

EXHIBIT 13

3. My son and I chose to join a coop to market our milk for several reasons. First, we enjoy a guaranteed market for our milk by marketing through a cooperative. We do not have to worry whether or not my milk will have a home regardless of supply and demand here in the Northeast, nationally or globally. DFA ensures that, and ensures that I am paid a competitive price for my milk. Additionally, DFA enables farms to work together by combining our milk with that of my neighbors to negotiate a better deal on my behalf. Without DFA, I would have to individually negotiate with dairy processors, which ultimately would mean a lower pay price to me. During the time that I have been a member of DFA, I have seen my coop and its partners in DMS better negotiate prices for farmers and work together to reduce the costs of hauling and marketing milk, all of which I believe has resulted in more money for dairy farmers.

4. I had several options on where to market my milk, and chose DFA as they provide an excellent market, give me the opportunity to participate in plant operations through my equity investment and provide a whole host of members services ranging from government lobbying in Washington, DC and Harrisburg, PA, to farm services that help make dairy farming easier for me. In fact, many times people are unaware of all that DFA does for its members in terms of lobbying and making sure dairy farmers' voices are heard all across the industry. I firmly believe DFA's strategy to be a competitive player in the global and domestic marketplace makes sense for dairy farmers, and provides me the most security and value in the long run. The peace of mind and security my membership in DFA provides is worth its weight in gold.

5. I have been involved in coop governance for more than 17 years. Today, and for the last 13 years, I serve on the DFA Northeast Area Council. I have been elected on a regular basis by fellow dairy farmers in District 6, representing many of the counties in Northeastern Pennsylvania. As an Area Council board member, I am accountable to the farmers in my District, and make every effort to see to it that the cooperative is acting in their interest. I

don't believe it's possible that my neighbors would have continued to re-elect me to be their representative if I hadn't taken their views seriously, or if they hadn't seen the same benefits that I've seen from the decisions that we've taken on their behalf.

6. I am aware that DFA has a marketing arrangement with DMS, which is an agency that enables several coops and independent farmers to work together to jointly market their milk. I believe that without DMS, dairy farmers in my area would be worse off than they are today. First, the trend is emerging whereby processors want milk only when it works for them and simply will not deal with individual farms or smaller groups of farms. Basically, DMS works to put milk in a plant when the processor wants and has the flexibility to move milk if the processors has a problem, all while ensuring farmers receive a competitive price. As dairy processors consolidated, it was obvious that farmers needed to work together to be able to negotiate with larger dairy companies. Additionally, DMS has created many efficiencies in hauling and field services that ultimately translate into cost savings for me and those I represent. By combining hauling routes and utilizing a combined field staff, DMS has helped reduce costs and made marketing milk more efficient.

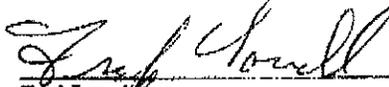
7. I am aware of the lawsuit filed by the Plaintiffs, and the recent settlement by Dean Foods. As I understand it, the only other Defendants remaining in the case are DMS and DFA—organizations that are owned by and run by dairy farmers, including me. I also understand that the Plaintiffs are seeking to represent a class of farmers, including many of the same farmers that own DMS and DFA, as well as farmers who aren't owners of DMS or DFA. I am familiar enough with the Complaint to know that it contains many allegations attacking the way that DMS and DFA do business.

8. I see the names of only a few dairy farmers as Plaintiffs in the case, and only one of the Plaintiff farms appears to be a member of one of the three coops (DFA) that own

DMS. I'm not very familiar with class action lawsuits, but I do know a good deal about DFA's democratic system of governance, through which the farmers that own DFA have made decisions by reaching a broad consensus about what is best for everyone in the Northeast Area Council and for the cooperative as a whole. It is hard for me to understand how a single dairy farmer who belongs to DFA and disagrees with the majority's decisions can claim to stand as a representative for the thousands of dairy farmers in DFA, let alone those in Dairylea and St. Albans, the other owners of DMS, or the thousands of other dairy farmers who market through DMS. This is especially true when the Plaintiffs' Complaint seems so obviously directed against DFA and DMS. These farms do not represent me and they do not represent those in my District.

9. While I do not claim to understand all of the legal language in the Complaint, it is clear the Plaintiffs want the Court to rule that DMS and DFA can no longer pursue many of the strategies that have benefitted us, like full supply agreements, or investing in processing plants. Additionally, from what I can tell the plaintiffs are seeking tens or hundreds of millions of dollars in damages, and the only defendants left in the case to pay those damages are DMS and DFA, and that means the money to pay those damages would have to come, in one form or another, from dairy farmers like me and those I represent as a Board member. I do not believe that a lawyer who was representing me or my the farmers I represent would ever make choices like these. here is no way that the three class representatives and their lawyers can at the same time they are suing DFA and DMS, say that they represent the thousands of dairy farmers that belong to and support those organizations, and would be responsible for paying the money the Plaintiffs are seeking, and would be obliged to discontinue marketing practices that have benefitted them.

I declare under penalty of perjury that the foregoing is true and correct and that this Declaration was executed on July, 6, 2011, in London.



Fred Lovel