ 101-500 ☐ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>09</u> Day <u>30</u> Year <u>2011</u>	
2 Assets:	
a Market value	2a <u>5648504</u>
b Actuarial value	2b <u>5648504</u>
3 Funding target/participant count breakdown:	
	(1) Number of participants (2) Funding Target
a For retired participants and beneficiaries receiving payment	3a <u>4</u> <u>267425</u>
b For terminated vested participants	3b <u>93</u> <u>1136686</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>51224</u>
(2) Vested benefits	3c(2) <u>5604992</u>
(3) Total active	3c(3) <u>131</u> <u>5656216</u>
d Total	3d <u>228</u> <u>7060327</u>
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 <u>5.74 %</u>
6 Target normal cost	6 <u>0</u>

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	<u>07/27/2015</u>
Signature of actuary <u>SETH H. PITASKY, EA, MAAA, MSPA</u>	Date <u>14-07321</u>
Type or print name of actuary <u>CBIZ RETIREMENT PLAN SERVICES</u>	Most recent enrollment number <u>216-520-6174</u>
Firm name <u>6050 OAK TREE BLVD. SOUTH</u> <u>SUITE 500</u> <u>CLEVELAND, OH 44131</u>	Telephone number (including area code)
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 ☐

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

Schedule SB (Form 5500) 2011
v.012611

Part II Beginning of year carryover and prefunding balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	137202	245382
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	384	0
9	Amount remaining (line 7 minus line 8)	136818	245382
10	Interest on line 9 using prior year's actual return of <u>-0.22</u> %	-301	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38 from prior year)		50075
b	Interest on (a) using prior year's effective rate of <u>6.40</u> % except as otherwise provided (see instructions)		2642
c	Total available at beginning of current plan year to add to prefunding balance		52717
d	Portion of (c) to be added to prefunding balance		52717
12	Other reductions in balances due to elections or deemed elections	136517	298099
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	80.00 %
15	Adjusted funding target attainment percentage	15	80.00 %
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	86.16 %
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
01/20/2012	30700	0			
04/10/2012	30700	0			
07/17/2012	30700	0			
12/05/2012	30700	0			
12/26/2012	363328	0			
06/13/2013	131500	0			
Totals ►			18(b)	617628	18(c) 0

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 576489
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☒ No
c If 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
0	0	0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: 2.06%	2nd segment: 5.25%	3rd segment: 6.32 %	☐ 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 eligible for (and is using) 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 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	1411823	237937	
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		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	237937	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....			0
36 Additional cash requirement (line 34 minus line 35)	36	237937	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	576489	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	338552	
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	0	

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:			
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 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
		2011
		This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 09/30/2011 and ending 09/29/2012		
A Name of plan SMITH DAIRY PRODUCTS COMPANY RETIREMENT PLAN	B Three-digit plan number (PN) ►	003
C Plan sponsor's name as shown on line 2a of Form 5500 SMITH DAIRY PRODUCTS COMPANY	D Employer Identification Number (EIN) 34-0536210	

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	692	74
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	186000	424728
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	12413	13497
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1229139	971081
(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)	344871	594638
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	232492	221100
(B) Common	1c(4)(B)	442093	562694
(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)	3203504	3965656
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	5651204	6753468

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	5651204	6753468
---	-----------	---------	---------

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)	516828	
(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)		516828
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)	157305	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		157305
(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)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	730818	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	777078	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		-46260

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	769080	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		769080
(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)		
c Other income.....	2c		1090
d Total income. Add all income amounts in column (b) and enter total.....	2d		1398043

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	294779	
(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)		294779
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)	1000	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		1000
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		295779

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		1102264
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: BRUNER-COX LLP

(2) EIN: 34-0641962

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☐ No Amount:

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

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
---	--	--

For calendar plan year 2011 or fiscal plan year beginning 09/30/2011 and ending 09/29/2012

A Name of plan <u>SMITH DAIRY PRODUCTS COMPANY RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SMITH DAIRY PRODUCTS COMPANY</u>	D Employer Identification Number (EIN) <u>34-0536210</u>

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	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>34-1661705</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>26</u>

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☒ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (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 items 13e(1) and 13e(2).)

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Financial Statements and Supplemental Schedule

Smith Dairy Products Company Retirement Plan

September 29, 2012



BRUNER-COX LLP

Business Consultants & Certified Public Accountants

CONTENTS

INDEPENDENT AUDITOR'S REPORT	1
FINANCIAL STATEMENTS	
Statements of Net Assets Available for Benefits	2
Statement of Changes in Net Assets Available for Benefits	3
Notes to Financial Statements	4
SUPPLEMENTAL SCHEDULE	
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)	13

INDEPENDENT AUDITOR'S REPORT

To the Trustees
Smith Dairy Products Company Retirement Plan
Orrville, Ohio

We have audited the accompanying statements of net assets available for benefits of Smith Dairy Products Company Retirement Plan as of September 29, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended September 29, 2012. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial status of Smith Dairy Products Company Retirement Plan as of September 29, 2012 and 2011, and the changes in its financial status for the year ended September 29, 2012, in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the financial statements taken as a whole. The supplemental schedule of assets held at end of year as of September 29, 2012, is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Bruner-Cox, LLP

Canton, Ohio
July 8, 2013

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

SMITH DAIRY PRODUCTS COMPANY RETIREMENT PLAN

September 29, 2012 and 2011

	2012	2011
ASSETS		
Investments, at fair value		
Money market funds	\$ 90,471	\$ 131,136
Common and preferred stock	783,794	674,586
Corporate bonds and notes	594,637	344,871
Certificates of deposit	880,609	1,098,003
Mutual funds	3,965,654	3,203,503
	<u>6,315,165</u>	<u>5,452,099</u>
Employer contribution receivable	525,528	186,000
Accrued interest and dividends	13,496	12,413
Cash	73	692
	<u> </u>	<u> </u>
Net assets available for benefits	\$ 6,854,262	\$ 5,651,204

The accompanying notes are an integral part of the financial statements.

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

SMITH DAIRY PRODUCTS COMPANY RETIREMENT PLAN

For the year ended September 29, 2012

ADDITIONS TO NET ASSETS

Employer contributions	\$ 617,628
Interest and dividend income	157,609
Net appreciation in the fair value of investments	<u>726,785</u>

Total additions to net assets 1,502,022

DEDUCTIONS FROM NET ASSETS

Benefits paid to participants	294,779
Administrative expenses	1,000
Other	<u>3,185</u>

Total deductions from net assets 298,964

Net increase in net assets available for benefits 1,203,058

NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR 5,651,204

NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR \$ 6,854,262

The accompanying notes are an integral part of the financial statements.

NOTES TO FINANCIAL STATEMENTS

SMITH DAIRY PRODUCTS COMPANY RETIREMENT PLAN

Note 1. Description of the Plan

The following brief description of the Smith Dairy Products Company Retirement Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan agreement for more complete information.

General

The Plan is a defined benefit pension plan designed to provide retirement benefits to substantially all non-union employees of Smith Dairy Products Company (the Sponsor) age 21 or older. A participant is fully vested after five years of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

During 2008, the Plan Sponsor Board of Directors voted to freeze this Plan. Therefore, effective March 31, 2008, the Plan was amended to no longer allow new participants into the Plan. The Plan was again amended effective December 31, 2008 to freeze pension benefits and cease all future benefit accruals for all participants.

Pension Benefits

Under the terms of an agreement with the Sponsor, participants are eligible for monthly benefit payments or a lump-sum payment upon reaching age 65, or may receive early retirement pension benefits (up to 10 years early) providing 8 years of continuous service have been attained.

The amount of normal retirement benefits is calculated by the formula below:

1.1% of the participant's annual compensation averaged over the five highest consecutive compensation periods multiplied by the participant's completed years and months of service with the employer, up to a maximum of 40 years.

Disability and Death Benefits

The Plan also provides for disability and death benefit payments. Death benefits are paid according to the following: if death occurs prior to the retirement date, no benefit is available except for those provided under the Joint and Survivor Annuity or the Preretirement Survivor Annuity. If death occurs after retirement but prior to benefit commencement, the beneficiary will be entitled to a death benefit equal to the deceased's retirement benefit. If death occurs after benefit commencement, the beneficiary will be entitled to a death benefit dependent upon the arrangements made for the payment of the retirement benefit. Disability benefits are also available for those employees incapable of performing their usual duties. This benefit is calculated as if benefits will begin at normal retirement age. If such benefit is received prior to this date, it will be actuarially reduced.

NOTES TO FINANCIAL STATEMENTS

SMITH DAIRY PRODUCTS COMPANY RETIREMENT PLAN

Note 2. Significant Accounting Policies

The significant accounting policies followed by the Plan are:

Basis of Accounting

The financial statements are prepared under the accrual method of accounting.

Use of Estimates

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

Cash

Cash consists of investment income that has not been reallocated to investments as of September 29, 2012 and 2011.

Investment Valuation and Income Recognition

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 7 for a discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to the service that the employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries.

Benefits under the Plan are based on employees' highest consecutive compensation during a five-year period of credited service. The accumulated plan benefits for active employees are based on their average compensation during the five years ending on the date as of which the benefit information is presented (the valuation date). Benefits payable under all circumstances – retirement, death, disability, and termination of employment – are included, to the extent they are deemed attributable to employee service rendered to the valuation date. Benefits to be provided through annuity contracts are excluded from plan assets and are also excluded from accumulated plan benefits.

NOTES TO FINANCIAL STATEMENTS

SMITH DAIRY PRODUCTS COMPANY RETIREMENT PLAN

Note 2. Significant Accounting Policies (Continued)

The actuarial present value of accumulated plan benefits is determined by an actuary from Tegrit Group and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment. The significant actuarial assumptions used in the valuations as of September 30, 2012, the latest actuarial information available, include: (a) assumed retirement age of 65 for employees who have 30 years of service; (b) assumed rate of return on investments of 7.11% compounded annually; (c) assumed mortality, turnover, retirement and disability rates based on statistical data and tables (the IRS 2012 Mortality Table was used).

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

All expenses of administration may be paid out of the Plan assets unless paid by the Sponsor. Certain administrative functions are performed by officers or employees of the Sponsor. No such officer or employee receives compensation from the Plan.

Pending Accounting Pronouncements

In May 2011, the Financial Accounting Standards Board (FASB) issued ASU 2011-04, "Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs" (ASU 2011-04). ASU 2011-04 amended the FASB *Fair Value Measurements and Disclosures* topic to converge the fair value measurement guidance in U.S. generally accepted accounting principles and International Financial Reporting Standards. Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in the *Fair Value Measurements and Disclosures* topic. In addition, ASU 2011-04 requires additional fair value disclosures. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011.

In October 2012, the FASB issued ASU 2012-04, Technical Corrections and Improvements. The amendments in this Update cover a wide range of Topics in the Accounting Standards Codification, including plan accounting. These amendments include technical corrections and improvements to the Accounting Standards Codification and conforming amendments related to fair value measurements. The amendments in this update will generally be effective for fiscal periods beginning after December 15, 2013, for non public entities, except for amendments in this update where there was no transition guidance which were immediately effective upon issuance.

Plan management is currently evaluating the effect that the provisions of ASU 2011-04 and ASU 2012-04 will have on the Plan's financial statements.

NOTES TO FINANCIAL STATEMENTS

SMITH DAIRY PRODUCTS COMPANY RETIREMENT PLAN

Note 2. Significant Accounting Policies (Continued)

Subsequent Events

The Plan has evaluated subsequent events through July 8, 2013, which is the date the financial statements were available to be issued.

Note 3. Funding Policy

The Sponsor has voluntarily agreed to make contributions to the Plan sufficient to meet the minimum funding requirements of Section 412 of the Internal Revenue Code. Although the Sponsor has not expressed any intent to terminate the pension plan agreement, it may do so at any time. Under provisions of ERISA, if the Plan is terminated, the Sponsor may be obligated to make termination payments to the Plan and participants may be eligible for continuation of benefits under insurance provided by the Pension Benefit Guaranty Corporation ("PBGC").

The contributions of the Sponsor are designed to fund the Plan's current service costs on a current basis. The Sponsor made contributions of \$617,628 in 2012.

Note 4. Plan Termination

In the event of a complete termination of the Plan, the assets then remaining in the Plan, subject to provision for expenses of administration or liquidation, shall be allocated in the following priority: first, equally among retirement benefits of individuals who began receiving benefits at least three years before termination or who would have been eligible for retirement three years prior to termination; second, among all other retirement benefits of individuals under the Plan guaranteed under the termination insurance provisions of ERISA, in accordance with the rulings of the PBGC; third, among all other uninsured vested benefits under the Plan; and fourth, among all other benefits under the Plan.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's 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. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a statutory ceiling, which is adjusted periodically, on the amount of an individual's monthly benefit that the PBGC guarantees. Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the Plan Sponsor and the level of benefits guaranteed by the PBGC.

NOTES TO FINANCIAL STATEMENTS

SMITH DAIRY PRODUCTS COMPANY RETIREMENT PLAN

Note 5. Present Value of Accumulated Plan Benefits

The actuarial present value of accumulated Plan benefits information as of September 30 are summarized as follows:

	2012	2011
Vested benefits for future payments	\$ 5,245,518	\$ 4,961,176
Participants receiving benefits	214,019	217,169
Nonvested benefits	2,022	34,829
	<u>\$ 5,461,559</u>	<u>\$ 5,213,174</u>

The changes in the actuarial present value of accumulated Plan benefits from September 29, 2011 to September 30, 2012 are summarized as follows:

Actuarial present value of accumulated Plan benefits, beginning	\$ 5,213,174
Increase (decrease) during the year attributable to	
Actuarial gains and losses	114,021
Benefits paid	(294,779)
Changes in actuarial assumptions	36,545
Increase for interest due to the decrease in the discount period	392,598
Actual present value of accumulated	
Plan benefits, ending	<u>\$ 5,461,559</u>

Note 6. Investments

There were no individual investments that represented 5% or more of the Plan's net assets at September 29, 2012 or 2011.

During fiscal 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held, during the year) appreciated in value by \$726,785, as follows:

Net appreciation (depreciation) in fair value	
Common and preferred stock	\$ 125,561
Corporate bonds and notes	19,474
Certificates of deposit	(17,394)
Mutual funds	599,144
	<u>\$ 726,785</u>

NOTES TO FINANCIAL STATEMENTS

SMITH DAIRY PRODUCTS COMPANY RETIREMENT PLAN

Note 7. Fair Value Measurement

The FASB topic *Fair Value Measurements and Disclosures* provides the 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 to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under this FASB topic are described as follows:

- Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the plan has the ability to access.
- Level 2 Inputs to the valuation methodology include
 - Quoted prices for similar assets or liabilities in active markets;
 - Quoted prices for identical or similar assets or liabilities in inactive markets;
 - Inputs other than quoted prices that are observable for the asset or liability;
 - Inputs that are derived principally from or corroborated by observable market data by correlation or other means.If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.
- Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at September 29, 2012 and 2011.

Common and Preferred Stock: Valued at the closing price reported in the active market in which the individual securities are traded.

Corporate Bonds and Notes: Certain corporate bonds and notes are valued at the closing price reported in the active market in which the bond is traded. Other corporate bonds and notes are valued based on yields currently available on comparable securities of issuers with similar credit ratings. When quoted prices are not available for identical or similar bonds or notes, the bond or note is valued under a discounted cash flows approach that maximizes observable inputs, such as current yields of similar instruments, but includes adjustments for certain risks that may not be observable, such as credit and liquidity risks.

Mutual Funds: Valued at the net asset value of shares held by the Plan at year end.

Certificates of Deposit: Valued at cost adjusted for accreted original issue discount (a non-cash payment of interest, reflecting interest earned while the investment is owned) on long-term (more than 1 year) CDs.

Money Market Funds: Valued using amortized cost which approximates fair value.

NOTES TO FINANCIAL STATEMENTS

SMITH DAIRY PRODUCTS COMPANY RETIREMENT PLAN

Note 7. Fair Value Measurement (Continued)

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of September 29:

Assets at fair value as of September 29, 2012				
	Level 1	Level 2	Level 3	Total
Money market funds	\$ 90,471	\$ -	\$ -	\$ 90,471
Common and preferred stock	783,794	-	-	783,794
Corporate bonds and notes	-	594,637	-	594,637
Certificates of deposit	-	880,609	-	880,609
Mutual funds	3,965,654	-	-	3,965,654
Total assets at fair value	\$4,839,919	\$1,475,246	\$ -	\$6,315,165

Assets at fair value as of September 29, 2011				
	Level 1	Level 2	Level 3	Total
Money market funds	\$ 131,136	\$ -	\$ -	\$ 131,136
Common and preferred stock	674,586	-	-	674,586
Corporate bonds and notes	-	344,871	-	344,871
Certificates of deposit	-	1,098,003	-	1,098,003
Mutual funds	3,203,503	-	-	3,203,503
Total assets at fair value	\$4,009,225	\$1,442,874	\$ -	\$5,452,099

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

We evaluated the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. For the year ended December 31, 2012, there were no significant transfers in or out of Levels 1, 2 or 3.

NOTES TO FINANCIAL STATEMENTS

SMITH DAIRY PRODUCTS COMPANY RETIREMENT PLAN

Note 8. Tax Status

The Internal Revenue Service has determined and informed the Sponsor by a letter dated December 3, 2003, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. However, the plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination, including the resolution of appeals or litigation processes, if any. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of September 29, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. 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 income tax examinations for tax years prior to 2008.

Note 9. Risk and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements 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 10. Party-in-Interest Transactions

Certain Plan investments are managed by UBS Financial Services, Inc. (UBS) and Commercial Savings Bank (CSB). These transactions qualify as party-in-interest transactions as UBS and CSB are custodians of the Plan.

NOTES TO FINANCIAL STATEMENTS

SMITH DAIRY PRODUCTS COMPANY RETIREMENT PLAN

Note 11. Reconciliation of Financial Statements to Form 5500

	2012	2011
Net assets available for benefits as presented in these financial statements	\$ 6,854,262	\$ 5,651,204
Adjustment of contributions receivable	(131,498)	-
Net assets available for benefits as presented in Form 5500	\$ 6,722,764	\$ 5,651,204
Net increase in net assets available for benefits as presented in these financial statements	\$ 1,203,058	
Adjustment of contributions receivable	(131,498)	
Net increase in net assets available for benefits as presented in Form 5500	\$ 1,071,560	

SECTION XI

ACTUARIAL COST METHODS

Traditional Unit Credit

The actuarial cost method used in the development of the minimum contribution was the unit credit cost method.

The normal cost is the sum of all the individual normal costs for each participant. For active participants, the individual normal cost is the present value of the benefit earned during the year being valued. For active participants whose credited service equals or exceeds the plan maximum, if any, and for non-active participants, the normal cost is zero.

The actuarial accrued liability is the sum of the individual accrued liabilities for all participants. The individual accrued liability for an active participant is the present value of the accrued benefit as of the valuation date. The unfunded liability is the actuarial accrued liability less the valuation assets.

The total annual cost of the plan is the normal cost plus an amount to amortize the shortfall amount.

Projected Unit Credit

The actuarial cost method used in the development of the maximum contribution was the projected unit credit cost method.

Under this method, the normal cost is the sum of the individual normal costs for all participants. For an active participant, the individual normal cost is the present value at the current age of the projected benefit at the assumed retirement age, based on the actuarial assumptions, divided by the participant's expected years of credited service at that age. For a non-active participant, the normal cost is zero.

The actuarial accrued liability is the sum of the individual accrued liabilities for all plan participants. For an active participant, the individual accrued liability is the product of the normal cost and the total years of credited service at the current age. For non-active participants, the individual accrued liability is the present value at the current age of future benefits. The unfunded actuarial accrued liability equals the actuarial accrued liability less the valuation assets.

SECTION XII**ACTUARIAL METHODS AND ASSUMPTIONS**

A summary of the actuarial assumptions used in the valuation is presented below:

Valuation Assets - Market value.

Mandated Discount Rates

1. PPA funding - segment 1	2.060%
2. PPA funding - segment 2	5.250%
3. PPA funding - segment 3	6.320%

Plan's Effective Interest Rate: 5.740%

Financial Accounting Standards Board No. 35 Rates:

1. FASB No. 35 - Pre-retirement	7.750%
2. FASB No. 35 - Post-retirement	7.750%

Salary Scale - Salary increases were not assumed in the valuation.

Taxable Wage Base Increase Assumption - Increases to the taxable wage base were not assumed.

Retirement Rates - Employees were assumed to retire at age and/or service requirements determined by an actuarial algorithm.

Termination - APHB T-3 with a 2 year setback - Termination rates were assumed in the valuation. Employees were assumed to terminate in accordance with the rates shown below:

<u>Age</u>	<u>Males</u>	<u>Females</u>
20	0.0664	0.0664
25	0.0535	0.0535
30	0.0493	0.0493
35	0.0461	0.0461
40	0.0404	0.0404
45	0.0357	0.0357
50	0.0217	0.0217
55	0.0138	0.0138
60	0.0156	0.0156

SECTION XII (Cont.)

Pre-retirement Mortality - IRS 2011 P.V. M Non-annuitants (1.430(h) and IRS 2011 P.V. F Non-annuitants (1.430(h) - Pre-retirement mortality was assumed in the valuation. Sample rates are as follows:

<u>Age</u>	<u>Males</u>	<u>Females</u>
20	0.0002	0.0001
25	0.0003	0.0001
30	0.0004	0.0002
35	0.0007	0.0004
40	0.0009	0.0005
45	0.0011	0.0007
50	0.0013	0.0011
55	0.0018	0.0021
60	0.0032	0.0035

Post-retirement Mortality - IRS 2011 P.V. M Annuitants (1.430(h)(3)- and IRS 2011 P.V. F Annuitants (1.430(h)(3)- - Post-retirement mortality was assumed in the valuation. Sample rates are as follows:

<u>Age</u>	<u>Males</u>	<u>Females</u>
65	0.0104	0.0095
70	0.0169	0.0153
75	0.0294	0.0243
80	0.0537	0.0404
85	0.0976	0.0695
90	0.1706	0.1247
95	0.2580	0.1876
100	0.3384	0.2332
105	0.3979	0.2931

Rates of Disablement - Rates of disablement were not assumed.

Post-Disablement Mortality - IRS 2011 P.V. M Annuitants (1.430(h)(3)- and IRS 2011 P.V. F Annuitants (1.430(h)(3)- - Post-disablement mortality was assumed in the valuation. Sample rates are as follows:

<u>Age</u>	<u>Males</u>	<u>Females</u>
65	0.0104	0.0095
70	0.0169	0.0153
75	0.0294	0.0243
80	0.0537	0.0404
85	0.0976	0.0695
90	0.1706	0.1247
95	0.2580	0.1876
100	0.3384	0.2332
105	0.3979	0.2931

Administrative Expenses - None assumed.

Percent Married - 0% of males and 0% of females were assumed to be married.

SECTION XII (Cont.)

Age of Spouse - The female spouse is assumed to be 3 years younger than the male spouse.

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 2011 This Form is Open to Public Inspection
---	--	---

For calendar plan year 2011 or fiscal plan year beginning 09/30/2011 and ending 09/29/2012

► **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 Smith Dairy Products Company Retirement Plan	B Three-digit plan number (PN) ►	003
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Smith Dairy Products Company	D Employer Identification Number (EIN) 34-0536210	

E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B **F** Prior year plan size: ☐ 100 or fewer ☒ 101-500 ☐ More than 500

Part I Basic Information

1 Enter the valuation date: Month <u>09</u> Day <u>30</u> Year <u>2011</u>			
2 Assets:			
a Market value	2a		5648504
b Actuarial value	2b		5648504
3 Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	4	267425
b For terminated vested participants	3b	93	1136686
c For active participants:			
(1) Non-vested benefits	3c(1)		51224
(2) Vested benefits	3c(2)		5604992
(3) Total active	3c(3)	131	5656216
d Total	3d	228	7060327
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		5.74%
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	SETH H PITASKY, EA, MAAA, MSPA  _____ Signature of actuary SETH H. PITASKY, EA, MAAA, MSPA _____ Type or print name of actuary CBIZ RETIREMENT PLAN SERVICES _____ Firm name 6050 OAK TREE BLVD. SOUTH SUITE 500 CLEVELAND OH 44131 _____ Address of the firm	07/27/2015 _____ Date 1407321 _____ Most recent enrollment number 216-520-6174 _____ Telephone number (including area code)
----------------------	---	---

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:			
a Segment rates:	1st segment: 2.06%	2nd segment: 5.25%	3rd segment: 6.32%
			☐ 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 eligible for (and is using) 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 31a		31b	0
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	1411823	237937	
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	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)		34	237937
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement			0
36 Additional cash requirement (line 34 minus line 35)	36	237937	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	576489	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	338552
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	0	

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:			
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 SB ATTACHMENT

Line 22 - Weighted Average Retirement Age

Plan Name: Smith Dairy Products Company Retirement Plan

EIN/PN: 34-0536210/003

Valuation Date: September 30, 2011

Each participant is assumed to retire at his/her normal retirement age of 65.

SCHEDULE SB ATTACHMENT

Line 19 - Discounted Employer Contributions

Plan Name: Smith Dairy Products Company Retirement Plan

EIN/PN: 34-0536210/003

Valuation Date: September 30, 2011

Total Contributed: \$ 617,628.00

Total Discounted to Valuation Date: \$ 576,489.00

Date	Amount	Plan Year	Effective Rate of Interest	Amount Discounted	Penalty Rate of Interest	Additional Amount Discounted	Present Value on Date of Valuation
01/20/2012	30,700	2011	5.74%	30,179	10.74%	27	30,152
04/10/2012	30,700	2011	5.74%	29,810	0.00%	-	29,810
07/17/2012	30,700	2011	5.74%	29,367	10.74%	15	29,352
12/05/2012	30,700	2011	5.74%	28,740	10.74%	190	28,550
12/26/2012	363,328	2011	5.74%	339,045	0.00%	-	339,045
06/13/2013	131,500	2011	5.74%	119,580	0.00%	-	119,580

SECTION XIII

SUMMARY OF PLAN PROVISIONS

A summary of the major plan provisions used in the valuation is presented below:

Plan effective date: October 1, 1961.

Latest plan amendment: February 1, 2010.

Eligibility requirements: On the 03/31 or 09/30 coincident with or next following attainment of age 21.0 and 1.0 years of employment. However, plan entry cannot precede the effective date of the plan.

Average compensation: The highest 5 consecutive years of pensionable earnings. In no event shall pensionable earnings exceed the limitation specified in Section 401(a)(17) of the Internal Revenue Code.

Accrued benefit: The accrued benefit is determined as follows:

Accrued Benefits frozen as of December 31, 2008.

Normal retirement eligibility: Upon the attainment of age 65 and completion of 5 years of participation service.

Normal retirement benefit: Unreduced accrued benefit payable immediately.

Normal form of benefit:

Married members - A pension payable for life. However, members are required by law to receive a reduced qualified joint and survivor benefit unless formally elected otherwise.

Single members - A pension payable for life.

Early retirement eligibility: Upon the attainment of age 55 and completion of 8 years of service.

Early retirement benefit: The accrued benefit is reduced 6.67% for each of the first 5 years and 3.33% for the next 5 years that commencement precedes age 55.

SECTION XIII (Cont.)

Death benefit eligibility: Upon death after completion of vesting eligibility criteria.

Death benefit: 50.000% of the accrued benefit unreduced for early commencement but reduced for form of payment. Said pension shall commence at normal retirement age.

Vesting eligibility: Accrued benefit is 100% vested upon completion of 5 years of service.

Vested benefit: The vested benefit is payable upon attainment of normal retirement age.

SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)

SMITH DAIRY PRODUCTS COMPANY RETIREMENT PLAN

EIN 34-0536210

PN 003

September 29, 2012

<i>(a)</i>	<i>(b)</i> <i>Identity of issue, borrower, lessor or similar party</i>	<i>(c)</i> <i>Description of investment including maturity date, rate of interest, collateral and par or maturity value</i>	<i>(d)</i> <i>Cost</i>	<i>(e)</i> <i>Current value</i>
	Money market funds			
*	RMA Money Mkt Portfolio	Money Market Portfolio	\$ 62,162	\$ 62,162
*	Commercial Savings Bank	Money Market	28,309	28,309
	Total Money Market Funds		90,471	90,471
	Common and preferred stock			
	Abbott Laboratories	250 shares	5,275	17,140
	Allstate Corporation	400 shares	18,300	15,844
	American Electric Power	500 shares	13,422	21,970
	AOL Inc	15 shares	424	528
	Apple Computer Inc	150 shares	10,299	100,066
	Automatic Data Processing Inc	400 shares	19,954	23,464
	Berkshire Hathaway Inc New	350 shares	22,173	30,870
	Broadridge Financial Solutions Inc	100 shares	2,136	2,333
	Chevron-Texaco Corp	350 shares	6,989	40,796
	Coca Cola Co	1,400 shares	24,045	53,102
	Exxon Mobil Corp	325 shares	10,214	29,721
	Frontier Communications Corp	120 shares	1,128	590
	General Electric Co	700 shares	19,625	15,897
	Johnson & Johnson	500 shares	29,848	34,455
	Merck & Co Inc New Com	500 shares	33,544	22,548
	Microsoft Corp	700 shares	18,951	20,832
	Procter & Gamble Co	622 shares	21,047	43,142
	Time Warner Inc (Spin Off)	41 shares	2,031	3,897
	Time Warner Inc New	166 shares	8,329	7,526
	Tyson Foods Inc Class A	1,000 shares	12,231	16,020
	Verizon Communications	500 shares	18,782	22,785
	Walgreen Co	1,000 shares	43,217	36,440
	Wells Fargo & Co New	79 shares	19,714	2,728
	Citigroup Capital XVI	1,400 shares	35,972	34,930
	Corporate Backed Trust	1,400 shares	35,000	36,680
	Deutsche Bank Cap FDG TR IX	1,800 shares	43,845	45,108
	Dominion Resources Inc	1,780 shares	50,460	49,573
	Federal National Meeting Assn Ser R	1,800 shares	46,950	1,170
	PNC Finl Serv Ser P	985 shares	25,608	27,058
	US Bancorp Del Ser G Preferred			
	Clbl Par Value	950 shares	25,414	26,581
	Total Common and Preferred Stock		624,927	783,794

SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)

SMITH DAIRY PRODUCTS COMPANY RETIREMENT PLAN

EIN 34-0536210

PN 003

September 29, 2012

<i>(a)</i>	<i>(b)</i> <i>Identity of issue, borrower, lessor or similar party</i>	<i>(c)</i> <i>Description of investment including maturity date, rate of interest, collateral and par or maturity value</i>	<i>(d)</i> <i>Cost</i>	<i>(e)</i> <i>Current value</i>
	Corporate bonds and notes			
	Merrill Lynch & Co Inc	Noncallable note; maturity value \$50,000; due 4/25/2013; 6.15%	\$ 50,571	\$ 51,480
	Alcoa Inc	Noncallable note; maturity value \$50,000; due 7/15/2013; 6%	52,766	51,917
	Ohio Power Co Nts	Noncallable note; maturity value \$20,000; due 9/1/2013; 5.75%	20,861	20,947
	Morgan Stanley	Noncallable note; maturity value \$40,000; due 5/13/2014; 6%	41,038	42,398
	Genworth Financial Inc	Noncallable note; maturity value \$21,000; due 6/15/2014; 5.75%	21,951	21,590
	Merrill Lynch & Co Inc	Noncallable note; maturity value \$25,000; due 1/15/2015; 5%	25,175	26,852
	Bank of Amer Corp NTS	Noncallable note; maturity value \$25,000; due 4/1/2015; 4.5%	24,812	26,780
	Citigroup Inc	Noncallable note; maturity value \$20,000; due 5/7/2015; 4.875%	20,417	21,270
	KeyBank NA NTS	Noncallable note; maturity value \$25,000; due 9/15/2015; 4.95%	26,780	27,320
	Goldman Sachs Group Inc	Noncallable note; maturity value \$25,000; due 2/7/2016; 3.625%	25,449	26,372
	Arcelormittal	Noncallable note; maturity value \$25,000; due 3/1/2016; 3.75%	25,675	24,686
	Bank of Amer Corp NTS	Noncallable note; maturity value \$25,000; due 10/14/2016; 5.625%	26,615	28,149
	Amer Intl Group NTS	Noncallable note; maturity value \$7,000; due 10/18/2016; 5.6%	7,384	7,975
	Entergy Corp NTS B/E	Noncallable note; maturity value \$25,000; due 1/15/2017; 4.7%	26,448	27,261
	Amer Intl Group	Noncallable note; maturity value \$18,000; due 5/18/2017; 5.45%	18,887	20,523
	Amer Intl Group	Noncallable note; maturity value \$25,000; due 5/18/2017; 5.45%	26,833	28,504
	Health Care Reit Inc NTS	Noncallable note; maturity value \$25,000; due 9/15/2017; 4.7%	26,919	27,592
	Goldman Sachs Group NTS	Noncallable note; maturity value \$50,000; due 3/15/2018; 4%	50,000	51,356
	Goldman Sachs Group Inc.	Noncallable note; maturity value \$12,000; due 11/15/2020; 3.5%	12,000	11,890
	Morgan Stanley Dean Step Up	Noncallable note; maturity value \$50,000; due 6/11/2025; 5.5%	50,000	49,775
	Total Corporate Bonds and Notes		580,581	594,637

SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)

SMITH DAIRY PRODUCTS COMPANY RETIREMENT PLAN

EIN 34-0536210

PN 003

September 29, 2012

<i>(a)</i>	<i>(b)</i> <i>Identity of issue, borrower, lessor or similar party</i>	<i>(c)</i> <i>Description of investment including maturity date, rate of interest, collateral and par or maturity value</i>	<i>(d)</i> <i>Cost</i>	<i>(e)</i> <i>Current value</i>
	Certificates of deposit			
	M&I Bank FSB NV US	Maturity value \$45,000, 11/28/2012; 4.62%	\$ 47,438	\$ 45,293
	GE Money Bank UT US	Maturity value \$50,000, 12/31/2012, 3.6%	50,000	50,391
	Morgan Stanley BK UT US	Maturity value \$50,000, 1/2/2013, 2.75%	50,803	50,417
	Wash Mut BK FSB UT US	Maturity value \$50,000, 4/17/2013, 4.05%	50,000	50,830
	Firstbank Puerto R PR	Maturity value \$50,000, 8/19/2013, 1.15%	50,000	50,290
	Capital One Bank NA	Maturity value \$50,000, 8/20/2013, 5%	50,000	51,959
	American Exp Bk UT US	Maturity value \$50,000, 12/24/2013, 4.75%	50,000	52,468
	GE Money Bk UT US	Maturity value \$50,000, 1/16/2014, 3.35%	50,488	51,682
	Synovus BK GA US	Maturity value \$50,000, 1/21/2014, 1.2%	49,638	50,515
	American Exp FSB UT US	Maturity value \$50,000, 3/11/2014, 3.5%	50,000	51,938
	Goldman Sachs Bank NY US	Maturity value \$50,000, 3/18/2014, 3.4%	50,000	51,886
	Golf Svgs BK WA US	Maturity value \$35,000, 5/21/2014; 5%	35,787	37,325
	GE Capital Retail UT US	Maturity value \$50,000, 5/23/2014; 1.25%	50,000	50,281
	Capital One BK VA US	Maturity value \$50,000, 11/28/2014, 5%	50,000	54,045
	Capital One BK VA US	Maturity value \$50,000, 8/20/2015, 5.1%	50,000	55,317
	GE Capital Retail UT US	Maturity value \$50,000, 11/23/2015; 1.75%	50,000	51,007
	Goldman Sachs Bank NY US	Maturity value \$50,000, 12/14/2015, 1.75%	25,000	25,340
	HSBC BK NA DE US	Maturity value \$50,000, 12/30/2016, 4%	51,182	49,625
	Total Certificates of Deposit		860,336	880,609
	Mutual funds			
	Ishares Trust S&P 500 Index	535 shares	65,500	77,254
	Ishares Inc MSCI Hong Kong	4,307 shares	57,912	78,387
	Ishares TR Russell 2000 Index	727 shares	42,271	60,661
	Ishares Trust S&P 400 Midcap Index	1,441 shares	109,216	142,198
	Ishares S&P North American			
	Nat Resources Index	2,880 shares	102,718	113,789
	Ishares Trust S&P Global Energy	1,795 shares	64,961	70,597
	Ishares MSCI Emerging Markets			
	Index Fund	2,963 shares	104,931	122,446
	Ishares DJ US Transport Index	300 shares	25,747	26,127
	Ishares DJ Select Dividend	3,072 shares	191,260	177,193
	Market Vectors Agribusiness ETF	925 shares	50,775	47,906
	Powershares QQQ Trust Ser 1	2,840 shares	125,943	194,739
	Allianz NFJ Large-Cap Value Fund			
	Class A	16,308 shares	331,849	251,963
	American Funds Capital World			
	Growth & Income Fund Class A	8,141 shares	269,839	293,232

SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)

SMITH DAIRY PRODUCTS COMPANY RETIREMENT PLAN

EIN 34-0536210

PN 003

September 29, 2012

<i>(a)</i>	<i>(b)</i> <i>Identity of issue, borrower, lessor or similar party</i>	<i>(c)</i> <i>Description of investment including maturity date, rate of interest, collateral and par or maturity value</i>	<i>(d)</i> <i>Cost</i>	<i>(e)</i> <i>Current value</i>
	Mutual Funds (continued)			
	American Funds Growth Fund of America Class A	8,356 shares	\$ 282,633	\$ 282,938
	American Funds New Perspective Fund Class A	9,167 shares	263,861	278,125
	Blackrock Equity Dividend Fund A	6,750 shares	134,084	135,608
	Munder Midcap Core Growth Fund	9,361 shares	265,493	292,618
	T-Rowe Price Equity Index	7,108 shares	243,832	275,856
	Ishares Iboxx Invst Grade Corporate Bond Fund	595 shares	70,630	72,453
	IShares Barclays Aggregate Bond Fund	1,275 shares	135,057	143,371
	Ishares Barclays 1-3 Yr CD BD FD	1,400 shares	146,247	148,064
	Ishares Trust S&P US PFD Stock Index Fund	500 shares	20,088	19,930
	Ishares Iboxx High Yield Corp Bond	110 shares	10,271	10,153
	Franklin Templeton Global Bond Fund	8,447 shares	113,893	113,101
	Loomis Sayles Strategic Income Fund	13,730 shares	212,121	210,074
	Van Eck Global Hard Assets Fund Class A	3,141 shares	122,781	140,113
	First Eagle Global Fund	3,770 shares	186,401	186,758
	Total Mutual Funds		<u>3,750,314</u>	<u>3,965,654</u>
	Total Investments		<u>\$ 5,906,629</u>	<u>\$ 6,315,165</u>

* Party-in-interest to the Plan

SCHEDULE SB ATTACHMENT

Line 32 - Amortization Bases Used in the Valuation

Plan Name: Smith Dairy Products Company Retirement Plan

EIN/PN: 34-0536210/003

Valuation Date: September 30, 2011

<u>Original Valuation</u>	<u>Remaining Years</u>	<u>Amortization Type</u>	<u>Outstanding Balance</u>	<u>Current Year Amortization</u>
9/30/2011	7	7 Year	\$ 729,142.00	115,515
9/30/2010	6	7 Year	\$ 682,681.00	122,422