

Supplement No. 2 dated March 15, 2010 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. 2 (the “Supplement”) to our Offering Circular dated June 30, 2009, (as amended by Supplement No. 1 dated November 18, 2009, collectively 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 (including Supplement No. 1) 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.*

### **Limitation of Offering and Investor Qualifications**

Effective March 15, 2010, the Cooperative’s Board of Directors has elected to close the offering of shares described in the Offering Circular to new investors. Instead, subject to the Investor Qualifications and other terms described in the Offering Circular, after March 15, 2010 the opportunity to purchase shares will be available only to a) investors who hold shares of the Cooperative’s Class E Stock as of March 15, 2010, b) farmer-members and employees of the Cooperative and c) former farmer-members in connection with the termination of their membership in the Cooperative.

Please note that the Cooperative retains the right to accept or reject any subscription for shares, including subscriptions from current holders of Class E Stock, former or current farmer-members or employees, in its sole discretion. The Cooperative’s Board of Directors also retains the right to reverse the limitation on the offering described in this Supplement at any time, in its sole discretion, and thereafter to elect to once again accept subscriptions for shares from new investors.

### **Confidentiality**

This Supplement is solely for the offering of the shares described herein and in the Offering Circular, and may not be reproduced or distributed to any person other than the recipient. Any distribution of this Supplement or the Offering Circular in full or in part, or the divulgence of any of the contents to any party, is unauthorized. By accepting possession of this Supplement, you agree to the foregoing terms.