

Supplement No. 1 dated November 18, 2009 to
Offering Circular dated June 30, 2009

CROPP COOPERATIVE

CROPP Cooperative, a Wisconsin cooperative (also referred to as “we,” “us,” “our” and the “Cooperative”), provides the information contained in this Supplement No. 1 (the “Supplement”) to our Offering Circular dated June 30, 2009, (the “Offering Circular”), to amend, modify and supplement certain information contained in the Offering Circular regarding the proposed offer and sale of our Class E, Series 1 Preferred Stock, (the “shares”). You should examine the Offering Circular and this Supplement before deciding whether to invest in the shares. Capitalized terms not otherwise defined in this Supplement have the meanings ascribed to them in the Offering Circular. Our current and proposed activities are described in detail in the Offering Circular.

This Supplement, the Offering Circular and the documents referenced in this Supplement and the Offering Circular contain forward-looking statements that involve future events, our future performance and our proposed and expected future operations and actions. These forward-looking statements are only our predictions and involve numerous assumptions, risks and uncertainties. Our actual results or actions may differ materially from these forward-looking statements for many reasons, including the risks described in this Supplement and the Offering Circular, and events that are beyond our control. We are not under any duty to update the forward-looking statements contained in this Supplement or the Offering Circular. We cannot guarantee future results, levels of activity, performance or achievements. We caution you not to put undue reliance on any forward-looking statements. We qualify all of our forward-looking statements by these cautionary statements.

TRANSACTION OVERVIEW

On November 5, 2009, the Cooperative entered into a licensing agreement with Stonyfield Farm, Inc. to license the Stonyfield Farm® brand for the sale of fluid milk products throughout the United States. Currently, sales of Stonyfield Farms branded milk represent approximately \$65 million annually. Sales are primarily centered in the Northeast region of the United States.

In conjunction with this agreement, the Cooperative will assume management of the farmers who were previously supplying milk to H.P. Hood, LLC for its use in the sales of Stonyfield Farm branded milk. H.P. Hood LLC, who previously held the license, will continue as the primary processor of the Stonyfield Farm branded milk pursuant to a Contract Packaging Agreement between the Cooperative and H.P. Hood LLC.

The farmers currently producing milk for the Stonyfield brand will have several options moving forward. One option will be to continue to supply milk for the Stonyfield brand through the remainder of their current contract, which has been assumed by the Cooperative, and to apply for membership with CROPP Cooperative. Alternatively, farmers that currently supply Stonyfield may chose to sell their milk independently or with other cooperatives or distributors.

RISK FACTORS

While the Cooperative is confident that this transaction represents many beneficial aspects for the Cooperative’s overall business, there are potential risks associated with the transaction, and the following paragraphs in this Supplement are intended to provide an outline of the potential risks associated with the Cooperative’s new arrangements. The risks described below, however, are not the only risks the Cooperative is facing. Please review carefully both the Risk Factor information contained in this Supplement and the Risk Factors and other information contained in the Offering Circular. The Cooperative has only described the risks it is presently aware of and considers material. There may be additional risks that the Cooperative does not view as material or of which the Cooperative is not presently aware.

The following subsections of the “Risk Factors” portion of the Offering Circular are appended as follows:

Adverse Publicity and Product Liability (page 12)

Under the license agreement described above, the Cooperative licenses the Stonyfield Farm brand for the sale of fluid milk products. Stonyfield Farm, Inc. also uses the Stonyfield Farm brand for the sale of yogurt products, yogurt drinks, and ice cream and the Cooperative has no control over the sale or quality of these products. If there was adverse or negative publicity regarding the Stonyfield Farm yogurt or ice cream products, it could have an adverse impact on the sale of Stonyfield Farm fluid milk products and, therefore, on the Cooperative’s financial results.

Managing Growth (page 13)

The Cooperative anticipates that the addition of the Stonyfield Farm fluid milk products, with the concurrent addition of farmer supply, will result in significant growth in both overall Cooperative sales, and in the number of its farmer members. The Cooperative will have to manage this growth effectively, or its business, financial conditions, and results of operations could be adversely affected.

Competition (page 14)

With the addition of the Stonyfield Farm branded fluid milk products, the majority of the Cooperative’s business is from the sale of organic dairy products. The Cooperative faces intense competition in this category and will continue to face such competition following the January 1, 2010 commencement of activities with respect to Stonyfield Farm fluid milk products. The Cooperative anticipates increased competition from competitors such as Dean Foods and Aurora Organic Dairy, both during, and after this time of transition, as the Cooperative takes over the Stonyfield Farm fluid milk sales. Competitors may expend significant financial resources, especially in the Northeastern United States, to attempt to make gains in sales of fluid milk. The competition’s efforts may adversely affect the Cooperative’s operations and financial results.

Heavy Reliance on One Customer

The Cooperative has had a strong relationship with Stonyfield Farm, and has supplied organic milk and non-fat dry milk powders to them for the production of Stonyfield ice cream and yogurt products for many years. In 2008, sales of organic milk and non-fat dry milk powders to Stonyfield Farm by the Cooperative comprised 13.03% of the Cooperative’s consolidated sales.

The Cooperative is further connected to Stonyfield Farm with the execution of the new Licensing Agreement under which it will produce and distribute fluid milk products under the Stonyfield Farm brand. We anticipate revenue generated from this new licensing agreement will represent 10% of the Cooperative’s overall revenue in 2010.

Stonyfield Farm, Inc. has the right to terminate the Licensing Agreement in certain circumstances, including, if the Cooperative fails to perform in certain aspects, such as maintaining sales or assuring the quality of the product. If Stonyfield Farm Inc. terminates the Licensing Agreement, the Cooperative could be responsible for a milk supply with no market outlet. In addition, Group Danone owns a controlling interest in Stonyfield Farm, Inc., and may choose to divest that interest. If the Licensing Agreement is terminated, or if Stonyfield Farm, Inc. is sold to a third party, it may have an adverse impact on the Cooperative’s relationship with Stonyfield Farm, Inc., and, therefore, may adversely affect the Cooperative’s operations and financial results.

Confidentiality

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