



Dakota Provisions, LLC

2012 Corporate Responsibility Report



Dakota Provisions Employee Picnic 2012

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Letter from our CEO.....

Dakota Provisions knows the importance, to our associates, our company, our country and our world of being responsible corporate citizens. The tagline for our Sustainability Program “Serving Our Customers While Preserving Our Earth” sums up our commitment as a company to do our level best to make as minimal a footprint upon the earth as possible in terms of operating our business.

Within our company sustainability has become a routine way of doing business, not only because it can make our company more competitive, but because it is the right thing to do for our company, our community and our planet. We have people dedicated to our sustainability effort, we include sustainability as a basic requirement for our existing management team, we include it in our hiring and retention requirements, we include it as a line item in management agendas and are continually working to make it a responsibility for our entire team.

In 2012 Dakota Provisions welcomed two new entities to our business family, Wyshbone Market, a new retail outlet for our product, and DaPro, a byproducts production facility. Both of these new businesses were integrated into our Sustainability Program from their inception.

Agricultural industries which are dependent upon sustaining soil and water resources must take a leadership position in sustainability efforts. Not only for our own good, but also because customers are and will continue to demand it. Reduction in consumption of water, energy and fuel, reduction in our wastewater stream and finding and implementing specific methods for sustainability improvement in our operation are core values in our program. Dakota Provisions’ internal goals include water usage reduction of 3% per year, greenhouse gas emissions of 4% per year, energy usage reduction of 3% per year and solid waste reduced by 4% per year. The company has created idea generation and tracking tools to encourage and follow projects identified by our associates to completion. The company routinely monitors and updates project activity levels. We encourage all our associates to participate in our program. We have also committed our company and personnel to actively participate beyond our company efforts in our communities’ sustainability efforts.

We encourage our associates, neighbors, customers, end users and you to participate with us as we continue to identify and implement our sustainability program. We are enthused about our efforts to date, and are excited about our future opportunities of “Serving Our Customers While Preserving Our Earth”.

Cordially,

Kenneth D. Rutledge
President & CEO



The “Dakota Provisions” Story:

Dakota Turkey Growers, LLC aka Dakota Provisions manufactures and produces poultry and protein products that are specially designed for retail and food service partners. Located just east of the James River, Dakota Provisions was founded by a co-op of growers, most of whom are members of Hutterite communities.

The mission of Dakota Provisions is:

Owned by Growers—Managed by Professionals—Driven by Customers

Dakota Provisions was founded with a focus on the family farm, a commitment to quality and the dedication to building a world-class facility in Huron, S.D. Our commitment carries on to delivering the highest quality product to you, our customer. Leading the industry in food safety is our No. 1 objective. The plant employs more than 800 employees and plans to employ more than 1,000 within the next five years.

Dakota Provisions came from the vision of 44 turkey growers who were looking for new ways to keep their family turkey farms thriving. The growers realized that for their farms to survive, they needed to not only grow but also to process the turkey they raised. Under the leadership of Kenneth D. Rutledge, who had 31 years of experience in poultry processing, the growers invested in a technologically advanced processing facility.

The Dakota Provisions processing plant opened in December 2005. What began as a grassroots effort of 44 growers across the heart of the Midwest has turned into a world-class processing facility that produces 320 million pounds of product each year.

Dakota Provisions is devoted to the heritage and survival of our family farmers, many of whom are members of Hutterite colonies. With more than \$120 million invested in their own state-of-the-art live turkey production facilities, the Dakota Turkey Growers formed Dakota Provisions in 2004 to help preserve their farms.

As the first new processing facility built from the ground up in 20 years, we have dedicated ourselves to not only meeting regulatory demands, but exceeding them. Just a few of the unique features that set us apart are the following: extensive food safety training for employees, a government-assisted program to verify employee eligibility, segregated raw and cooked areas with no transition available between areas and micro-resistant wall and floor surfaces.

Our Third Report

Thank you for your interest in Dakota Provisions Corporate Responsibility Report. As the third report, we continue to follow the Global Reporting Initiative (GRI) G3 Sustainability Reporting guidelines and measurements used for our reporting cycles. Unless noted otherwise, all data in this report covers the company's fiscal year 2012, which ended December 30, 2012. Our reporting boundary covers all activities for the processing facility, the corporate office, cold storage facility, two warehouses and our employee store, Wyshbone Market which are all located in Huron, South Dakota. Expert opinion was solicited in the first year to help offer a third party perspective of the company's strengths and weaknesses as they relate to sustainability. Key persons in charge of collecting various data sets provided information that was streamlined into a registry and qualitatively and quantitatively assessed. The resulting list of suggested performance indicators was then presented to select group of stakeholders in order to gauge their opinion on the relevancy of the highlighted topics to our involvement in the workplace, the community and the marketplace. Key decision makers issued the final approval of reportable indicators.

As the third report, there are a few items we need to note that have been changed since our first report:

- 1) We have removed absenteeism info from our report. Human Resources monitors each employee for absenteeism but does not report the whole plant as a group.
- 2) We now are owned by 43 growers in South Dakota, North Dakota and Minnesota.

This report supplements additional information available on our corporate web site www.dakotaprovisions.com.

As a result, we are self-declaring a "C" Application Level for our 2012 Corporate Responsibility Report. The GRI content index is included in the back of this report, and more information on this initiative is available at www.globalreporting.org. Dakota Provisions plans to publish its next Corporate Responsibility Report in the summer of 2014. For questions regarding the report please contact Cindy Lowery, Sustainability Manager at cindyl@dakotaprovisions.com or at (605) 353-9637.

Retail and Food Services: 40% of products produced are ready-to-eat with 30% going to food service and 10% going to retail. Most products are shipped throughout the U.S. Approximately 60% of product goes out raw. Besides shipping domestically, trim and raw materials are exported to Mexico, Hong Kong, the Middle East and the Caribbean among others. Sales equaled over \$231 million in 2012. Over fifty different products were produced for the reporting period.

At present we have over 800 employees working for Dakota Provisions. This includes employees at Dakota Gobblers, the cold storage warehouse and the Unisource Warehouse which stores processing supplies. Also included this year are employees that work at the Wyshbone Market, our employee store.

Awards that Dakota Provisions has received since the startup of the plant:

1. Level 3 SQF certification for our HACCP Food Safety and Quality Program

Wyshbone Market.....Dakota Provisions Employee Store



Wyshbone Market, located at 325 Market Street, Huron, South Dakota, has served the employees of Dakota Provisions and the public since the spring of 2012. Fresh turkey, chicken and pork as well as many frozen items fill the two huge coolers and freezers.

Some of the specialty ready to eat items include: Turkey Ham...Oven Roasted Turkey Breasts...Oven Roasted Chicken...Deli Style Ham Slices...Turkey Cotto Salami Slices...Smoked Turkey Breasts...Chicken Breast Lobes...Turkey Breast Lobes...Turkey Dices...Turkey Bologna...Turkey Bacon

Frozen section specialty items include: Turkey Wings, Tenders, Fries, Necks, Thighs, Ham Dices, Turkey Dices, plus many more frozen items.

The store also features many Dakota Provisions labeled clothing. You will find colorful shirts, sweatshirts, tee shirts, vests and hats. Cindy Lowery has been the store manager since its beginning and Diane Soderman has been a long time employee of the store.

Employees receive a 10% discount and are eligible to use payroll deduct for their purchases. Information about the store has spread to many parts of the state as customers from all over South Dakota and neighboring states have been bringing their coolers and purchasing meat and poultry items.

DaPro Opens Huron Facility

The new DaPro, LLC plant opened its doors and began operations in early 2012. DaPro, a joint venture between Dakota Provisions and the Boyer Valley Company provides further processing activities to Dakota Provisions for their by-products. Boyer Valley Company and its parent company, the Lauridsen Group (LGI) of Ankeny, IA, are significant processors and providers of goods and services in the animal health and nutrition, human health and nutrition, veterinarian medicine, and biopharmaceutical industries. LGI has deep roots in family owned and operated ventures. The Lauridsen family can be traced back to when they immigrated to this country from Denmark. Once here the family successfully started a creamery business and eventually expanded into the meat business. Beyond the Boyer Valley Company, LGI's corporate holdings include APC, Proliant Meat Ingredients and Proliant Biologicals/Health Ingredients, all of Ankeny, Iowa, and also BHJ A/S, in Gråsten, Denmark. Initially, DaPro employed approximately 12-15 people, with projections of growing to between 25-30 people over the next 3-5 years. Randy Plough, the Plant Manager, had been a lifelong resident of the Denison, IA area until recently when he moved to Huron to manage the new plant.

According to Chet Coolbaugh, Director of Operations of Dakota Provisions the new venture will play a key role in the company's continuing evolution. "This new development will play a significant part in our continued growth. Efficiently managing our manufacturing processes and continually identifying ways that we can maximize our operations is extremely important in our industry. The meat processing industry is extremely competitive so we are constantly looking for ways to improve ourselves. This is one way to add value to our process." Plough, who has been in the industry with Boyer Valley for over 15 years added, "We're really excited about this new venture. We believe that together with Dakota Provisions, we can be a success in the community and a strong employer in the area. We're certainly going to generate a good deal of economic activity and we're happy to be a part of the community." Jim Borszich, Executive Director of Greater Huron Development Corporation, added "we're excited about the addition of DaPro to our community and the opportunities for new employment it will bring. Dakota Provisions has been an outstanding corporate citizen and we believe the new DaPro plant will only build on that reputation. We're pleased that we could play a role in this project."

Governance and our commitment to corporate responsibility

The strategic plan incorporates a balanced approach needed to realize a 10% per year average annual foreseeable growth in volume without sacrificing the health of the environment or the community in which it operates and serves. We follow GAAP standards, USDA/FSIS regulations, FDA regulations and EPA regulations. We use the E-verify system and background checks as part of our evaluation process for applicants before they are hired. New processing companies traditionally enter the marketplace according to commodity meat prices, which is risky. Dakota Provision's model of entering with value-added sliced products avoids a lot of the associated market volatility. As a new company, short-term goals included maintaining certain quality standards, enforcing security mechanisms, managing natural market volatilities and sustaining a strong workforce. The company's long-term financial strategy is fixed on distributing 70% of its volume to be sold further processed and 30% to be sold raw. As poultry processing generally carry a number of risks associated with contamination and the health and safety of the animal, the environment, the workforce and the consumer, continued emphasis on taking a proactive role in minimizing overall impacts. The company's model of prioritizing quality, health and safety, environmental and human resources at the forefront of business objectives contributes to its economic performance.

Operational entities include the manufacturing facility, corporate office, cold storage facility, two warehouses and an employee market, which are all located in Huron, SD. Ken Rutledge, President/CEO, reports to a Board of Directors. Rutledge's management team consists of the Director of Operations, Chief Financial Officer, Director of Sales/Marketing, Director of Procurement, Director of Logistics, Director of Human Resources, Director of Food Safety/Quality Assurance and the Director of Raw Material Supply who each oversee their own organizational hierarchies.

Various committees are responsible for setting organizational strategy and oversight. One such committee is the Sustainability Committee, which is served by the Director of Operations, Raw Operations Manager, RTE Operations Manager, Plant Engineer, Purchasing Manager, Industrial Engineer, Director of Food Safety/Quality and overseen by the Sustainability Manager. A Safety Committee coordinated by the Safety Manager and a Wellness Committee are served by hourly employees.

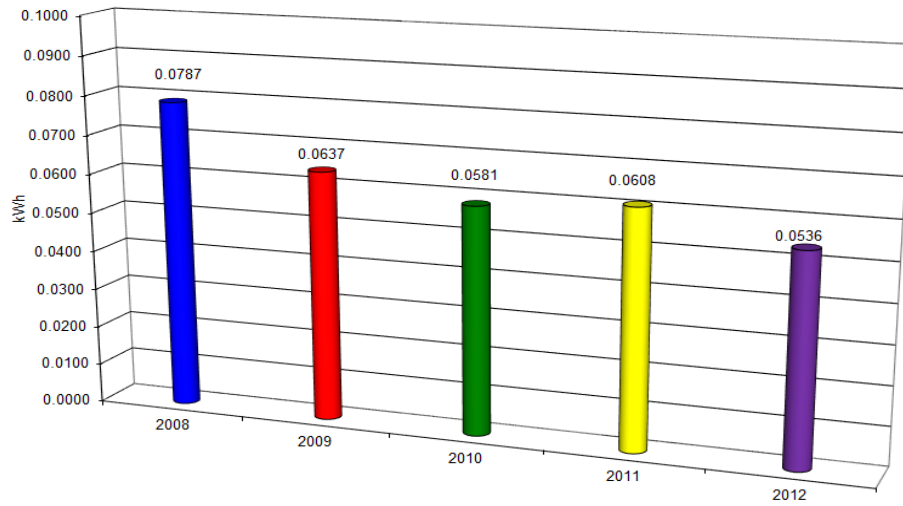
Stakeholder Dialogue

Key internal stakeholders are owner colonies, top management staff, and employees. Key external stakeholders are SDIF (major lender), the Farm Credit system, City of Huron, State of SD, and customers providing sales in excess of 10% (less than 10 companies). Internally, colonies are informed of financial situation at routine Board of Director (BOD) meetings. Top management is provided a monthly recap of performance and has at least two semi-annual meetings to review financial information. Externally, major lenders have quarterly financial information (internal unaudited) delivered to them and receive annual audited financial statements. The value brought includes positive PR, openness for future lending or investment in DP, and managerial commitment to continued success and process improvement.

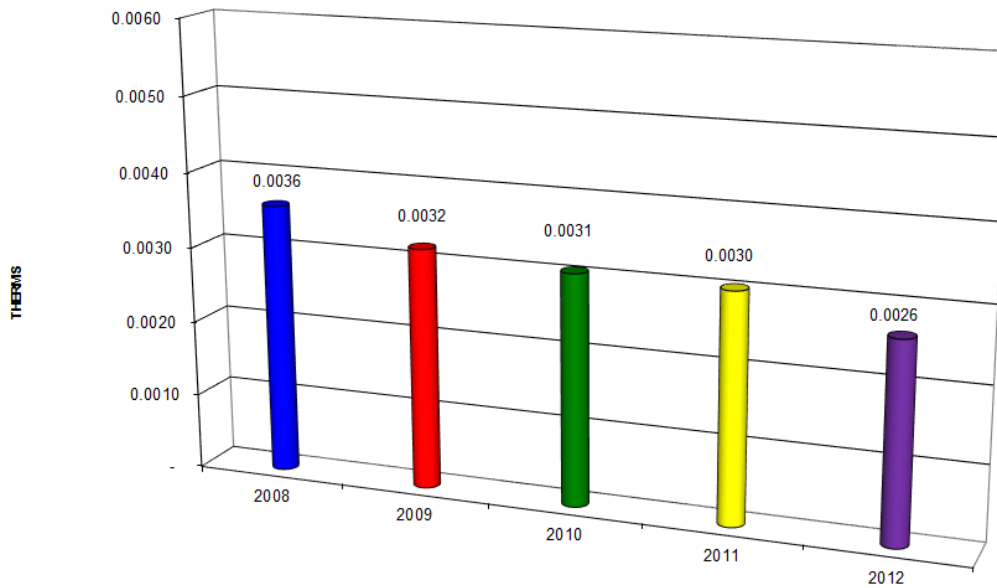
STAKEHOLDER	INTERESTS	DAKOTA PROVISIONS RESPONSIBILITY
INVESTORS	ENSURE THAT OUR BUSINESS IS ETHICAL, RESPONSIBLE, PROFITABLE AND SUCCESSFUL.	OPENLY COMMUNICATE OUR BUSINESS STRATEGY AND PLANS TO ACHIEVE LONG TERM SUSTAINABLE GROWTH.
CUSTOMERS	DELIVER SAFE QUALITY FOOD TO MEET CUSTOMER NEEDS AND DEMANDS.	CONTINUOUSLY IMPROVE THE QUALITY OF OUR PRODUCTS IN A TIMELY MANNER AT A REASONABLE COST.
EMPLOYEES	ASSURE EMPLOYEES WORK IN A SAFE, RESPECTFUL PROFESSIONAL ENVIRONMENT.	TO ENSURE THAT THE COMPANY'S COMMITMENT TO ETHICAL AND RESPONSIBLE BEHAVIOR STARTS AT THE TOP.
SUPPLIERS	COORDINATE TOGETHER TO ASSURE CUSTOMERS NEEDS ARE MET.	PROMOTE THE RELATIONSHIPS WITH BUSINESS PARTNERS TO ENSURE DAKOTA PROVISION'S COMMITMENT TO FOOD SAFETY AND QUALITY, ENVIRONMENTAL, SOCIAL AND ECONOMIC RESPONSIBILITIES.
GOVERNMENT	OPERATE IN ACCORDANCE WITH ALL LOCAL, STATE AND FEDERAL LAWS.	PROVIDE ADEQUATE RESOURCES TO ENSURE OUR FACILITIES OPERATE IN ACCORDANCE WITH ALL APPLICABLE LAWS AND REGULATIONS.
ADVOCACY GROUPS	OPEN DISCUSSIONS WITH SPECIAL INTEREST GROUPS AND ISSUES WITH SOCIETY	COMMUNICATE OUR POSITION AND PROGRESS CLEARLY ON IMPORTANT ECONOMIC, SOCIAL AND ENVIRONMENTAL ISSUES RELATED TO OUR COMPANY AND OUR BUSINESS.

Environmental

Electric Usage – kWh per processed pounds

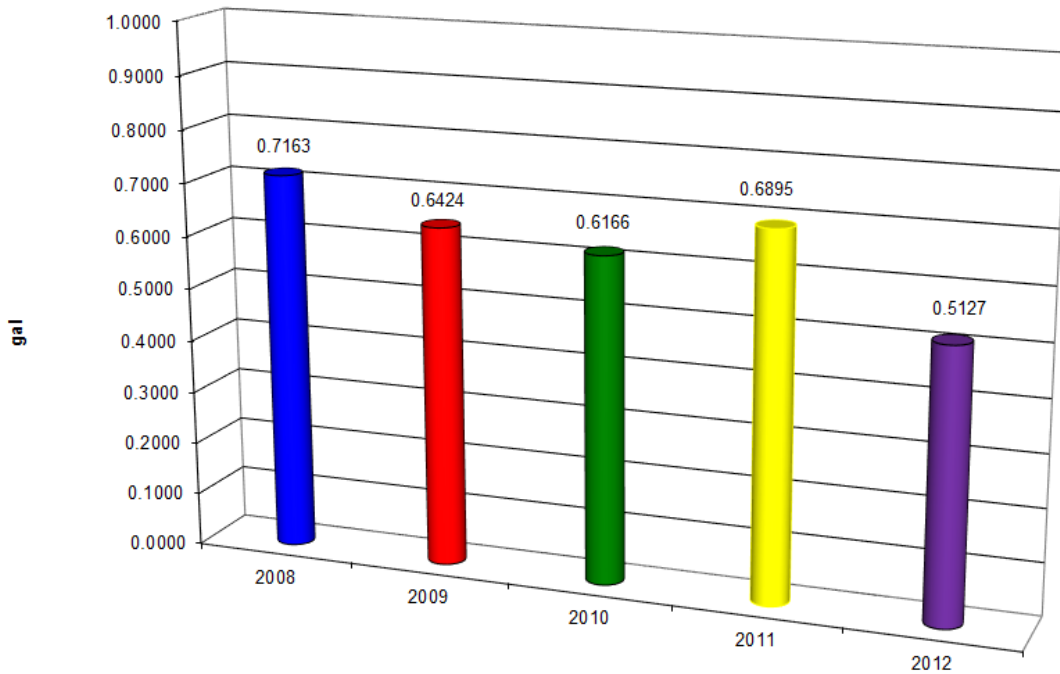


Gas Usage -- Therms per processed pounds

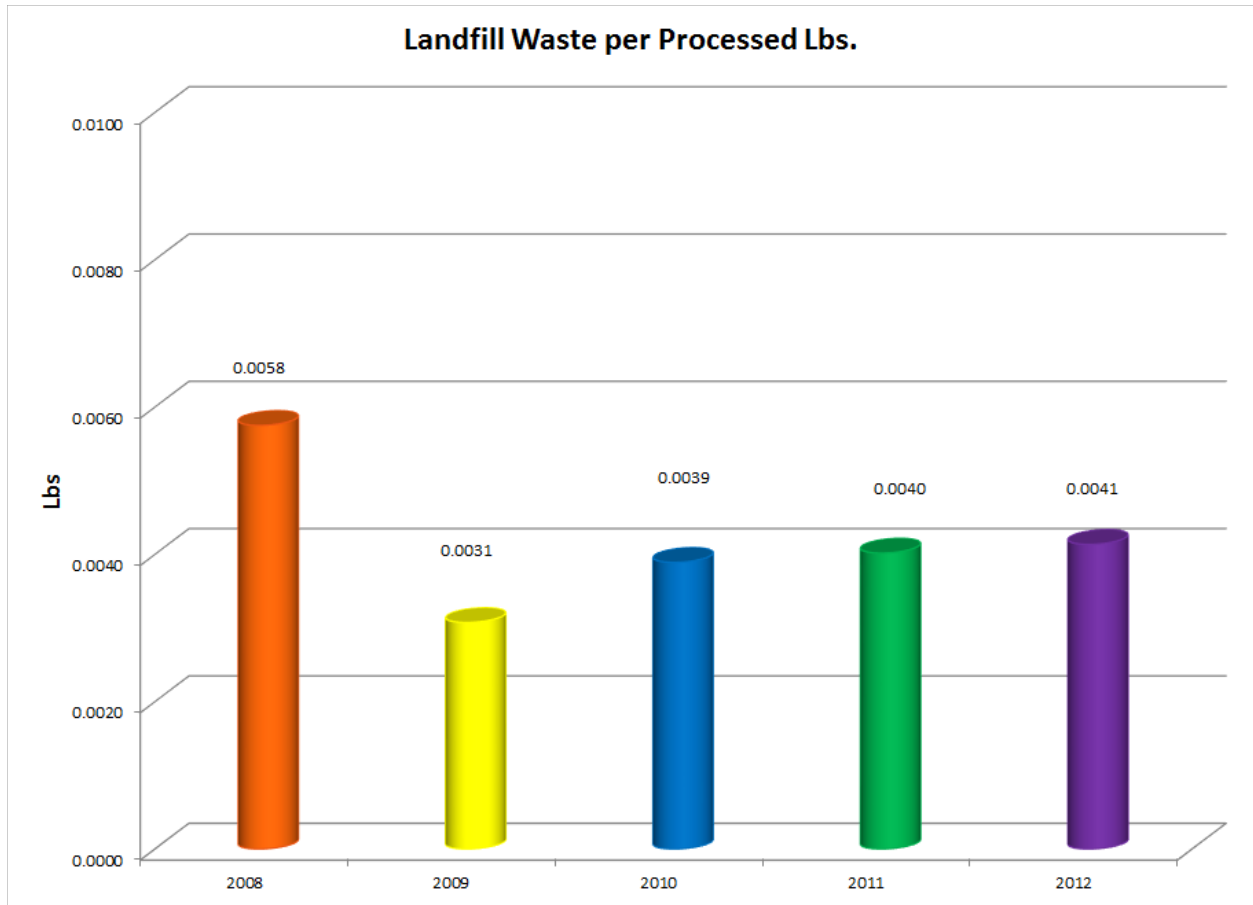


Our goal in 2012 was to reduce energy (electricity and gas) usage by 15% per processed pound in the next five years (2015) as compared to 2008 usage. In 2012 we not only met those goals but surpassed them. We reduced our electricity usage per processed pound by 19% and our gas usage per processed pound by 27%. In 2013 we will be setting new goals for the coming years.

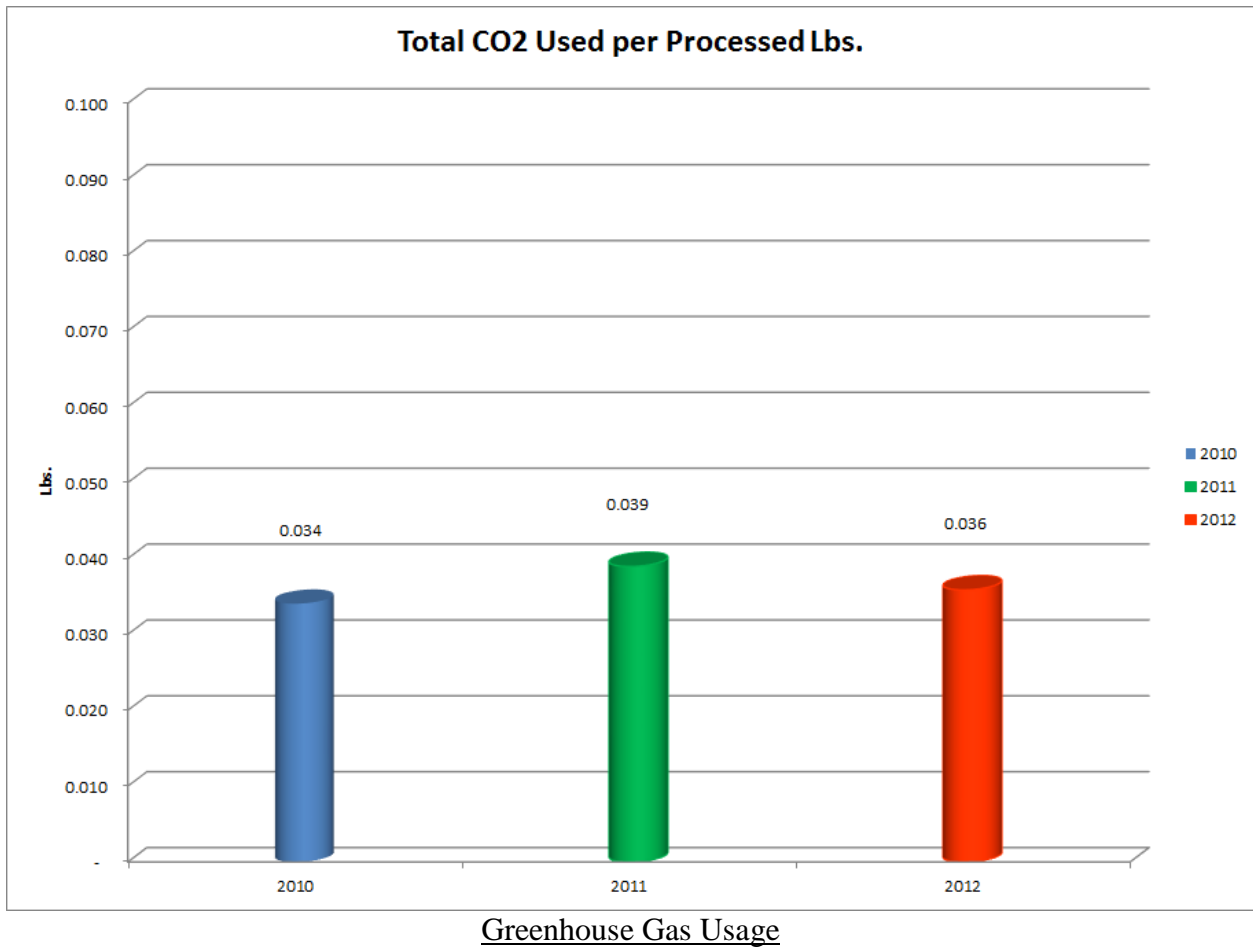
Water Usage – Gal per processed pounds



Our 2012 goal was to reduce water usage by 15% per processed pound in the next five years as compared to 2008 usage. We also surpasses this goal by reducing our water usage per processed pound by 28%. We will be setting new goals for water usage in 2013 as well.



Our goal in 2012 was to reduce solid waste going to landfills by 20% per processed pound in the next five years as compared to 2008 amounts. We surpassed this goal by reducing our waste 29.31%. We will be setting new goals for recycling and reducing waste to the landfill in 2013. We continue to review different ways that we can eliminate solid waste going to the landfill by reviewing packaging materials to see if we can use less, monitor packaging machines to eliminate waste on film, bags, etc. We continue to recycle corrugated, aluminum cans, plastic bottles, shredded paper and newspapers. Efforts continue to be made to use green and environmentally friendly materials. Dakota Provisions works with the City of Huron and other local business to help with recycling and reducing waste sent to the landfill. One major project we are working together for 2013 is implementing a recycling program for the city.



Our 2012 goal was to reduce our total CO2 usage by 20% per processed pound in the next five years (2015) as compared to 2010 emissions. We are well on our way with that goal as in 2012 we reduced our CO2 usage by 7.7%. We will continue to monitor reducing our CO2 usage.

Suppliers/Transportation

Our direction has always been to include sourcing from locals and/or minority groups whenever possible. We obtain quotes from vendors, including locals/minorities, review quotes and make selection based on criteria – i.e. pricing, service, quality, and other pertinent information.

We continue to use SAP software in all facilities to help increase our efficiency and management of our information. The SAP software tracks of all our processing steps from farms to final product. SAP also tracks number and usage of supplies and other information pertinent to our business.

At present we lease trucking companies to transport our products, supplies, etc. Most of our companies are already members of the SmartWay Transport Partners and Affiliates (EPA). We encourage all trucking companies we do business with to also become members.

Employees

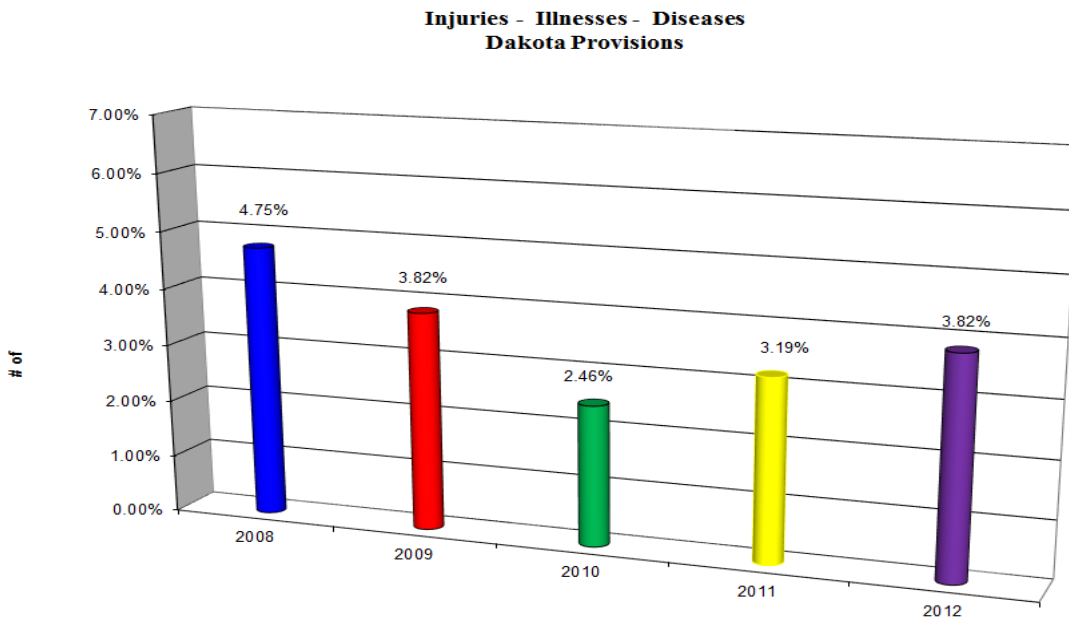
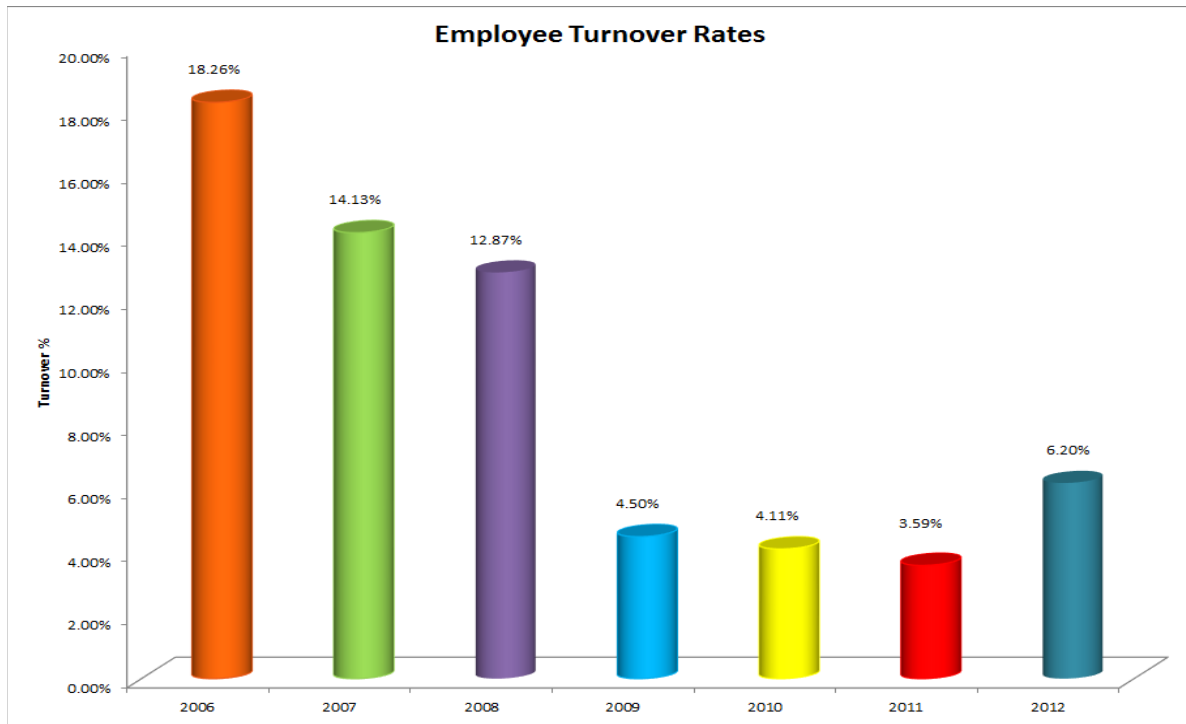
Currently Dakota Provisions employs over 800 employees. This total also includes the Corporate Office, Gobblers Cold Storage, two warehouses (that store our packaging materials) and our employee store, the Wyshbone Market. These employees are paid at least entry level wages that are above local minimum wage. In addition to wages and salaries, employees are offered benefits including; medical and dental benefits, disability, 401k, life insurance, workers compensation. Our Health Services Department has 2 full time nurses on duty at the plant. One also coordinates our Wellness Program. Our Wellness Program offers “No Smoking” Classes, Healthy Lifestyle Programs (eating plans and exercise programs). We offer Employee Assistance Program and Family and Medical Leave to our employees. We have a Safety Committee that is headed up by our Safety Manager to ensure the workplace is safe for all employees. Health and workplace safety training starts during an employee’s orientation. Monthly meetings are held with processing depts. covering topics such as health, employee safety, food safety and quality.

For employees that have just moved to the USA our HR Manager offers personal training to help them adapt to our culture such as: Home Ownership; Money Management; Pest Control; Game, Fish and Park Regulations; Drug & Alcohol Prevention; Retirement Plans for Your Future. We also encourage our employees to attend Cornerstone Career Learning Center English Second Language Classes and SMART Training for career development.

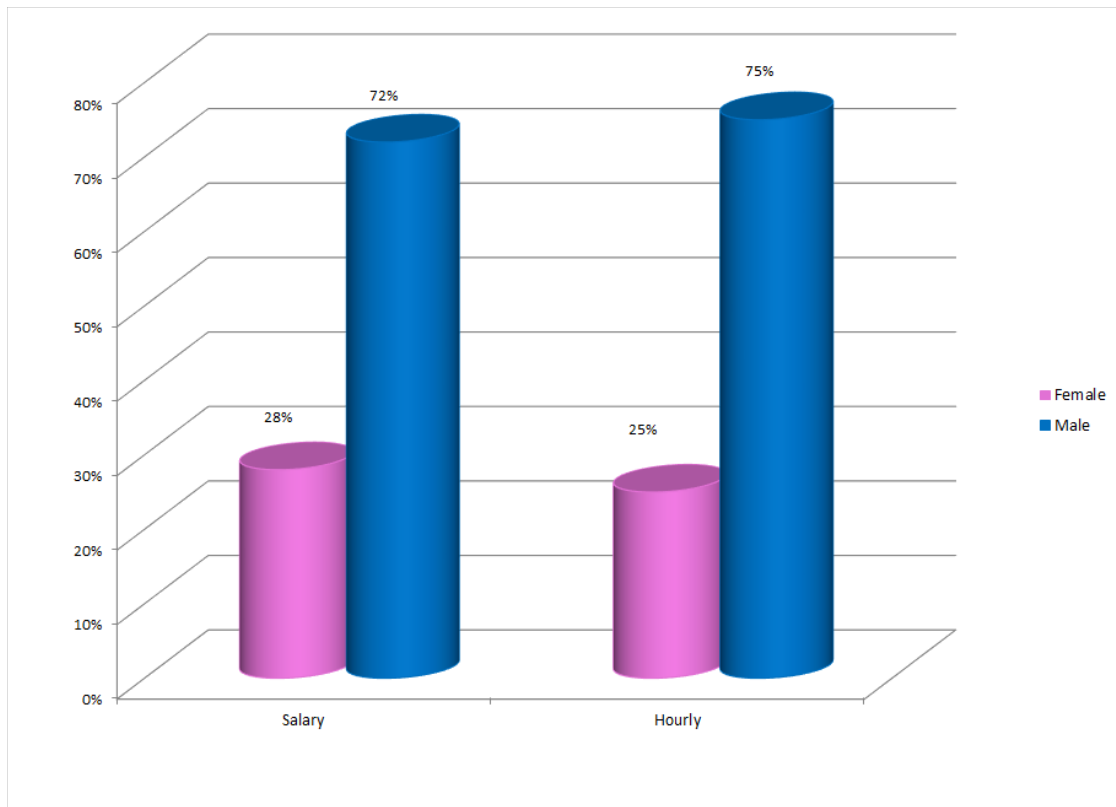
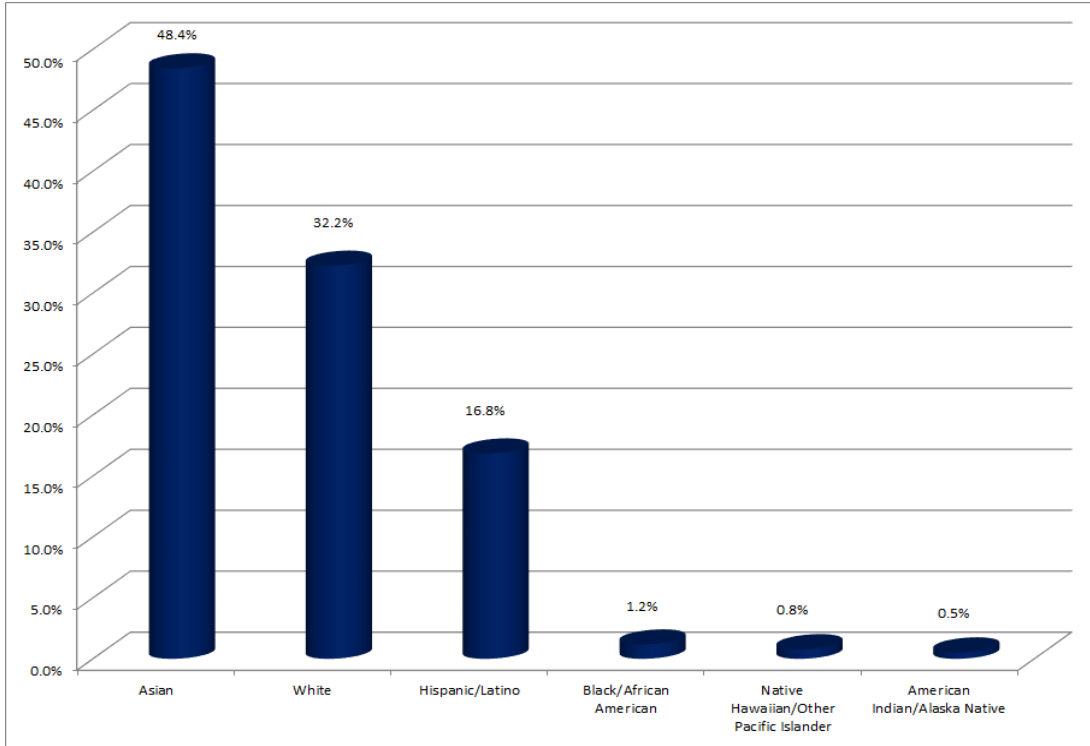
Each Dakota Provision’s employee is given a handbook that covers information on the following issues: At-Will Employment, Equal Opportunity Policy, “Open Door” Communication, Confidential, Proprietary and Trade Secret, Personnel Information, Outside Work and Conflicts of Interest, Privacy and the Right to Inspect, Solicitation and Distribution, Becoming a Regular Employee, Your Supervisor, Alcohol and Drug Free Workplace, Policy on Harassment and Sexual Harassment, Visitors Policy, Security Conditions, Threats of Violence, Rules of Conduct, Reporting Non-Compliance, Mail and Telephone Calls, Requests for Time Off, Food Safety Inspection Service (FSIS), Food Safety, Prohibited Conduct Toward Government Inspectors, Bribery, Threats or Intimidation, Consorting with Government Inspectors, Product Quality, Personal Hygiene and Plant Sanitation, South Dakota Food Safety Certification, Animal Welfare, Rest and Meal Periods, Payday, Hours of Work and Overtime (Production), Temporary Assignment, Holidays, Jury Duty, Funeral Leave, Vacations, Leave of Absence, Military Duty/ Full Time Active Duty, Attendance Policy, Safe Work Practices, Safety Committee, Health Services, Personnel and Medical Files, Employee Assistance Program (EAP), Family and Medical Leave Policy (FMLA) and Health and Dental Insurance.

In the past year we have seen an increase in turnover at Dakota Provisions. This was due to employee layoffs that occurred during the first of the year due to a reduction in customer demands.

Industry turnover averages 11 to 13% and Dakota Provisions has been well below that in the last four years. Our injury/illness rate rose slightly but we had no fatalities due to work related injuries or illnesses.



Employee Diversity at Dakota Provisions



Customers

The Dakota Provisions Team believes in one thing - extremely high standards for extremely safe and clean food handling. From beginning to end, exceeding our customers' expectations is paramount.

Our facility is designed and developed to be completely food safe and easily sanitized. By taking a progressive approach to addressing food safety, we are also taking a proactive approach to the quality of our product that includes real time PCR testing to detect pathogens, multiple interventions to test contamination, and a facility that never mixes raw and cooked products. In addition, training and education are essential to our programs. Each employee is required to complete Food Safety Orientation courses on good manufacturing practices, employee hygiene and possible hazards to food safety.

Our Food Safety Orientation is reviewed and approved weekly by the South Dakota Animal Industry Board.

More than 500 years of combined industry experience give Dakota Provisions the confidence and know-how to produce high-quality products for our customers. Our strengths lie in experience, educational background, high-tech machinery and the unsurpassed customer service we provide. Equipped with the latest knowledge in new product development, process engineering, product matching, food safety and quality control, we are skilled in the development and improvement of product, processes and packaging.



Prairie Grown -- it's more than a claim—it's a dedication to providing quality products raised exclusively on the prairies of South Dakota, by farmers who have given their lives to the art of producing the best of the best.

If and when we receive a customer complaint it is forwarded directly to the Director of Food Safety & QA. The Director will then contact the appropriate manager and discuss the problem and how it will be resolved. The customer is contacted by phone and a written response within 10 days is generated and sent to the customer stating what corrective actions and preventative measures will be implemented to prevent the problem from occurring again.

Community

Two major initiatives include a ten year monetary commitment to the GHDC community fund that finances economic development in the Huron/Beadle County area. Additionally, Dakota Provisions is a partner in a Housing Development group that has seed-financed the construction of twelve homes. We encourage and support our employees in volunteering for community projects. Many of our employees served on committees or assisted with the Huron Chamber of Commerce, Day of Caring, Emergency Preparedness Board, Huron Clinic Board, Huron Community Foundation Board, Huron Convention & Visitor's Bureau, Huron Country Club Board, James Valley Housing Board, Kiwanis, National Turkey Federation, Relay for Life, School Diversity Board, Sertoma Club, South Dakota Retailer's Association, South Dakota Poultry Industries Association, United Way of Huron, U.S. Poultry and Egg Export Council, Green Energy Task Force of Huron, Delta Waterfowl, Sioux Council Boy Scouts and the First Baptist Church BOD. Last year Dakota Provisions employees not only donated their time but also donated \$42,353 of their wages to the Heartland Region United Way!



Scarecrow Festival for the Lion/Lioness Club 2012

Report Content Summary

Throughout the report, Dakota Provisions has included key performance indicators identified by the Global Reporting Initiative (GRI) G3 Sustainability Reporting Guidelines. As a result, we are self-declaring a “C” Application Level for our 2012 Corporate Responsibility Report. We will evaluate the prospect of using a third party assurance for subsequent reports. A context index showing the specific location of the GRI performance indicators included in this Corporate Responsibility Report is below.

In instances where financial risk is eminent, financial impact is reported in appropriate reporting. Costs incurred by the company due to environmental and social risks over the past year are confidential in nature and will not be specifically revealed.

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